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THE ERA OF US

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Introduction

Oando is committed to harnessing Africa’s vast natural resources.

Oando PLC, with a primary listing on the Nigerian Exchange Limited and a secondary listing on the Johannesburg Stock Exchange, is Nigeria’s leading indigenous energy solutions provider. With operations across the full energy spectrum, Oando is committed to harnessing Africa’s vast natural resources, offering wealth creation, growth, and investment opportunities in the continent’s development.

The company’s four (4) business subsidiaries include:

Oando Energy Resources, with a substantial upstream portfolio including total reserves of 1.0 Bnboe and significant infrastructure capacity across four (4) states.

Oando Trading facilitates access to key African energy markets, ensuring a reliable supply of crude oil and refined petroleum products.

Oando Clean Energy invests in climate-friendly and bankable energy solutions across Africa.

Oando Mining and Infrastructure pursues strategic mineral resource development.

Through **Oando Foundation**, the company also actively contributes to social development across Nigeria.

Vision

To be the leading integrated energy solutions provider.

Mission

To be the premier company driven by excellence.

Leadership Begins with Integrity

The Ofo staff has long symbolised truth, justice and moral authority in Igbo tradition. These values have inspired trust and strengthened communities for many generations. We believe enduring leadership is built the same way. While ambition drives us forward, integrity earns the trust of our employees, communities, and shareholders.

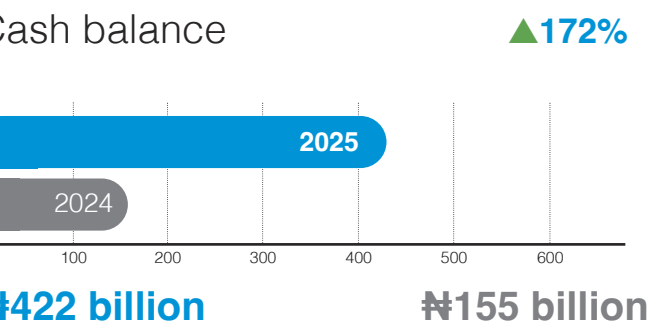
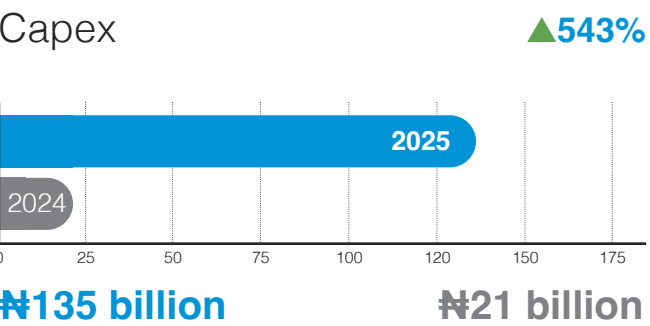
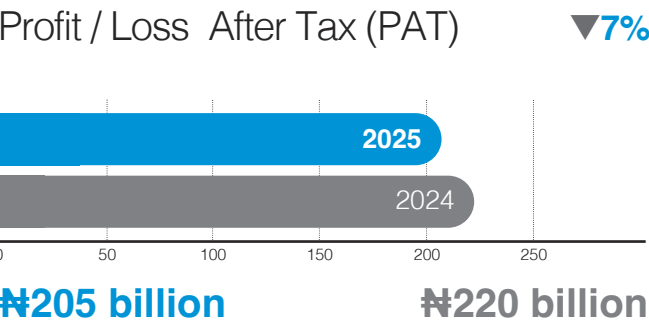
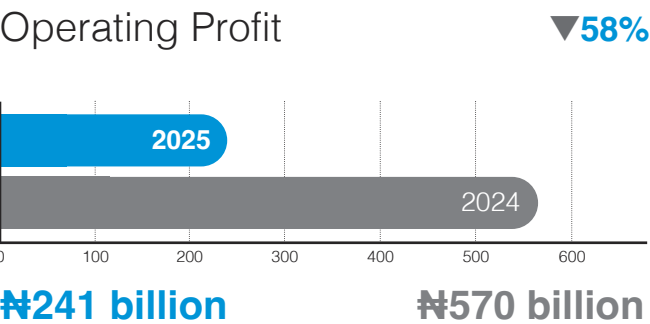
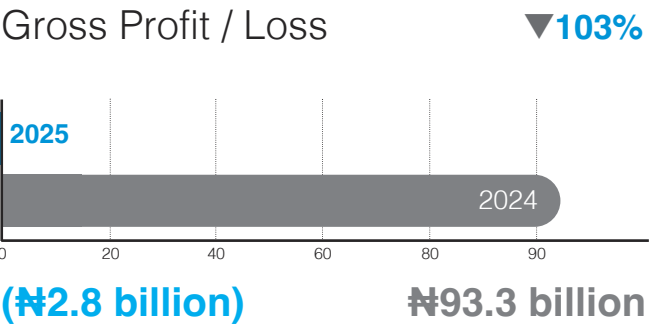
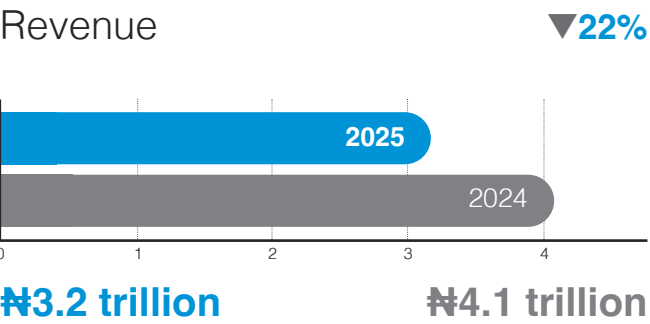
This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria’s story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria’s diverse cultures and traditions.

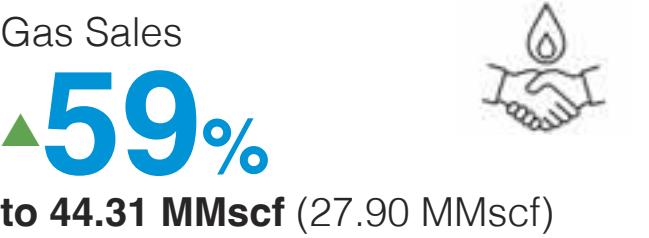
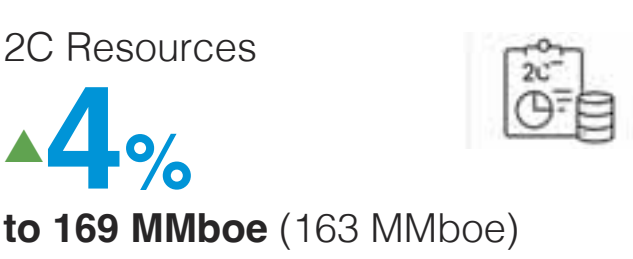
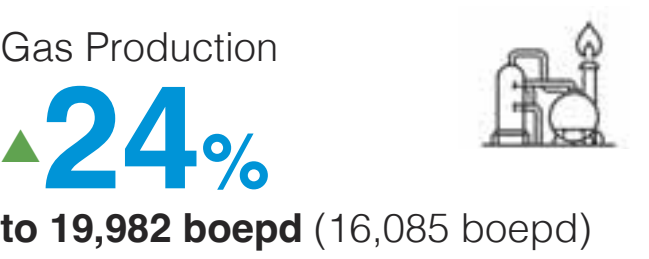
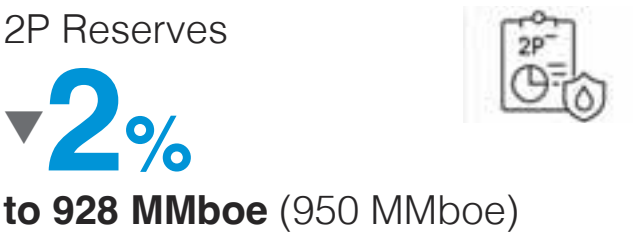
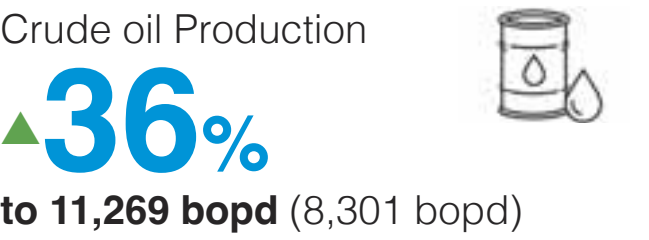
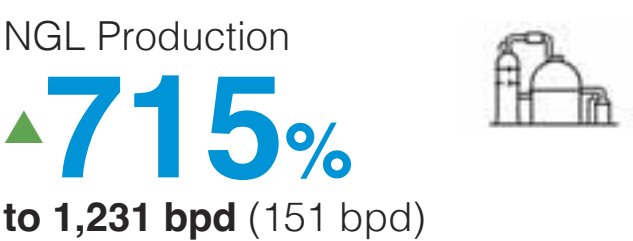
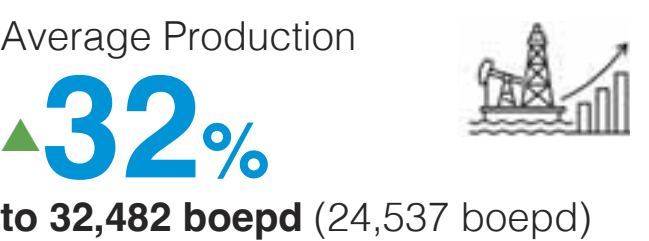
Key Highlights 2025

Financial Performance



Key Highlights 2025

Upstream & Production



Key Highlights 2025

Clean Energy Initiatives

Mass Transit



243,000+
Commuters Transported

4,300+
Electric Bus Trips



183tonnes
of CO₂ Emissions Avoided



11
Additional Electric Buses Ordered



EV
Assembly Licence Obtained



Expansion



10year
operator licence, EV assembly
licence, and ordered 11
additional electric buses

Circular Economy



2,750tonnes/month
PET recycling facility planned
in Ogun State

Offtake



10year
operator licence, EV assembly
licence

Renewables

Solar, wind and
geothermal opportunities
advanced through
partnerships, studies
and project development.



Key Highlights 2025

Trading

Crude Oil Trading



▲24%
to 25.7 MMbbl (20.7 MMbbl)

Trading Revenue



▼26%
to ₦2.73trn (₦3.69trn)

Mining & Infrastructure

Oando Mining shifted from broad exploration to disciplined asset prioritisation, focusing on **lithium, tin, gold and bitumen**. Key activity included Kebbi lithium partnership, lithium exploration in Kebbi and Southwest Nigeria, tin/gold reconnaissance, and technical studies for Nigeria's first commercial-scale bitumen mining opportunity.

2026 Outlook

Area	Guidance
Production	40,000 – 50,000 boepd
Oil	12,000 – 15,000 bopd
Gas	160 – 200 MMscfd
Wells	7 wells in OMLs 60 – 63
Capex	\$90 – 100m
Crude Trading	30 – 35 MMbbls
Clean Energy	Deploy 11 additional electric buses

Key Highlights 2025

Oando Foundation Initiatives and Achievements

Education

119,350+
Students Reached



50
Schools Participated



37
Communities Impacted



300
Educators Trained



5,214
Teacher Learning Materials
Distributed



Infrastructure

1 ICT Centre
Refurbished to improve digital
learning access



Innovation & Skills

Nigerian Education
Innovation Summit
Delivered



Green Youth
Upskilling Programme
Launched



LEARNOVATE
Expanded



LEARNOVATE-SEED
Expanded



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Our Corporate Culture

At Oando, our investment in people is based on the belief that success in any situation is built around a strong gathering of minds. From the start of our journey, audacity, innovation and tenacity were at the heart of our philosophy. We combined these traits to create a company culture driven by 5 core values known as **TRIPP**.

T	Teamwork
R	Respect
I	Integrity
P	Passion
P	Professionalism



Our People

We are the **#HumansOfOando**
A collective of diverse people, rich in knowledge and diverse in skills, who thrive in challenging conventional thinking, developing “made for Africa” solutions, and through collaboration, changing the African energy narrative.



Our Global Presence

Oando maintains a robust international footprint, with operations extending across multiple regions. While our upstream activities are predominantly concentrated in West Africa, our reach spans five key strategic locations: Nigeria, São Tomé & Príncipe, South Africa, the United Kingdom, and the United Arab Emirates.

As trailblazers in the African energy sector, we are committed to driving innovation and operational excellence. Our legacy is defined by a forward-thinking approach and a dedicated workforce that embodies the highest standards of professionalism. Together, we continue to chart a transformative path, one that delivers enduring value to all our stakeholders.



- | | |
|---|----------------------|
| 1 | Nigeria |
| 2 | São Tomé & Príncipe |
| 3 | South Africa |
| 4 | United Kingdom |
| 5 | United Arab Emirates |

- | | |
|-------------------------------------|--------------------------------|
| ☐ | Primary Listing - NGX |
| ☒ | Secondary Listing - JSE |



We Wear Our Heritage with Pride

The Hula has long been a symbol of identity, craftsmanship and cultural pride. Worn across generations, it reflects a people who honor their heritage while carrying it confidently into the future. At Oando, we are proudly Nigerians because we understand that our heritage is more than our history. It shapes our values, inspires our ambitions, and guides the future we are building.

This is the Era of Us



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Chairman’s Statement



The strategic decisions we have taken over the past two years are now delivering tangible results, strengthening Oando's foundations and positioning the Group to create sustainable long-term value for all stakeholders.



Mr. Ademola Akinrele, SAN
Chairman, Non-Executive Director

Building a Platform for Long-Term Value Creation

Dear Shareholders,

It is my pleasure to present Oando PLC's Annual Report and Financial Statements for the year ended 31 December 2025.

2025 was a year of significant progress for the Group and an important milestone in the evolution of our business. Following the completion of the Nigerian Agip Oil Company (NAOC) acquisition in 2024, the Board's primary focus was on overseeing the successful assumption of operatorship, ensuring effective integration of the assets, and supporting management's efforts to strengthen operational performance and unlock the value embedded within the enlarged portfolio.

I am pleased to report that the progress achieved during the year gives the Board confidence that the strategic decisions taken over the past two years are delivering the intended outcomes. The successful transition of operatorship, combined with improvements in operational performance and cash generation, reinforces our belief in the quality of the assets and the long-term opportunity they present.

Against a backdrop of continued global and domestic economic uncertainty, the Group delivered revenue of ₦3.2 trillion, profit after tax of ₦204.8 billion and operating cash flow of ₦258.3 billion. Working interest production increased by 32% to 32,482 boepd, while 2P reserves stood at 928 MMboe at year end. These results demonstrate the resilience of the business and reflect the discipline with which management executed its priorities during the year.

The year also marked an important milestone in our commitment to shareholder value with the implementation of the first tranche of the Share Distribution Programme. Through this initiative, shares were distributed directly to eligible shareholders, reflecting the Board's confidence in the Company's long-term prospects and our commitment to ensuring that shareholders participate directly in the value being created through Oando's transformation. The second tranche was subsequently completed in March 2026, bringing the total shares distributed across both tranches to approximately 1.28 billion shares and reinforcing that commitment in a tangible and meaningful way.

₦3.2trillion

Revenue in FY 2025

₦204.8billion

Profit After Tax

Chairman’s Statement continued

32,482boepd

Working Interest Production (+32%)

928MMboe

2P Reserves



The successful transition from acquisition to optimisation has strengthened our confidence that Oando is well positioned to unlock the full value of its enlarged portfolio and deliver sustainable long-term growth.

The External Environment

The global energy market in 2025 continued to be shaped by a combination of opportunity and uncertainty. Oil prices remained broadly supportive but were characterised by volatility driven by OPEC+ production decisions, geopolitical developments, evolving demand patterns and ongoing debate around the pace of the global energy transition. Against this backdrop, the Board remained focused on ensuring that Oando maintained the strategic flexibility required to navigate an increasingly dynamic operating environment.

For Nigeria and the broader African region, the year was marked by significant economic and industry developments. The continued implementation of economic reforms created short-term operating challenges but also laid the foundation for a more competitive and sustainable business environment over the medium term.

At the same time, the ongoing transition of onshore and shallow water assets from international oil companies to indigenous operators continued to reshape Nigeria's energy landscape. The Board views this as one of the most significant structural developments in the sector and believes Oando is well positioned to benefit from it, given the scale of our asset base, operating capabilities and long-term commitment to the Nigerian energy industry.

We are equally encouraged by the continued growth of domestic energy demand, particularly in gas, power and industrial applications, which reinforces the strategic importance of the infrastructure and resources we have assembled. Combined with ongoing reforms aimed at improving the business environment, these developments provide a compelling foundation for long-term growth.

While uncertainty remains a feature of both global and domestic markets, the Board believes that Oando is well positioned to navigate these challenges and capture the opportunities emerging across Nigeria's evolving energy sector.

From Acquisition to Optimisation

The Board's conviction in the strategic rationale for the NAOC acquisition remains as strong today as it was when the transaction was first approved.

The acquisition significantly increased Oando's ownership position in key upstream assets and transferred operatorship of one of Nigeria's largest indigenous upstream portfolios to the Group. With that came both opportunity and responsibility. These are assets of considerable national importance, and the Board remains focused on ensuring they are operated safely, efficiently and in a manner that maximizes long-term value for shareholders and other stakeholders.

During the year, management made significant progress in integrating the assets, strengthening operational performance and advancing development opportunities across the portfolio. The successful transition of operatorship and the progress achieved to date reinforce the Board's confidence in both the quality of the asset base and management's ability to realize its full potential.

More broadly, the Board's view of Oando's long-term opportunity remains unchanged. Nigeria's growing energy requirements, particularly in gas supply, power generation and industrial development, continue to create compelling opportunities for companies with scale, infrastructure and execution capability. We believe Oando is uniquely positioned to benefit from these structural trends given the quality of its resource base, strategic infrastructure and integrated business model.

The Board also remains confident in the long-term role of hydrocarbons in supporting economic development across emerging markets. While the global energy transition will continue to evolve, energy security, affordability and reliability remain critical priorities across Africa. Our strategy reflects this reality, while also creating exposure to future-facing opportunities in clean energy and natural resources that we believe will become increasingly important over time.

Chairman’s Statement continued



A stronger balance sheet is the foundation upon which we will unlock the full value of our enlarged asset base and deliver sustainable long-term shareholder returns.

₦500billion
Equity Raise

US\$300million
Debt-to-Equity Conversion

~50%
Board Independence

75%
Independent Committee Chairs

Strengthening the Capital Structure

A key priority for the Board during the year was ensuring that the Company’s capital structure evolves in line with the scale and ambition of the business.

The acquisition materially strengthened Oando’s reserves, production profile and infrastructure position. Realising the full value of those assets, however, requires a balance sheet capable of supporting growth, managing obligations and providing the flexibility required to pursue strategic opportunities as they arise.

The Board and management therefore worked closely throughout the year on a comprehensive capital restructuring programme designed to strengthen financial resilience and position the Company for its next phase of growth. Subsequent to year-end, shareholders approved a number of significant capital initiatives, including authority to raise up to ₦500 billion in equity capital, undertake a debt-to-equity conversion of up to US\$300 million and establish a multi-instrument issuance programme of up to US\$1.5 billion.

These measures provide the Company with meaningfully greater financial flexibility and represent an important step in aligning the balance sheet with the quality, scale and long-term cash-generating potential of the assets we now operate. The Board views this programme as a critical enabler of long-term value creation and sustainable shareholder returns.

Governance and Institutional Strengthening

The Board continued to invest in governance quality during the year, recognizing that sustainable shareholder value is underpinned not only by operational performance, but also by strong oversight, effective risk management and robust institutional processes.

A key priority was further strengthening the independence, capability and effectiveness of the Board. During the year, we appointed three new Independent Non-Executive Directors, increasing Board independence to approximately 50%, while 75% of our key committees, including Audit, Risk and Governance, are now chaired by Independent Directors. We also enhanced Board and committee effectiveness through regular in-camera sessions, strengthened reporting frameworks and improved decision-support processes.

To further strengthen governance across the Group, we appointed a new Chief Compliance Officer and Company Secretary with significant international experience to lead a comprehensive review of governance policies, compliance frameworks and corporate processes. This effort is being supported by a dedicated Executive Director for Corporate Services, reflecting the importance the Board places on institutional excellence.

Our risk management and internal control environment was also enhanced through a strengthened internal audit function, more formalized enterprise risk management processes and the implementation of an independent third-party whistleblowing framework. In addition, we introduced enhanced capital allocation approval thresholds and more rigorous investment screening processes to ensure appropriate oversight of significant investment decisions.

While structures and processes are important, effective governance ultimately depends on culture. The Board therefore remains focused on embedding accountability, transparency and disciplined decision-making throughout the organization to ensure that these improvements are sustained over the long term.

Chairman’s Statement continued

Sustainability and Responsible Growth

The Board remains committed to ensuring that sustainability considerations are embedded within the Group’s strategy, governance and decision-making processes. We recognise that long-term value creation depends not only on financial performance, but also on our ability to operate responsibly, manage risk effectively and maintain the trust of our stakeholders.

During the year, the Group continued to strengthen its focus on environmental stewardship, community development, local content advancement and human capital development. We were particularly encouraged by continued progress in expanding our gas platform, which we believe will play an increasingly important role in supporting Nigeria’s energy needs, improving energy security and facilitating a pragmatic transition towards lower-carbon energy solutions.

Beyond our core operations, we continued advancing initiatives through Oando Clean Energy, including electric mobility and recycling projects, as part of our broader objective of developing commercially viable businesses that complement our traditional energy operations and position the Group for emerging opportunities.

The Board views sustainability not as a standalone programme, but as an integral component of the Group’s resilience, competitiveness and long-term success. Our objective remains to create enduring value for shareholders while contributing positively to the communities, economies and environments in which we operate.

930MW
gas-to-power generation capacity

292.5MMscfd
Average gross gas production



We view sustainability not as a separate agenda, but as a strategic driver of resilience, responsible growth and long-term value creation.

Looking Ahead

The global operating environment remains characterized by uncertainty. Geopolitical tensions, shifting energy market dynamics and evolving macroeconomic conditions continue to create both risks and opportunities for businesses across the energy sector. While these developments require careful navigation, they also reinforce the importance of strategic flexibility, operational resilience and disciplined capital allocation.

Closer to home, the outlook for Nigeria’s energy sector remains encouraging. Industry reforms continue to gain momentum, indigenous participation is expanding and investment activity remains active across the upstream sector. The Board believes these developments will continue to create significant opportunities for well-positioned operators with the scale, capability and long-term commitment required to succeed.

Oando enters this next phase from a position of considerable strength. Over the past two years, the Company has significantly expanded its resource base, assumed operatorship of one of Nigeria’s most important upstream portfolios, strengthened its infrastructure position and established multiple platforms for future growth. Equally important, we have taken meaningful steps to enhance governance, strengthen the balance sheet and improve the organizational capabilities required to support long-term success.

The Board remains confident in management’s strategy and execution priorities. Our focus will remain on supporting initiatives that enhance operational performance, strengthen financial resilience, expand our gas and power platform and unlock the full value of the assets now under our stewardship. We are equally committed to maintaining the governance standards, capital discipline and risk management framework necessary to support sustainable growth.

The opportunities before us are significant. With a stronger asset base, greater operating capability, improved financial flexibility and a clear strategic direction, we believe Oando is better positioned than at any point in its recent history to create enduring value for shareholders while contributing meaningfully to Nigeria’s economic development and Africa’s energy future.

On behalf of the Board, I thank our shareholders for their continued trust and support, our regulators and partners for their collaboration, and our employees for their dedication and commitment throughout the year.

As we look ahead, the Board does so with confidence. We remain optimistic about the future, confident in the strength of the business and encouraged by the opportunities that lie ahead..

Ademola Akinrele, SAN
Chairman

Group Chief Executive’s Report



2025 demonstrated that our transformation extends beyond acquisition, it is defined by disciplined execution, operational excellence and the creation of sustainable long-term value.



Jubril Adewale Tinubu, CON
Group Chief Executive

Delivering Transformation Through Execution

Dear Shareholders,

2025 marked the first full year of operations following one of the most transformative acquisitions in Oando's history. It was a year in which we demonstrated our ability not only to acquire scale, but to integrate it, operate it efficiently and position it as a platform for long-term value creation.

Following the completion of the Nigerian Agip Oil Company (NAOC) acquisition in 2024, our focus shifted from transaction execution to value realization. The year was therefore centered on a singular objective of operatorship of the assets, strengthening operational performance, improving cash generation and establishing the foundations for sustainable long-term growth.

I am pleased to report that we made meaningful progress against these objectives.

Our performance in 2025 reflects the early benefits of this transformation. The Group delivered revenue of ₦3.2 trillion, profit after tax of ₦204.8 billion and operating cash flow of ₦258.3 billion. Working interest production increased by 32% to 32,482 boepd, while our 2P reserves stood at 928 MMboe at year end. Capital expenditure of approximately ₦135 billion was deployed across the portfolio to support development activities and future growth.

These results were achieved against a backdrop of operational, security and macroeconomic challenges and demonstrate the resilience of the platform we have built. While encouraged by the progress made, we remain firmly focused on the opportunities ahead and confident in our ability to unlock further value from the portfolio.

₦135 billion

Capital Expenditure

₦258.3 billion

Operating Cash Flow

Group Chief Executive’s Report continued

Delivering the NAOC Integration

The successful integration of the NAOC assets and assumption of operatorship was the defining operational and strategic undertaking of the year and remains one of the most significant milestones in Oando's history.

While Oando had previously held interests in OMLs 60, 61, 62 and 63, the completion of the transaction significantly increased our ownership position and transferred operatorship of one of Nigeria's largest upstream portfolios to the Group. 2025 therefore represented the first full year in which Oando assumed responsibility for operating, optimizing and creating value from these assets.

Successfully managing this transition required disciplined execution across every aspect of the organization, from operations and commercial activities to finance, governance and people. I am proud of the manner in which our teams rose to this challenge.

Throughout the year, our focus was not simply on integrating the assets into the Group, but on improving performance, enhancing reliability and establishing a culture of operational excellence across the portfolio. We made meaningful progress in strengthening facility performance, improving operational efficiency and advancing development activities that will support future growth.

The progress achieved during the year reinforces our confidence in both the quality of the assets and the opportunities they present. More importantly, it demonstrates Oando's ability to successfully operate and optimize a portfolio of national significance while laying the foundation for future production growth, stronger cash generation and sustainable long-term value creation.

Production and Responsible Operations

The enlarged portfolio delivered a strong operational performance during the year, reflecting the dedication of our people and the progress achieved through the successful integration of the NAOC assets.

Average working interest production increased by 32% to 32,482 boepd, while gross production from OMLs 60–63 averaged approximately 74,000 boepd. This performance was supported by improved asset reliability, enhanced facility uptime and targeted operational improvement initiatives across the portfolio. Development activities undertaken during the year, including the successful commissioning of the Obiafu-44 gas condensate well, further strengthened the productive capacity of our assets and established a solid foundation for future growth.

Beyond production growth, we remained focused on ensuring that operational excellence, safety and environmental stewardship continued to underpin every aspect of our business. Operating infrastructure of this scale and national significance carries responsibilities that extend beyond commercial performance, and we remain committed to managing our assets responsibly, safely and sustainably.

I am particularly pleased with our safety performance during the year. The Group recorded zero fatalities, zero lost-time injuries and zero Tier 1 and Tier 2 process safety events, while achieving a Total Recordable Injury Rate (TRIR) of 0.05 across approximately 19 million work hours. These results demonstrate the strength of our safety culture and our ability to safely operate a significantly expanded asset base while maintaining the well-being of our people, contractors and host communities.

~74,000 boepd

Gross Production (OMLs 60–63)

928 MMboe

2P Reserves



Operational excellence is measured not only by increased production, but by our ability to deliver it safely, responsibly and sustainably.

Group Chief Executive’s Report continued

92.4%

Gas Utilisation

We also continued to advance our environmental performance. Gas utilization accounted for 92.4% of total production, reflecting our commitment to maximizing value from our gas resources while reducing emissions intensity. While gas flaring remained at 7.8%, primarily due to temporary infrastructure constraints associated with newly integrated assets, we continue to implement targeted initiatives aimed at improving gas utilisation, strengthening operational efficiency and reducing our environmental footprint.

Meaningful progress was also achieved in community and environmental performance. Oil spill incidents declined during the year, with an 82% recovery rate achieved, while community-related operational disruptions reduced by 48%. These outcomes reflect stronger operational controls, enhanced stakeholder engagement and the collaborative relationships we continue to build across our host communities.

Together, these achievements reinforce our belief that operational excellence, safety and sustainability are mutually reinforcing. They remain fundamental to the resilience of our business, the reliability of our operations and our ability to create sustainable long-term value for shareholders.

Gas, Power and Energy Platforms for Growth

Gas is central to Oando's long-term growth strategy and represents one of the most compelling value creation opportunities within our portfolio.

As Nigeria continues to pursue industrialization, energy security and lower-carbon economic growth, natural gas is expected to play an increasingly important role in meeting the country's energy needs. Our expanded asset base positions us exceptionally well to participate in this opportunity.

Through our interests in the OB/OB, Kwale and Ogbanbiri gas processing facilities, we have access to approximately 2Bscfd of processing capacity. Gross gas production averaged approximately 292.5 MMscfd during the year, and we continued advancing domestic commercialization opportunities while exploring supply arrangements across both domestic and export markets.

We view gas not simply as a by-product of oil production, but as a strategic business in its own right. As production grows, infrastructure expands and commercial frameworks continue to evolve, we expect gas to become an increasingly significant contributor to earnings, cash generation and long-term shareholder value.

Our interests in the Okpai power assets further strengthen this opportunity. With approximately 930MW generation capacity, we have established a unique gas-to-power platform that extends our participation across multiple segments of the energy value chain. Nigeria's power deficit remains one of the country's most significant economic constraints, and we believe the combination of our gas resources, processing infrastructure and power generation assets positions Oando to contribute meaningfully to improving domestic energy supply while creating additional value for shareholders.

2Bscfd

Gas Processing Capacity

292.5MMscfd

Gross Gas Production



Gas is more than a growth opportunity for Oando—it is the strategic bridge between energy security, industrial development and sustainable long-term value creation.

Group Chief Executive’s Report continued

Trading

Our trading business continued to perform strongly and remains an important contributor to earnings diversification and market access.

Crude oil cargoes increased by 24% during the year, reflecting stronger market activity and the strength of our long-standing relationships across global energy markets. As market dynamics continue to evolve, including the emergence of new domestic refining capacity, we have remained disciplined in our approach, focusing on opportunities that offer sustainable returns and attractive risk-adjusted margins.

Beyond our traditional crude and refined products business, we continued expanding our participation in LNG and broader energy supply markets while evaluating opportunities across Africa and the Caribbean. These initiatives support our ambition of building a diversified regional energy trading platform capable of creating value across multiple commodity cycles.

Clean Energy and Mining

While hydrocarbons remain the foundation of our business, we continue to develop complementary growth platforms that position the Group for long-term relevance within an evolving global energy landscape.

Through Oando Clean Energy, we continued scaling our electric mobility platform, which recorded over 243,000 passenger journeys during the year and demonstrated growing demand for sustainable transportation solutions. We also advanced plans to expand the fleet and progressed our PET recycling initiative, reinforcing our commitment to developing commercially viable businesses that support both economic and environmental objectives.

Within our mining business, we continued advancing opportunities across lithium, gold, tin and bitumen assets. These opportunities remain at various stages of development, but we view them as strategic options that complement our broader natural resources portfolio and position the Group to participate in the growing importance of critical minerals.

Our approach across these emerging businesses remains disciplined and deliberate. We will continue allocating capital selectively, focusing on opportunities where we believe we can build sustainable competitive advantages and create meaningful long-term value.

Financial Discipline and Capital Structure

Alongside operational execution, maintaining financial discipline remained a central management priority throughout the year.

The transformation of Oando has significantly expanded the scale of our operations and strengthened our long-term earnings potential. Equally important, however, is ensuring that our capital structure evolves alongside the business and provides the flexibility required to support sustainable growth.

Throughout the year, capital was allocated with a clear focus on activities expected to enhance production, strengthen cash generation and create long-term shareholder value. The positive operating cash flow generated during the year reflects the increasing resilience of the platform we have built and demonstrates the benefits of our continued focus on operational efficiency, prudent capital allocation and disciplined execution.

As we enter the next phase of growth, balance sheet optimisation remains a key priority. The capital restructuring initiatives approved by shareholders provide important tools to support deleveraging, enhance financial flexibility and position the Company to fully realise the value embedded within its expanded asset base. Our objective is straightforward: to ensure that the financial architecture of the business is aligned with the scale, quality and long-term cash-generating potential of the portfolio we now operate.

The Board and Management remain aligned on the importance of executing this programme with the same discipline and rigor that characterized the integration of the NAOC assets.

A key milestone during the year was the successful implementation of the Share Distribution Programme. The first tranche was completed during the year, with the final tranche completed in March 2026, resulting in the distribution of approximately 1.2 billion shares to eligible shareholders. The programme reflects our commitment to ensuring that shareholders participate directly in the value created through the transformation of the business and remains an important component of our broader shareholder value creation philosophy.

People and Organizational Excellence

The successful integration of the NAOC assets was as much an organizational achievement as it was an operational one.

Bringing together businesses of this scale requires more than systems integration and operational alignment; it requires the successful integration of people, culture and capability. I am particularly pleased with how our employees embraced this transition and demonstrated the professionalism, resilience and commitment required to make it successful.

Workforce stability remained strong throughout the year, with employee attrition remaining below 5%, reflecting effective integration and sustained employee engagement across the enlarged Group.

Following the integration of the NAOC assets, we implemented targeted workforce optimization initiatives designed to align our organizational structure with the expanded operating footprint. These initiatives are expected to deliver annualized cost savings of approximately ₦30 billion while strengthening organizational efficiency and supporting a more sustainable long-term cost base.

We also continued investing in the future capabilities of the organization. Key human capital processes were integrated and automated, strengthening governance, improving efficiency and enhancing decision-making across the Group. Through initiatives such as the Oando Graduate Acceleration Programme (OGAP), leadership development programs and the establishment of the Oando Academy governance framework, we continue to build the talent pipeline required to support the next phase of Oando's growth.

Ultimately, our ability to execute our strategy, capture opportunities and create long-term value depends on the quality of our people. Attracting, developing and retaining exceptional talent will therefore remain a strategic priority for the Group.

Group Chief Executive’s Report continued

Communities and Shared Value

The long-term success of our business is closely linked to the prosperity and development of the communities in which we operate.

As operators of critical national energy infrastructure across numerous host communities, we recognize that sustainable value creation extends beyond operational and financial performance. It requires strong partnerships, responsible stewardship and a shared commitment to economic and social development.

Throughout the year, we continued to invest in local content development, stakeholder engagement and community-led initiatives designed to create lasting impact and strengthen our social license to operate. Through the Host Community Development Trust (HCDT) framework, the Group remitted approximately ₦11.3 billion and US\$10 million to support development programs across our operating areas.

These investments have supported infrastructure projects, educational initiatives, livelihood programs and economic empowerment opportunities across 191 host communities. Beyond meeting statutory obligations, they reflect our belief that communities should participate meaningfully in the value created from the resources within their regions and share in the benefits of long-term development.

We remain committed to fostering collaborative relationships with our host communities and ensuring that the growth of our business continues to translate into shared prosperity and sustainable development.

Oando Foundation

Beyond our operational footprint, we continue to create impact through the work of the Oando Foundation, which remains one of the Group's most important vehicles for advancing social development and educational opportunity.

During the year, the Foundation's programs supported 160 schools and reached more than 184,000 beneficiaries through initiatives focused on improving foundational learning outcomes, expanding access to quality education and promoting environmental stewardship among young people and their communities.

These interventions reflect our conviction that education remains one of the most powerful catalysts for long-term economic and social progress. By investing in future generations, we are helping to build stronger communities, expand opportunities and contribute to the sustainable development of the societies in which we operate.

Outlook

As we look ahead, our priorities are clear and our focus remains firmly on execution.

Having substantially completed the integration of the NAOOC assets, we are entering the next phase of Oando's transformation, one focused on optimization, growth and value realization. The foundations have been established; our task now is to unlock the full potential of the enlarged portfolio and translate scale into stronger production, improved cash generation and superior long-term returns for shareholders.

In our upstream business, we will continue advancing development activities across the portfolio to drive production growth, enhance reserves recovery and maximize value from our assets. We remain confident in our ability to achieve our

production guidance of 40,000–50,000 boepd working interest and to build further momentum towards our medium-term growth ambitions.

Gas commercialization remains a central pillar of our strategy. We see significant opportunities to increase domestic gas supply, deepen participation across the gas value chain and unlock additional value from our processing infrastructure. We are equally encouraged by the long-term potential of our integrated gas-to-power platform, which positions us to contribute meaningfully to Nigeria's energy security while creating additional value for shareholders.

Alongside operational delivery, the execution of our capital restructuring programme will remain a defining priority. Strengthening the balance sheet, improving liquidity and enhancing financial flexibility are essential to ensuring that our capital structure is aligned with the scale and long-term potential of the business. We will continue to pursue these objectives with the same discipline that has characterized the integration of the NAOOC assets.

Cost optimization and operational efficiency will also remain key areas of focus. As the benefits of integration continue to materialize, we expect to capture additional efficiencies across the enlarged portfolio, supporting stronger margins, enhanced cash flow generation and improved returns.

Beyond upstream, we expect continued progress across our broader portfolio. Within Oando Trading, we will continue strengthening our market position, expanding our regional footprint and deepening participation across LNG and broader energy markets. Within Oando Clean Energy and our mining business, we will continue advancing opportunities that complement our core operations and position the Group to participate in emerging growth sectors within the energy and natural resources landscape.

Over the medium term, our ambition remains to grow gross production to 100,000 bopd of liquids and 1.5 bcfd of gas. These targets reflect the quality of the asset base we now operate; the strength of our reserve position and the significant opportunities embedded within our portfolio. Achieving them will require continued operational excellence, disciplined capital allocation and sustained financial flexibility, principles that remain firmly embedded in our strategy.

The transformation of Oando over the past two years has created a stronger, more diversified and more resilient business. We are better positioned than at any point in our history to capitalize on the opportunities ahead and to play a leading role in meeting Africa's growing energy needs.

I remain confident in our strategy, encouraged by the commitment of our people and excited by the opportunities before us. Together, we are building a company that is not only delivering value today but is also creating the foundation for sustainable growth and long-term prosperity for our shareholders and stakeholders alike.

I thank our shareholders, employees, regulators, business partners and host communities for their continued support, confidence and trust.

Jubril Adewale Tinubu, CON
Group Chief Executive

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Business Review

Oando Energy Resources



2025 underscored the resilience of the global energy industry, where disciplined capital allocation, operational efficiency and strategic agility became the defining drivers of value amid heightened market volatility.

3.1-3.3%

Global Oil Supply Growth Forecast

OPEC+

OPEC and 10 Non-OPEC Producing Countries

Global Oil & Gas Industry Review

2025 Global Oil & Gas Industry

In 2025, global oil output was forecast to remain resilient but with slower momentum than the previous year, with many major forecasters projecting growth close to 3.1 – 3.3% while inflation continued its downward trend, although persistent geopolitical and policy uncertainties continued to cloud the short- and medium-term outlook. The crude oil and natural gas market in 2025 operated within a dynamic environment shaped by continued Organization of the Petroleum Exporting Countries and 10 non-OPEC allies (OPEC+) supply management, uneven global demand growth, geopolitical tensions, macroeconomic uncertainty, and the accelerating energy transition.

The first quarter of 2025 was characterized by soft oil prices and heightened macro-economic uncertainty. Downward pressure on crude prices was due to concerns over slower global economic growth, driven by weak Chinese demand and trade-related uncertainties. In response to improving inventory conditions and a desire to reclaim market share, OPEC+ confirmed plans to commence a gradual and flexible unwinding of voluntary production cuts from April 2025, signaling a strategic shift from strict supply restraint towards market rebalancing. This decision contributed to crude prices falling to multi-year low towards the end of the quarter, prompting oil companies to reassess capital and investments priorities.

In the second quarter, market perception shifted sharply following the military escalation between Israel and Iran in June 2025, which escalated fears of supply disruptions in the Middle East. Oil prices rebounded rapidly after trading at a multi-year low earlier in the year. Despite the rebound, volatility remained elevated as investors weighed geopolitical risk against increasing supply from OPEC+ and resilient non-OPEC production, particularly from United States of America (USA).

During the third quarter, OPEC+ continued to implement incremental production, reinforcing its intention to balance price stability with market share retention. The policy shift raised concerns about potential oversupply, especially as global demand growth remained subdued. Simultaneously, USA shale producers maintained strong output levels, profiting from efficiency gains despite moderate price levels. This intensified

competition between OPEC+ and non-OPEC producers resulting in a limited sustained upward momentum in oil prices.

The final quarter witnessed a heightened geopolitical tension alongside deliberate supply management as oil markets moved into 2026 amid weak demand growth. OPEC+ approved a modest production increase for December, pausing further supply hikes which helped stabilize prices towards year-end. The sudden disruption caused by the USA's capture of Venezuela's prime minister briefly unsettled global markets but had little immediate impact as Venezuela's output had already been reduced to a marginal share of the global supply. Against a backdrop of rising OPEC+ output and weak demand growth, oil prices remained largely stable, and investors shifted focus to medium-term implication of eventual sanctions relief and reintegration of Venezuelan crude into an already oversupplied market.

Overall, 2025 was a year of strategic recalibration and heightened volatility for the global oil and gas industry. Unlike 2024, the market experienced softer price conditions as supply growth particularly from non-OPEC producers outpaced demand expansion. Brent crude prices generally trended lower than the previous year, averaging largely within the mid US\$60s to mid US\$70s per barrel (bbl) range, reflecting a more pressured and moderately volatile environment rather than the exceptional price stability observed in 2024.



In a year shaped by geopolitical uncertainty and softer commodity prices, resilience and disciplined execution became the industry's greatest competitive advantages.

Business Review

Oando Energy Resources continued

2026 Outlook

Pre Middle East Unrest

According to the U.S. Energy Information Administration (EIA), prior to the Middle East escalation, global oil markets were characterized by softening demand growth, a robust supply surplus, and downward pressure on prices. Global oil demand was projected to grow at a moderate pace, averaging an absolute increase of approximately 930 thousand barrels per day (kbpd) in 2026, up from 850 kbpd in 2025. This growth was expected to be driven entirely by non-OECD economies, particularly China and India, while demand in OECD countries was forecast to remain flat or decline marginally.

On the supply side, the International Energy Agency (IEA) projects that OPEC+ will continue to manage output through its production policy. Non-OPEC+ producers, particularly the United States, Brazil, Guyana, Argentina, and Canada are expected to drive most of the supply growth in 2026. This expansion could outpace demand growth, create a well-supplied market and put downward pressure on oil prices. Overall, global oil supply is forecast to increase by 2.5 million barrels per day (mmbpd) in 2026.

Impact of Middle East Unrest

The war in the Middle East which started on February 28, 2026, when the US (working with Israel) invaded Iran, is creating the largest supply disruption in the history of the global oil market. Oil prices have escalated since the beginning of the war due to disruption in supply and cessation of tanker traffic through the Strait of Hormuz which transports about one fifth of the global crude.

The IEA has revised its 2026 supply forecast downward, now projecting a modest increase of 1.1 mmbpd, compared to an initial estimate of 2.5 mmbpd . The incremental supply growth is expected to be driven by non OPEC+ producers. The magnitude of supply losses will largely depend on the duration of the conflict and the extent of disruptions to oil flows. Consequently, demand and supply projections are expected to remain fluid and subject to ongoing review as the situation evolves.

At the same time, global demand growth for 2026 has been revised downward to 640 kbpd, from a pre conflict projection of 930 kbpd and compared with 850 kbpd recorded in 2025.

Nigerian Oil & Gas Industry Review

2025 Nigeria Oil & Gas Industry

The Nigerian oil and gas industry entered 2025 with cautious optimism as crude oil production stabilized following severe disruptions of previous years. Improved security interventions in the Niger Delta and the reopening of shut-in wells supported a gradual recovery in output, while Nigeria broadly maintained compliance with its OPEC quota during the early part of the year.

In the second quarter, upstream activity gained momentum as regulatory certainty under the Petroleum Industry Act encouraged asset reconfiguration and increased indigenous participation. Crude production remained broadly stable, though still below historical capacity, constrained by ageing infrastructure and intermittent operational disruptions. The gas sector showed stronger resilience, supported by investments in

gas processing facilities and pipeline infrastructure aimed at expanding domestic utilization and reducing flaring. Policy focus remained firmly on gas based industrialization and power generation, helping to anchor medium term demand growth.

The third quarter was shaped by infrastructure-related disruption and maintenance activities, which led to fluctuations in crude oil output across key terminals. Year-on-Year production, however, remained stronger than 2024 despite these challenges, depicting improved security and operational control. Gas production and utilization continued to improve with additional volumes directed toward domestic consumption under the Domestic Gas Supply Obligation framework.

In the final quarter of 2025, the industry operated against a backdrop of global supply rebalancing and weaker international demand. Crude oil production moderated slightly towards year-end due to routine maintenance and sporadic incidents in key infrastructure.

Overall, in 2025, Nigeria remained Africa's largest oil producer supporting GDP growth despite persistent issues like theft, pipeline vandalism and infrastructure challenges.

According to the Nigerian Upstream Petroleum Regulatory Commission (NUPRC), Nigeria's total oil and condensate production in 2025 averaged roughly 1.63 mmbpd. Production peaked early in the year (about 1.73 mmbpd in January–February) and eased across succeeding months, settling at around 1.59 mmbpd in October–November before dropping to ~1.54 mmbpd in December.

Nigeria's OPEC+ production quota for 2025 remained set at 1.5 mmbpd, but actual crude oil output frequently oscillated around this level, with production slightly above the quota in some months (e.g. January and June 2025 when it reached around 1.50 – 1.54 mmbpd) and below it in others due to operational disruptions, maintenance and security challenges.

2026 Outlook

Nigeria's 2026 targeted production of 2.5 mmbpd is expected to be driven by massive deepwater investments, upgrade of existing infrastructure and capital injection for drilling campaigns. The industry is pivoting into a transformative and high-growth phase, driven by the full implementation of the Petroleum Industry Act.

Consistent with OPEC+ policy, Nigeria's crude oil production quota remains at 1.5 mmbpd for 2026, broadly in line with the 2025 allocation, though actual output performance continues to fluctuate around this level due to domestic operational factors.

2.5 mmbpd

Nigeria's 2026 Production Target

Business Review

Oando Energy Resources - Asset Profiles

Oando's upstream portfolio comprises a balanced mix of producing, development and exploration assets across Nigeria and the Gulf of Guinea. The portfolio combines operatorship of strategic producing assets with interests in high-potential development and frontier exploration opportunities, providing a diversified platform for sustainable reserve replacement, production growth and long-term value creation.



Every Achievement Builds the Next

The intricately carved elephant tusks of the Benin Kingdom (Aken'ni Elao) preserved its history, recording generations of achievements as part of an enduring legacy. At Oando, every success becomes the benchmark for what we strive to achieve next.

This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria's story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria's diverse cultures and traditions.

Business Review

Oando Energy Resources - Asset Profiles continued

Oando’s 2025 Exploration and Production (E&P) Assets Review

Following the acquisition of ENI’s 20% interest in the Oando Energy Resources Nigeria Limited Joint Venture (“OERNL JV”) formerly Nigeria Agip Oil Company Joint Venture (“NAOC JV”) and assumption of operatorship in August 2024, Oando PLC (“Oando” or “the Company”) entered 2025 with the objective of aggressively ramping up production. This strategy focused on optimizing the OERNL JV asset base while working closely with partners in the non-operated JVs to ensure efficient resource allocation and drive sustainable production growth.

The Company recorded a significant increase in average daily production, rising to 34.9 thousand barrels of oil equivalent per day (kboepd), from 23.3 kboepd in 2024. This growth was primarily driven by higher gas output and improvements in crude production. Nonetheless, the overall performance was partially constrained by a decline in NGL production, resulting from pipeline shut-ins caused by sabotage.

Amid global crude price volatility, the Company remains protected from sales risk arising from volatility in prices with offtake arrangements that guarantee continuous volumes offtake and a hedging agreement with a strike price of US\$59/bbl for Oando Oil Limited (“OOL”) and Oando Petroleum and Natural Gas Limited (“OPNGL”).



By combining disciplined asset optimisation with operational excellence, we significantly increased production while building a more resilient and sustainable upstream business.

OMLs 60 - 63

Overview

OERNL JV holds Oil Mining Leases (OMLs) 60, 61, 62 and 63. Oando holds 40% interest in the JV through OOL (20%), OPNGL (19%) and OERNL (1%), while NNPC Exploration & Production Limited (“NEPL”) holds 60% interest. In February 2026, OERNL’s 1% interest in the OERNL JV has been transferred to OPNGL, leaving OERNL as the operator and OPNGL with 20% interest in the JV.

OMLs 60, 61, 62, and 63, are located onshore in the Niger Delta and are operated by OERNL. These leases are set to expire on June 14, 2027, and are required to be renewed and converted to Petroleum Mining Leases (PMLs) under the Petroleum Industry Act (PIA, 2021). OML 60 is located on land, in the northern Niger Delta and covers an area of 358 km2 (88,464 acres). OML 61 is also located on land, in the northern Niger Delta and covers an area of 1,499 km2 (370,410 acres). OML 62 terrain varies eastwards from swamp to land and is in the central Niger Delta, covering an area of 1,221 km2. OML 63 is located along the coastal swamp area of the Niger Delta and covers an area of 2,246 km2 (554,998 acres).

The assets of the OERNL JV also include extensive infrastructure, comprising 12 flow stations, an oil processing center, an oil export terminal, two gas plants (Kwale and Ob-Ob), the Okpai Independent Power Plant (IPP), a network of approximately 1,190 km of pipelines and associated infrastructure including roads, power stations and heliports. Some of OERNL JV’s main export pipelines are used by third parties and agreements are in place for transportation and processing.

Production

Oando’s share of production in 2025 at OERNL JV averaged 29,733 boepd, consisting of: 9,661 bopd of crude oil, 1,231 bpd of NGLs and 110 million standard cubic feet per day (mmscfd) (or 18,841 boepd) of natural gas, as compared to combined average production of 20,707 boepd in 2024. The 44% daily production increase at OMLs 60 to 63 is due to improved security and delivery line uptime sustained production from Ogbainbirin (OGB), enabled reopening of shut-in wells, and, with increased rich gas supply from OGB and Ebocha Oil Centre (EOC), plus operational propane compressors and coolers, boosted overall NGL output and efficiency.

Reserves

As of December 31, 2025, Oando’s estimated net share in the OERNL JV 2P reserves was 927.97 million barrels of oil equivalent (mmbbls) (comprising of 332.4 million barrels (mmbbls) of oil, 26.7 mmbbls of natural gas liquids and 3,413 billion scf of gas), compared to 949.76 mmbbls in 2024.

Capital Projects Expenditure

OERNL JV approved realigned budget was US\$633 million for 2025. Oando’s share – US\$253million comprises of US\$64.8 million for capital expenditure.

In 2025, the Company spent US\$36.9 million on capital expenditures related to the development of oil and gas assets and exploration and evaluation activities, higher than US\$16.2 million in 2024. The actual amount spent in 2025 was lower than the budget due to timing of project execution and scope of activities.

Business Review

Oando Energy Resources - Asset Profiles continued

PML 23 (Ebendo)

Overview

Oando holds 45% interest in PML 23 (formerly known as Ebendo marginal field in OML 56) through Oando Petroleum Development Company Limited (OPDC). The field is operated by Energia Limited, an indigenous company who holds 55% working interest (WI). The field was carved from OML 56 in the central Niger Delta, approximately 100 km north-west of Port Harcourt. The license covers an area of 65 km2 (16,062 acres). The license includes two fields, the Ebendo field (producing), Obodeti field (undeveloped) and one prospect, Ebendo North.

First oil was achieved in 2009, and 6 wells have been drilled on the field. Production from the Ebendo field began in 2010. The northern part of the Ebendo field was drilled in 2022 and discoveries were made by the Ebendo North-1 and Ebendo North-2 wells.

Production

2025 daily crude oil production decreased by 21% to 1.5 kbpd from 1.9 kbpd in 2024. The decrease was a result of the shutdown of Ebendo North field to finalize the 4.1km pipeline construction and obtain all necessary regulatory permits for the introduction of crude into the pipeline.

Reserves

As of 31 December 2025, Oando’s estimated share in Ebendo reserves was 4.6 mmbbls compared to 7.4 mmbbls in 2024.

Capital Projects Expenditure

In 2025, OPDC spent US\$7.26 million on CAPEX related to exploration and evaluation, and the development of oil and gas assets compared to an expenditure of US\$2.65 million in 2024. The year 2025 focused largely on operationalizing the 4.1km pipeline constructed in 2023 and completed in 2024 to transport production from the two wells at Ebendo North in 2022.

The JV approved a budget of US\$84.78 million for 2025. OPDC’s share of US\$38.15 million comprised of US\$16.2 million for CAPEX.



Our continued investment in PML 23 is focused on unlocking future production potential, strengthening infrastructure and creating sustainable long-term value.

PML 13

Overview

Oando holds 40% WI interest in PML 13 (formerly Qua Ibo - OML 13) through its subsidiary, Oando Exploration and Production Limited (OEPL). The Qua Ibo license was acquired in 2013 and it was operated under Marginal Field fiscal terms but now operates under PIA as a PML. PML 13 is operated by Network Exploration & Production Nigeria Limited (NEPN), an indigenous company which holds 60% WI. PML 13 is located onshore Nigeria, near the mouth of the Qua Ibo river, immediately adjacent to the Seplat Qua Ibo Terminal. The license covers an area of 14 km2 (3,459 acres) and includes one producing field (Qua Ibo).

Production

Average production of 387 bpd in 2025, lower than 423 bpd in the same period in 2024. The decrease was as a result of the natural decline of the two producing wells.

Reserves

As of December 31, 2025, Oando’s interest in PML 13 net 2P reserves is 3.9 mmbbls of oil, compared to 4.2 mmbbls in 2024.

Capital Projects Expenditure

In 2025, US\$2.66 million was incurred on capital projects on oil and gas properties including drilling activities compared to an expenditure of US\$0.18 million in 2024.

The approved 2025 budget for CAPEX was US\$26.0 million. This CAPEX is allocated for drilling an appraisal well, with the goal of unlocking an additional production of 1,500 barrels of oil and 2 mmscf.

Business Review

Oando Energy Resources - Asset Profiles continued

OML 145

Overview

Oando holds 21.05% in OML 145 which is operated by Exxon Mobil who holds 21.05%. Other partners are Chevron (21.05%), Svenska (21.05%) and NEPL (15.8%). OML 145 is located offshore, 110 km south of the Niger Delta coastline, in water depths ranging from 800m to 2,000m.

The OML 145 license covers an area of approximately 1,288km2 within which four (4) discoveries have been made in Uge (currently in the conceptual development planning stage) Orso, Uge North and Nza.

The JV completed a pre FEED study for the Uge field in 2018, evaluating development options with a focus on achieving timely and cost efficient production through a leased Floating, Production, Storage and Offloading (“FPSO”) vessel for hydrocarbon evacuation and export.

In 2019, the JV advanced its evaluation of development concepts, integrating updated resource assessments. As part of this process, a tripartite workshop was held among Nigerian National Petroleum Company Limited (NNPCL) and the OML 140 and OML 145 JV partners. The concept proposed by Oando and the non operator partners (an Early Production Facility (“EPF”) deployed on a leased FPSO) was identified as a viable solution to accelerate first production compared to previous alternatives.

The JV partners are engaged in discussions with the NNPCL on stabilization of the Production Sharing Contract (PSC) because of the financial impact of the Deep Offshore and Inland Basin, Production Sharing Contract Act passed in late 2019 (DIBPSA 2019).

Operational activities in 2025 have been focused on engaging with TGS for a license for their 2022 regional 3D seismic survey over OML 145 to enhance the subsurface understanding, improve overall imaging and identify deeper prospects within the block.



OML 145 represents a strategically important deepwater growth opportunity, with ongoing technical evaluation and development planning laying the foundation for future value creation.

OML 131

Oando, through its subsidiary, Oando Energy Resources (OER), holds 100% WI in OML 131 and serves as the operator. OML 131 is located offshore in water depths ranging from 500m to 1,200m approximately 70km from the western Nigerian coast. OML 131 covers an area of 1,204km2. It hosts two undeveloped discoveries (Chota and Ebipre) and prospects, including Chota East and Ebipre in the south of the block and Pulolulu in the north.

The Chota discovery is under unitization discussions with the Bolia discovery in OML 135, adjacent to the west of OML 131. The Bolia-Chota area has an executed Pre-Unit Agreement (“PUA”) with a provisional participating share of 40% allotted to Oando.

The Bolia-Chota unit area has a combined 2C contingent resources volume of 241 mmbbls of oil and 1 tcf of gas.

The Bolia-Chota unit partners have evaluated a stand-alone development of the unit area with a leased FPSO development for oil resources and third-party evacuation for gas. In 2025, the partners turned their attention to a tie-back evacuation concept for both oil and gas. The technical and feasibility reviews are ongoing.

On the non-unit side of the lease, Oando has been progressing studies to evaluate the block further with specific focus on proving more resources within the lease to improve the viability of the block. There are several identified leads and prospects including the Chota East, Chota North and Ebipre prospects with sizeable unrisks resources that can be developed as a standalone or developed as a tie-back into the Bolia-Chota unit or the Preowei Discovery in OML 130 south of the license area, which has proven reserves of 300 mmbbls and believed to straddle into OML 131.

Oando continues to advance a stand-alone or tie-back development strategy with the partners, aimed at enhancing the block’s prospectivity and evaluating potential co-development opportunities across the additional leads and prospects within the broader Chota East and Ebipre structure.

Both the unit and non-unit development concepts are being developed simultaneously as part of a larger strategy to evacuate the hydrocarbons in OML 131.

The process for renewal (and subsequent conversion) of the lease under the provisions of the PIA commenced in Q1 2024. Oando gave consent to the NNPC Limited, as concessionaire, to apply to the NUPRC for the renewal of the lease and in parallel, started the PSC renewal process with NNPC.

Business Review

Oando Energy Resources - Asset Profiles continued

BLOCKS 5 AND 12, SÃO TOMÉ & PRÍNCIPE

Oando, through its subsidiary, OER which holds 81.5% interest in Equator Exploration Limited (“Equator” or “EEL”), holds interests in Blocks 5 and 12 located in the Exclusive Economic Zone (“EEZ”) of São Tomé and Príncipe. EEZ Block 5, (operated by Kosmos) and EEZ Block 12 (operated by Galp) are in water depths ranging from 2,000m to 3,000m within the EEZ of the Democratic Republic of São Tomé and Príncipe (“STP”). EEL maintains W.I. of 26.2% and 41.2% in the blocks respectively.

EEL was awarded two (2) licenses in February 2010 based on 2D seismic data acquired in 2001 and 2003. At the time EEL partnered with Petroleum Geo-Services (“PGS”) to acquire 2D seismic data over the EEZ.

Block 5

The Block 5 contract area has an area of 2,134km2 while the Block 12 contract area has an area of 5,272km2.

The legacy 2D seismic data over Block 5 was reprocessed in 2014 and interpreted to identify several prospects and leads. In 2015, EEL acquired, processed and interpreted 1,400km2 of 3D seismic data in the north of the block.

Additional 3D seismic data was acquired in 2017 after farmouts to Kosmos Energy São Tomé and Príncipe (“Kosmos”) and Galp Energia STP Unipessoal Limited (“Galp”). The seismic acquisition was part of a campaign which covered 16,800km2 over four blocks (Blocks 5,6,11 and 12). The seismic vendor Compagnie Générale de Géophysique (now Viridien) acquired 2,567km2 and 4,117 km2 in Blocks 5 and 12 respectively.

In 2018, PGS processed 3D seismic data products acquired in 2017. Interpretation of the 3D seismic was integrated into the Regional Basin model to reassess the resource volumes and derisk the most attractive targets. The prospect and lead inventory for both blocks was compiled, with a focus on identifying drillable prospects within Block 5.

In 2019, Kosmos and EEL relinquished the requisite 25% of the area of Block 5 and entered Phase II of the PSC Exploration Period. Galp elected to withdraw and, accordingly, EEL and Kosmos increased their participating interests to 26.2% and 58.8% respectively.

Throughout 2020, operational activities on Block 5 focused on improving geological understanding with a more detailed systematic mapping and evaluation of Block 5 prospects. However, operational activities were impacted during the pandemic. On July 1, 2020, the regulatory body, Agência Nacional de Petróleo de São Tomé e Príncipe (ANP-STP) approved amendments to the minimum work program. The Fifth PSC Amendment on Block 5 was executed on August 13, 2020.

During 2021, work continued on integrating the prospects within Block 5 with the Rio Muni regional depositional system and provenance and making ties to the inboard wells. This integration enhanced the understanding of play elements (reservoir, source and migration) and the geological risk of each prospect. Due to further disruption caused by the

pandemic and a delay to the drilling of the Jaca 1 well in neighboring Block 6, a further six-month extension was granted by the Regulator in the Sixth Amendment to the PSC.

Although an uncommercial discovery, Jaca-1 derisked our prospects in Block 5 by demonstrating the presence of an active petroleum source and good quality Cretaceous reservoir sands. In 2026, the Falcão-1 exploration well drilled in Block 10 further derisked our prospects by again showing petroleum source and good quality reservoir sands.

Block 5 received further approval to extend Exploration Phase II through to May 2026.

Block 12

Block 12 operational activities in 2019 focused on high grading the prospects and leads within the block and defining drillable prospects as per the deliverables under the end of Phase I requirements.

Kosmos gave a notice of exit from the block effective January 31, 2020. Galp was designated operator and Kosmos interest was distributed on a pro rata to Equator and Galp i.e. taking their participating interests up 46.3% and 41.2% respectively with the ANP-STP retaining its 12.5% participating interest. The JV entered Phase II of the Exploration Period in February 2020.

Due to the COVID-19 outbreak and the macroeconomic downturn, the Jaca 1 well in Block 6 (Operated by Galp) was delayed. As a result, Block 12 JV STP requested a twelve-month extension of Phase II of the Exploration Period. The extension provided time to integrate the results of Jaca-1 into the evaluation of Block 12 prior to the decision to enter the next phase of the Exploration Period.

In addition to the extension, the ANP-STP also approved the removal of the Exploration Well commitment for Phase II and the reduction of the minimum financial commitment to US\$2.5m. The amendment to the PSC was executed in December 2020.

Operational activities were limited significantly in 2020 by the COVID-19 pandemic but picked up in 2021 with more geological studies. Galp, as operator, updated the petroleum system model with additional geological data. They also performed geophysical studies, which included seismic preconditioning and quantitative interpretation (Amplitude Versus Offset - AVO studies) that could de-risk the hydrocarbons presence in the mapped reservoirs and/or find new targets. These studies were fundamental, informing the decision to enter the next exploration phase by end of December 2021.

Subsequently, Galp, the operator of the Jaca 1 well in Block 6, updated the subsurface understanding across the blocks in which it holds a participating interest, including Block 12.

The JV partners received approval to extend Exploration Phase II to August 2025.

Oando Energy Resources - Asset Profiles continued

Social Projects and Training

As part of its social projects’ obligation to infrastructure improvements in São Tomé and Príncipe, Oando donated nineteen (19) 30-seater buses for student transportation, three (3) state-of-the-art ambulances to augment medical facilities, and contributed its share to multi-location construction projects. These include the addition of new classrooms to existing schools in Neves and São Marçal, as well as the construction of new secondary schools in Monte Café and Santana. The school in Monte Café was inaugurated in July 2020, while the schools in Neves and Santana were formally inaugurated in October 2020. All three schools are now being utilized by the Ministry of Education, completing the Phase I Corporate Social Responsibility (CSR) obligation for Block 5.

Furthermore, funds were allocated to social project training, as part of the contingency plan for the COVID-19 pandemic in São Tomé. This included support for scholarships covering tuition fees at Universidade Lusíada de São Tomé e Príncipe / Fundação Atena, as well as training programs for São Toméans In 2023, Block 5 partners approved additional funds under the Social Projects to implement the Library B Program to deliver the much-needed books and computing equipment for the school libraries and make final payments on the construction guarantees on the schools in Monte Café, Neves, and Santana.

The library project commenced in 2024, with contracts awarded for essential supplies expected to be delivered in 2025.

The Block 12 JV partners funded and project-managed the outstanding activities required to complete the construction of new schools. The schools were commissioned and opened in 2025.

Block 12 was extended to August 2026, with partners considering alternative technologies to de-risk the resources.

OML 90

Oando holds 40% WI in OML 90 through OER. OML 90 is jointly owned by Sogenal, the field operator (60%). The license includes one undeveloped field (Akepo) and two prospects (A and B, collectively referred to as Akepo North). The license covers an area of 26 km2 (6,425 acres). Akepo is located in shallow waters (<20m) of the western Niger Delta.

OML 122

Oando holds its interest in OML 122 through OER’s 81.7% interest in Equator.

OML 122 is located in the offshore Niger Delta, approximately 40 km from the southern Nigerian coastline, in water depths ranging from 40 m to 300 m. Under the licence, Equator holds a 12.5% WI in gas and a 5.0% WI in oil, while Peak Petroleum Industries Nigeria Limited (“Peak”), the operator and an indigenous company, holds the remaining 87.5% gas WI and 95.0% oil WI.

The licence covers an area of 1,599 km² (395,122 acres) and contains three discoveries, Bilabri, Orobiri, and Owanare. To date, no production has been recorded from OML 122.

In September 2007, Equator entered the Bilabri Settlement Agreement (“BSA”) with Peak allowing Peak to take responsibility for operations and to fund the remainder of the Bilabri oil development. Peak also assumed the existing and future project liabilities and an obligation to make an upfront payment to Equator. In return, Equator’s interest in Bilabri and Owanare was reduced to a carried interest of 5% in the oil project and a paying interest of 12.5% in any gas development.

Peak did not meet its obligations under the BSA. Equator therefore served a notice of arbitration on Peak in the London Court of International Arbitration (“LCIA”). Peak responded by obtaining an order from the Federal High Court in Lagos restraining the continuation of the Arbitration Proceedings being held at LCIA. Equator, nevertheless, continued with the proceedings, and on the 27 May 2008, the tribunal awarded the total sum of US\$123 million plus interest to Equator.

Following continuous legal actions, in February 2012, a liquidator was appointed to take custody and control of the assets of Peak. Peak responded with a series of appeals and applications, many of which were struck out by the courts.

In 2014, Equator agreed to work with the Peak shareholders in developing an opportunity to again settle. In September 2014, Equator and the Peak shareholders signed an agreement that outlined the terms of the new settlement. The Settlement agreement required Peak to acknowledge and pay Equator the sum of US\$52.24m to settle agreed debts owed solely to Equator. Peak was also required to honour Equator’s other rights under the BSA, namely a carried interest of 5% in the oil project and a paying interest of 12.5% in any gas development.

Peak and Equator signed the settlement agreement in May 2015, and all court actions were suspended. The agreement granted Peak a period of 6 months to source the funding required to pay its outstanding project debts and to finance the development of the field. The agreement provided a further 3-month period for Peak to make payment into an escrow account of the outstanding renegotiated debt to Equator.

Peak failed to secure funding. In 2017, Equator returned to the Appeal Court seeking for the remaining appeals to be struck out so that the liquidation can continue. The Appeal Court has remained adjourned while Equator has monitored various initiatives for refinancing the project.

Oando Energy Resources - Asset Profiles continued

Oil Prospecting License (OPL) 321 and OPL 323

Overview

Oando holds its interest in assets in OPL 321 and OPL 323 through OER’s 81.7% interest in Equator Exploration Limited (“Equator”).

OPL 321 and OPL 323 are located, offshore from the western Niger Delta, at a water depth of 950m to 2,000m. The licenses cover a combined area of 2,147 km2 (530,535 acres). In 2006, they were awarded to the Korean National Oil Corporation (KNOC”), 60% operator, Equator 30% and, in the case of OPL 321, Tulip Resources 10% and, in the case of OPL 323, NJ Exploration 10%. The licenses include four sizeable prospects in OPL 323 and three in OPL 321. The joint venture evaluated the blocks, contracted a rig and prepared to drill the first exploration well in OPL 323. However, the licenses became the subject of a dispute between KNOC and the Nigerian government.

On 3 March 2017, the Supreme Court reached a judgment on the litigation initiated by KNOC in March 2009 to challenge the government’s decision to void the awards of the blocks made in 2006. The judgement affirmed the decision of the Court of Appeal, ruling that the action taken by the President in 2009 to void the award of the blocks was within his executive powers. The remedy for KNOC was therefore a suit for breach of contract and damages and not a writ of certiorari. The Supreme Court did not rule on the merits of KNOC’s case. KNOC could have chosen to return to the High Court with a contractual lawsuit, but they decided to withdraw from the blocks and are seeking a refund of their partial payment of the signature bonuses of US\$ 92.3 million and their costs in an arbitration tribunal in Paris.

The Department of Petroleum Resources (DPR) (now NUPRC) re-offered the blocks to the Oil and Natural Gas Corporation (ONGC) Consortium. Equator sought agreement with the other remaining claimants to present the government with a joint solution. However, Owel, a bidding partner of Equator, NJ Exploration Limited and Tulip Energy Limited (“Tulip”) continued with individual claims. Faced with this, Equator concentrated on its claim to at least 30% of the blocks.

In 2019, the Federal Ministry of Petroleum Resources issued a directive to the DPR on the award of OPLs 321 and 323 to Equator Exploration Limited, Owel Petroleum Services Limited and Tulip for OPL 321 and NJ Exploration Limited for OPL 323. The consortium confirmed its continued interest in the Blocks and agreed to find a financial and technical partner with the requisite deep-water capability and experience to be operator.

While the NUPRC issued a communication that the award of the blocks had elapsed, the Company maintains Equator’s entitlement to at least a 30% participating interest in the two blocks and a dispute in court is currently pending in this regard to re-affirm the Parties’ participating interests per the award. Parties are currently engaged in discussions to resolve the dispute with a view to concluding the terms of the award of the blocks.

OPL 236

Oando’s subsidiary, OEPL was awarded this block in May 2007, and the PSC was signed with NNPC in February 2008. This conferred OEPL with a 95% WI and operatorship of the block. R.F.O Ventures Limited is the local content vehicle (LCV) with a 5% participatory interest.

The block is located onshore of Akwa Ibom State with a total acreage of 1,650 km2. A Global Memorandum of Understanding (GMoU) was signed with the Ukana community in August 2008. The GMoU is centered around promoting peace and security in the region by engaging the local communities.

OPL 236 is currently in the exploration stage. In 2010, 2D seismic data for OPL 236 was purchased and digitized.

OPL 278

In January 2006, OEPL acquired 60% working interest in OPL 278. OPL 278 is operated by OEPL under a joint operating agreement (“JOA”) made between OEPL, CAMAC, Allied Energy and First Axis Oil and Gas Limited. OPL 278 is located offshore of Rivers State in a transition zone (swamp to shallow marine) on an area of 91.9 km2. Three prospects have been identified in OPL 278, which are key, Prospect A and Prospect B.

3.12 OPL 282

On August 8, 2006, Oando Plc entered the OPL 282 PSC through a 40% equity ownership in Alliance Oil Producing Nigeria Limited (“AOPN”) which is the LCV partner in the OPL 282 PSC between NNPC and Nigerian Agip Oil Company Limited (“NAOC”) and AOPN. The PSC Contractor group is/was made up of NAOC with a 90% interest and designated Operator and AOPN at 10%.

Following the acquisition of NAOC in September 2024, Oando acquired NAOC’s 90% interest effectively holding 94% of the Contractor interest and is the designated Operator of the PSC. OPL 282 is in a transition zone (onshore to shallow marine) in Bayelsa State, on an area of 695 km2, 15km from the OERNL JV Clough Creek flow station.

An exploration drilling campaign in the block was kicked off with the Tinpa 1 well, which spudded in Q4, 2011. Tinpa 1 was successfully drilled to a Total Depth (TD)D of 3700 Measured Depth (MD)D, and it encountered oil and associated gas in three sands, which were successfully tested and completed. Tinpa 2 was drilled in Q2, 2013 but did not encounter hydrocarbon bearing sands. The well was subsequently plugged and abandoned.

Oando Energy Resources - Asset Profiles continued

KON-13, ANGOLA

Oando was awarded operatorship and a 45% participating interest in KON-13, onshore Kwanza Basin, in late 2024 after a limited public offering. The other participants are Effimax 30%, Sonangol 15% and Walcott 10%. The PSC was negotiated with the Angolan National Agency for Petroleum, Gas, and Biofuels (ANPG) in June 2025. It was considered by the Council of Ministers on 28 October 2025 followed by the publication of a Presidential Decree on 8 January, 2026. The PSC is expected to be executed in February 2026.

- The Initial Exploration Phase, spanning five Contract Years, comprises: 1st Stage of three years: Carry out Geological and Geophysical (G&G) studies and acquire 137-line Km of 2D seismic.
- Discretionary 2nd Stage of two years: Drill one(1) exploration well.

The participants are also entitled to a Subsequent Exploration Phase, as agreed with the ANPG.

The production period following any commercial discovery is twenty-five (25) years. The production period can extend.

After signature of the PSC, geological studies will commence with the acquisition of legacy data. It is planned that the 2D seismic survey will be acquired in 2027.



KON-13 marks an important step in Oando's regional growth strategy, expanding our exploration portfolio and creating new opportunities for long-term value creation in Africa.

Excellence that Endures

Created by master artists of ancient Ife, the Ife Head stands among Africa's greatest artistic achievements. Its remarkable craftsmanship reflects a civilisation defined by ingenuity, precision, and excellence. We believe excellence is not simply what we achieve, but the standard to which we hold ourselves every day.

This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria's story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria's diverse cultures and traditions.

Business Review

Oando Trading



In an increasingly volatile trading environment, commercial agility, disciplined risk management, and strategic execution enabled Oando Trading to strengthen its market position and deliver resilient performance.

US\$1.7 billion

Turnover

US\$11 million

Net Profit

19%

Increase in Crude Oil Trading Volumes

Overview

Oando Trading FZCO, a wholly-owned subsidiary of Oando PLC, is a key player in the oil and gas trading sector across sub-Saharan Africa. As a critical part of one of Africa's largest integrated energy providers, OTD is involved in the supply and trading of crude oil and refined petroleum products, including Premium Motor Spirit (PMS), Automotive Gas Oil (AGO), Aviation Turbine Kerosene (ATK), Naphtha, Low Pour Fuel Oil (LPFO), and Liquefied Petroleum Gas (LPG). Leveraging its substantial capital base, international partnerships, and local expertise, OTD remains committed to enhancing market performance and positioning itself as a leader in the region's energy sector.

2025 Operating and Financial Highlights

The global oil and gas trading environment in 2025 was less about riding a long-term trend and more about navigating short-term volatility. Success was largely dependent on managing risks, adapting to shifting sanctions regimes and capitalizing on logistical bottlenecks in a world where physical oil was abundant, but infrastructure was strained. The oil market's fundamentals were overwhelmingly bearish, driven by a supply-demand imbalance that kept oil prices under pressure throughout 2025.

Global supply surged, led by record breaking output from the United States, supported by significant contributions from Guyana, Canada and Brazil. The supply surge met with slow demand growth. As a result, crude oil prices trended downwards. Brent crude averaged \$69/bbl. for the year, ending the year over 20% lower compared to January 2025.

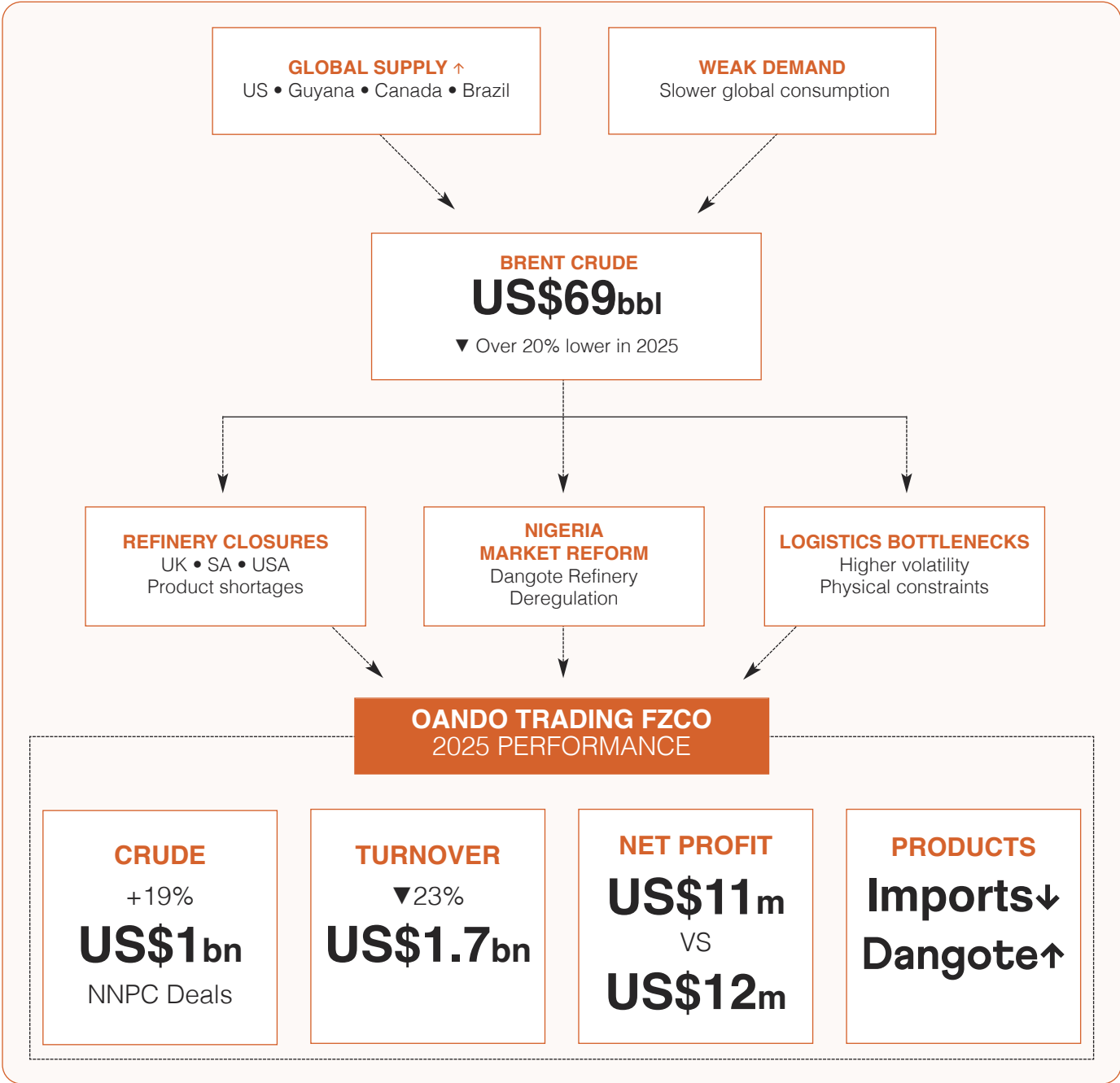
A wave of refinery closures, particularly in the UK, South Africa and the US West Coast, made products markets more volatile. Regional shortages of refined products became a concern despite the cheap crude, exposing oil traders to sudden spikes in refining margins.

As regards Nigeria's oil and gas sector, it underwent a significant transformation, moving from a period of stagnation to one of active recovery, driven by aggressive regulatory reforms and a new wave of indigenous participation. The downstream landscape was radically reshaped by the ongoing impact of the Dangote Refinery and full deregulation.

Business Review

Oando Trading continued

2025 Market Environment



Key Performance Metrics:

- Crude Oil Trading: Traded volumes increased by 19% compared to the previous year. This was the result of the company's successful participation in several NNPC' sponsored crude oil prepayment structures, amounting to a total of approximately US\$1 billion.
- Refined Petroleum Products: Dangote Refinery commencing operations in 2024 led to a market shift in the Nigerian market supply framework, reducing reliance on imports. Refined products' trading volumes fell considerably as a result.
- Turnover: Fell by 23% to US\$1.7 billion owing to the lower overall trading activity coupled with a c. 20% fall in oil prices during the year.
- Net Profit: OTD recorded a net profit of US\$11 million, down from US\$12 million in 2024.

Business Review

Oando Tradingcontinued

Strategic Initiatives and Key Developments

In 2025, OTD executed several strategic initiatives aimed at sustaining growth, enhancing resilience, and capturing value across the supply chain:

1. **Crude Pre-Financing Structures**
To optimize trading activities amid market volatility, OTD leveraged its regional expertise and finance relationships to participate in crude oil backed pre-payment structures. These structures enabled OTD to secure crude oil volumes over the medium term and capture additional value from the market.
2. **Strengthening Partnerships with Oil Majors and Local Companies**
Centered on deepening relationships with both international oil majors and local entities in Nigeria, OTD worked to increase traded volumes and deliver value across the supply chain. This effort is expected to bring long-term benefits, supporting OTD's sustainable growth goals.
3. **Joint Ventures and Strategic Partnerships in West Africa**
OTD expanded its joint venture partnerships with both private and state-owned entities across West Africa. Leveraging its deep market expertise, these partnerships targeted feedstock supply and infrastructure investments, supporting OTD's integrated approach and unlocking value through greater supply chain involvement.
4. **Regional Expansion and Diversification in the CARICOM**
OTD commenced its regional diversification efforts in the Caribbean Community (CARICOM) targeting partnerships with NOCs and regional governments to diversify its crude sourcing and create value from infrastructure investments.
5. **Finance Initiatives to Support Continued Growth**
OTD executed finance initiatives to increase equity and secure additional credit lines for working capital, ranging from trade-finance arrangements, structured financing arrangements and included the streaming of new trading entity to increase trading capacity.

2026 Outlook

OTD is optimistic about 2026, as the company continues to position itself to meet rising demand across its markets. Several strategic initiatives, launched in 2025, will enter advanced stages, including enhanced regional partnerships, increased import capabilities, and deeper market penetration.

Key focus areas for 2026 include:

- Increasing the scope of OTD's trading portfolio to meet evolving market needs and capitalize on growth opportunities across Africa, including advancing expansion initiatives in Ghana, South Africa, Angola, and Guinea.
- Expanding partnerships and market reach in Nigeria to capture additional value as we pursue opportunities and initiatives spanning marginal field operators, domestic refinery investments, new business venture in LNG and further expanding our metals portfolio.
- Maintaining resilience by pursuing our geographic expansion drive with initiatives in the CARICOM covering Guyana, Suriname, Trinidad & Tobago and Curacao for crude and minerals resources.
- Strengthening regional partnerships, supply chain and infrastructure investment to better navigate market uncertainties and adapt to external challenges.
- Develop the financial and operational capacity to participate in oil-backed prepayment facilities and trade finance facilities across the continent.

With a strategic focus on innovation, efficiency, and sustainability, OTD is well positioned to achieve continued growth and reinforce its role as a leading energy solutions provider in the African market.

Conclusion

Oando Trading FZCO's performance in 2025 demonstrates its commitment to resilient growth, strategic partnerships, and sustainable operations. Through its ongoing initiatives and market-driven approach, OTD is poised to enhance its contribution to Oando PLC and the African energy landscape in 2026 and beyond.



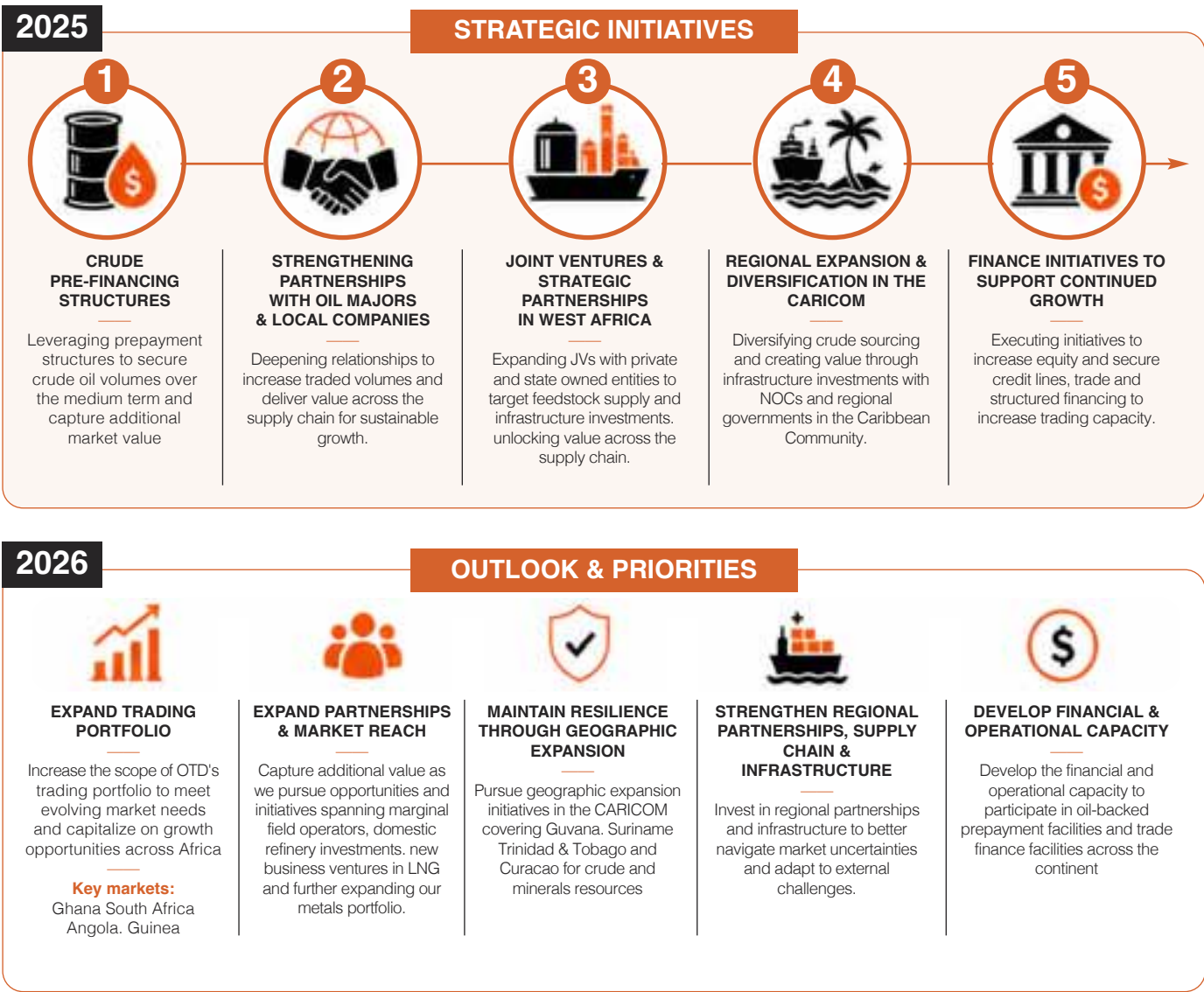
Built on resilience, strategic partnerships and disciplined execution, Oando Trading is well positioned to drive sustainable growth and create long-term value across Africa's evolving energy markets.

Business Review

Oando Tradingcontinued

Strategic Growth Roadmap

Building value today. Expanding opportunities for tomorrow.



As regional energy markets evolved, Oando Trading remained focused on delivering sustainable value through operational excellence, market insight and disciplined risk management.

Business Review

Oando Clean Energy



OCEL is accelerating Nigeria's transition to sustainable mobility by building an integrated electric transport ecosystem that delivers cleaner cities, greater energy security and long-term value creation.

243,903

Commuters Transported

135,718_{km}

Distance Covered

4,350

Electric Bus Trips

6,843.8_{Hours}

Fleet Operating Hours

Global Green Energy Space

The global green energy sector continues to expand at a rapid pace, driven by increasing investments, technological innovation, and robust policy support for sustainability. Governments worldwide are strengthening their commitment to clean energy as they pursue ambitious carbon reduction targets under international climate agreements, responding to growing environmental and regulatory pressures. Building on this global momentum, Nigeria’s green energy sector recorded notable progress in 2025, supported by stronger policy alignment, increased private sector participation, and landmark project milestones. Oando Clean Energy continues to play a key role in advancing this progress, leading the development and implementation of projects focused on reducing greenhouse gas emissions, particularly within the transport sector. These initiatives encompass solar and wind energy solutions, municipal solid waste management, PET material recycling, geothermal energy development, emission reduction strategies for transport operations, as well as investments in carbon credit management and monetization frameworks. Through these efforts, OCEL reinforces its dedication to sustainable development and climate action, contributing to Nigeria’s broader energy transition and environmental objectives.

Sustainable Transport

Overview

The Electric Mass Transit Project (LightSpeed MT) and Electric Taxi Hailing (LightSpeed TX) projects are OCEL’s flagship initiatives aimed at transforming Nigeria’s transportation sector through electric vehicles (EVs). These projects focus on deploying electric mass transit buses and taxis as part of a broader strategy to decarbonize urban mobility, enhance operational efficiency, and drive sustainable transportation solutions. Following the successful completion of a proof of concept (PoC), OCEL has operated two EV buses throughout the year, gathering valuable operational insights and demonstrating the feasibility of electric mass transit.

Additionally the company has secured a 10-year operator license and an EV assembly license further highlighting its

Business Review

Oando Clean Energy continued

commitment to the sustainable transport. Building on this success, OCEL plans to launch a 50-bus pilot program to further demonstrate the economic, operational, and environmental benefits of electric public transport. The company is on track to execute this program following the restructuring of financing received from Bank of Industry and additional equity support from its parent company. Collectively, these developments have enabled OCEL to place orders for an initial 11 electric mass transit buses to expand its ongoing operations and scale its electric mobility initiatives.

On the taxi-hailing front, the company secured a partnership agreement with technology partners to deploy 500 electric vehicles alongside supporting charging infrastructure under the LightSpeed TX initiative, which will introduce EV taxis and expand clean transportation options for urban commuters. The company has also secured provisional approval from the Lagos State Ministry of Transportation to operate an e-hailing business in Lagos. By integrating electric taxis into Nigeria’s mobility ecosystem, OCEL aims to accelerate the transition to a low-carbon transport network, reducing emissions and the overall carbon footprint of the transport sector.

Operational Activities

Key operational activities for the sustainable transport projects are advancing swiftly, achieving key operational milestones along the way. The EV bus operations have delivered commendable results, covering a total distance of 135,718.00 km in 2025. Over 6,843.80 operating hours and across 4,350 trips, the fleet has successfully re-generated 61,725 kWh of energy, enhancing overall efficiency. Ridership reached 243,903 commuters demonstrating strong demand for sustainable transportation. Environmentally, the project has averted 183,219.30 kg of carbon emissions, significantly reducing the region’s carbon footprint. Additionally, the transition to electric buses has saved approximately 67,859 liters of diesel, reinforcing the project’s sustainability and proving the viability of large-scale electric mobility in public transport.

Waste-to-Value Overview

OCEL continued to mature the projects in its Waste-to-Value vertical, specifically the PET (polyethylene terephthalate) bottle recycling projects. OCEL has incorporated a subsidiary Oando Recycling Limited to build a 2,750 tons per month PET recycling plant. OCEL has secured and procured a 7.5 hectare land in Onipepeye, Ogun State for the project and has commenced ESIA activities on the secured land. As at the end of 2025, the company had secured Expression of Interest (EOIs) for 7,100 tons per month of recycled PET materials offtake. Additionally, the waste-to-value business commenced a new interest in biodegradable pet materials solution which the company intends to engage the state government and other key stakeholders to implement and help meet Lagos State’s plans to curb the use of single use plastics. These projects and initiatives would play crucial steps toward reducing environmental pollution in Lagos State and surrounding States while generating valuable products from waste and contributing significantly to waste management solutions in Nigeria.

Geothermal Overview

The Geothermal project aims at deploying geothermal plants by repurposing end-of-life oil wells within the Oando Energy Resources Nigeria Limited Joint Venture (OERNL JV), leveraging existing oil and gas infrastructure to tap into this source of renewable energy. This project provides a sustainable solution for energy generation while reducing environmental impact. OCEL secured alignment with NNPC E&P Limited (NEPL), a critical step in executing the co development MoU with NNPC-RTI. Additionally, a techno-economic study was conducted to assess the business case validity of the project, laying the groundwork for the Proof of Concept (PoC) execution.

Wind Overview

OCEL continued to advance its wind energy vertical, maintaining a strong focus on the deployment of onshore wind turbines to harness clean, renewable wind resources and support large-scale power generation as part of Nigeria’s transition to a low-carbon energy mix. Following the completion of Phase 1A desktop studies in 2023, OCEL developed and published Nigeria’s National Wind Resource Capacity Report, which outlines the national wind energy landscape, highlights prospective wind resources, and aims to build awareness and momentum for wind energy development across the country. In addition to the MoUs signed with the State Governments of Cross River (100MW) and Edo (175MW) for the deployment of Wind Farm in these states, the Lagos State Government on the development of a cumulative 60 MWe of wind energy projects along the Lagos State coastal corridor.

Solar Overview

Nigeria’s energy sector has continued its strategic transition towards renewable sources, with a pronounced emphasis on solar energy. OCEL has made significant progress in advancing its 1.2 GW dual production line Solar Assembly Plant project. The company has engaged in advanced discussions with leading solar original equipment manufacturers (OEMs), with MoUs signed with Ecoprogetti, LONGi, JA Solar and Hunan Red Solar to establish technical and commercial partnerships for this initiative. Additionally the company executed an MoU with the Rural Electrification Agency (REA) in March 2025 designating OCEL as a Renewable Energy Service Company (RESCO) that will provide locally assembled solar panels in support of REA projects.



By localising solar manufacturing, we are building the foundation for greater energy security, accelerating Africa's renewable energy transition and creating sustainable long-term value.

Business Review

Oando Clean Energy continued

Through these comprehensive efforts, OCEL aims to enhance energy resilience and sustainability across Africa. By localizing the manufacturing of solar panels, the project seeks to reduce costs, improve supply chain efficiency, and promote energy independence. The plant is poised to play a pivotal role in the regional solar energy ecosystem, supplying high-quality, locally assembled solar panels to support a diverse array of solar initiatives, from residential installations to large-scale solar farms. This endeavour is designed to accelerate renewable energy adoption, generate employment opportunities, and contribute to Nigeria's energy transition, addressing power access challenges in underserved areas.

Strategic Outlook

OCEL remains committed to driving innovation, sustainable growth, financial liquidity, and operational stability to strengthen its position in the green energy sector. In the year ahead, the company will advance its growth initiatives by expanding its sustainable transport portfolio, including the launch of the pilot phase of its electric mass transit project. Strategically, OCEL will prioritize three core business verticals: sustainable mass transit, sustainable taxi-hailing, and PET material recycling. This streamlined focus is designed to optimize resource allocation and accelerate project execution across these priority areas. The company will actively pursue partnerships with state governments to integrate its projects across multiple verticals, supporting subnational net-zero ambitions and strengthening critical infrastructure. Key projects expected to mature and commence in 2026 include the rollout of 11 additional electric mass transit buses in Lagos State, bringing the total fleet to 13. OCEL also plans to deploy 250 electric vehicles for taxi-hailing services and commence construction of its PET recycling facility in 2026. In addition, several initiatives are expected to reach Final Investment Decision (FID) within the year.

To ensure liquidity, OCEL will prioritize the swift execution of projects to secure steady cash inflows, establish medium to long-term off-take agreements, and explore alternative funding mechanisms for pre-operational costs. The company will also leverage technology to drive cost efficiencies while maintaining a lean and agile workforce. Operational stability will be reinforced through securing external funding for working capital and project execution, as well as successfully transitioning projects from conceptual and feasibility stages to full-scale implementation. Through these initiatives, OCEL continues to play a pivotal role in advancing Africa's transition to a sustainable energy future.

Conclusion

OCEL's strategic outlook remains focused on innovation, sustainable growth, financial resilience, and operational stability, reinforcing its leadership in the green energy sector. By harnessing technology, strengthening strategic partnerships, and exploring new market opportunities, the company is well-positioned to deliver impactful and scalable solutions. These efforts will drive strong financial performance, enhance market competitiveness, and ensure long-term success in an increasingly dynamic and evolving energy landscape.



OCEL is transforming ambition into action, building scalable clean energy businesses that will accelerate Africa's energy transition while creating sustainable long-term value.

13

Electric Bus Fleet

250

Electric Taxis Planned

2026

PET Recycling Plant Construction

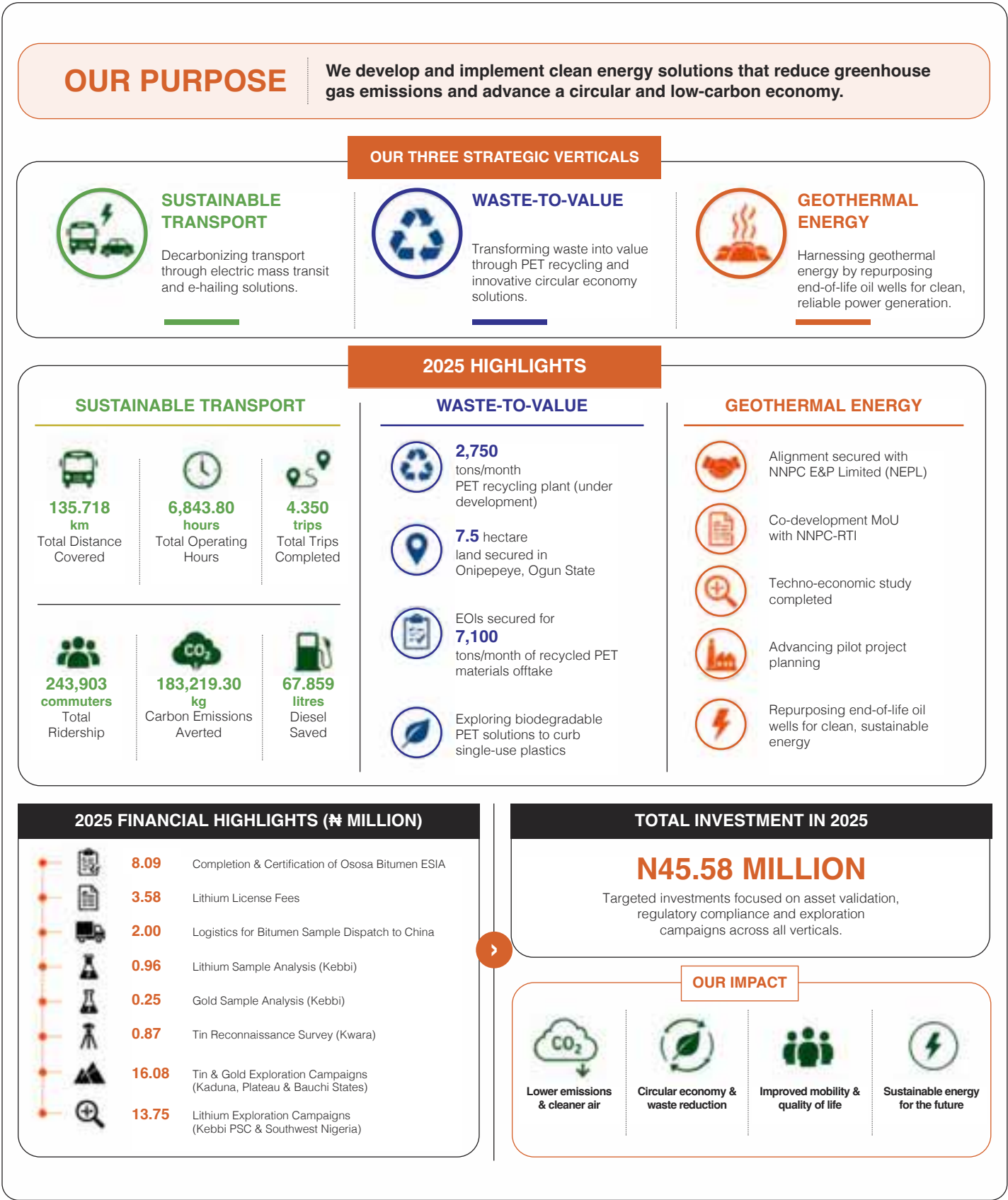
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Strategic Business Verticals

Business Review

Oando Clean Energy continued

Driving Nigeria's Energy Transition. Building a Sustainable Future



Business Review

Oando Mining and Infrastructure Development



Through disciplined portfolio prioritisation, strategic partnerships and targeted exploration, Oando Mining is building a diversified resource platform for sustainable long-term value creation.

1 PSC

Kebbi Lithium Development Agreement

4

Priority Minerals

3

International Technical Partners

2

Lithium Development Partners Shortlisted

Overview

In 2025, Oando Mining and Infrastructure Development (“Oando Mining”) shifted from broad-based exploration to disciplined asset prioritization and early-stage development planning. The year was defined by structured technical evaluations, execution of state-level partnerships, expanded in-house geological capacity, and targeted capital deployment across lithium, tin, gold, and bitumen assets.

Building on the exploration momentum of prior years, the Company adopted a dual-track strategy focused on (i) identifying assets capable of near-term cash generation through small-scale or light mechanized operations, and (ii) advancing large-scale opportunities such as bitumen through structured technical and capital partnerships.

Key Acquisitions and Licenses

In 2025, Oando Mining strengthened its portfolio through strategic state-backed collaborations rather than new license accumulation.

A Production Sharing Contract (PSC) was in Kebbi state covering lithium prospects, enabling joint development of high-potential solid mineral assets. Geological reconnaissance and early sampling across the PSC licenses confirmed encouraging lithium mineralization.

Additionally, the Company commenced evaluation of a historically productive tin license area in Kwara State, aligned with its early cashflow strategy.

Operational Activities

Bitumen

The Company advanced technical and commercial engagement with international partners following the dispatch of bitumen samples for laboratory testing. Engagements included:

- Oriental Yuhong (China), for technical testing and product compatibility assessments.
- Beijing Geo-Environmental Group, for engineering and environmental collaboration discussions.
- Crucible Engineering, providing advisory support on bitumen engineering, feasibility structuring, and investor engagement.

Business Review

Oando Mining and Infrastructure Development continued

Discussions were also initiated with State Governments to structure a state-backed development framework for Nigeria’s first commercial-scale bitumen mine.

Lithium Exploration & Evaluation

Lithium activities intensified in 2025 under both Oando-owned licenses in Southwest Nigeria and the Kebbi PSC licenses.

Field reconnaissance, geological mapping, and sample analysis were conducted across Kebbi State, with positive assay results confirming lithium mineralization.

In Q4, expanded geological surveys were executed across Southwest licenses (Oyo and Ekiti axis), with the objective of ranking prospects and identifying a high-priority site suitable for pilot-scale production.

Technical partner selection progressed during the year, with two firms shortlisted for commercial evaluation toward small-scale lithium development.

Tin & Gold Development

Tin emerged as a priority mineral in 2025 due to its alignment with near-term revenue potential and trading opportunities.

A reconnaissance campaign in the Southwest confirmed dual mineralization, both alluvial and primary (hard rock) tin and wolframite with encouraging recovery characteristics.

Field evaluations were also completed across Kaduna, Bauchi, and Plateau States, although activities in parts of Plateau experienced temporary suspension due to security concerns.

Gold exploration campaigns in Kebbi and Kaduna yielded strong assay results, including grades of up to 7g/t, supporting further economic evaluation and joint development discussions with state partners.

Financial Highlights

In 2025, Oando Mining maintained disciplined capital allocation, focusing expenditure on asset validation, regulatory compliance, and exploration campaigns aimed at ranking projects for development.

Expenditure highlights include:

- ₦8.09 million – Completion and certification of Ososa Bitumen ESIA
- ₦3.58 million – Lithium license fees
- ₦2.00 million – Logistics for bitumen sample dispatch to China
- ₦0.96 million – Lithium sample analysis (Kebbi)
- ₦0.25 million – Gold sample analysis (Kebbi)
- ₦0.87 million – Tin reconnaissance survey (Kwara)
- ₦16.08 million – Tin & gold exploration campaigns (Kaduna, Plateau & Bauchi States)
- ₦13.75 million – Lithium exploration campaigns (Kebbi PSC & Southwest Nigeria)

These investments reflect a targeted approach toward confirming resource potential and identifying assets capable of supporting early-stage production.

Strategic Outlook for 2026

The strategic focus for 2026 is execution and transition into early-stage mine development.

For Bitumen, the Company will prioritize payment of annual regulatory fees and conclude partnership negotiations with counterparts to advance the project into feasibility-stage development and structured capital raise.

Within solid minerals, 2025 served as a year of detailed evaluation and asset identification. In 2026, high-potential tin, lithium, and gold assets will move into advanced evaluation and initial development planning under structured JV partnerships where Oando Mining operates the mine.

Tin will remain the priority mineral, given its near-term production potential and alignment with trading obligations. Identified tin assets will be transitioned into small-scale or light mechanized operations aimed at generating early revenue.

Lithium development under the Kebbi PSC and Southwest licenses will progress toward advance evaluation aimed at pilot production, supported by technical partner engagement.

Gold assets will undergo expanded evaluation and commercial structuring to determine development sequencing.

Business development will remain a core focus in 2026, as the Company advances strategic partnerships, strengthens its profile within Nigeria’s solid minerals sector, and positions itself as an emerging integrated mining operator.

Conclusion

2025 was a consolidation and prioritization year for Oando Mining, transitioning from broad exploration into focused asset ranking, partnership structuring, and license prioritization.

With high-grade gold confirmations, validated lithium mineralization, identified tin assets advancement towards near-term commercialization, and continued advancement of the bitumen project toward development, the Company enters 2026 with a clearer execution roadmap.

The emphasis for 2026 is disciplined implementation, prioritizing mineral assets into and advancing into light mechanized operations, while advancing Nigeria’s first commercial-scale bitumen mine through international technical and capital partnerships.



With a clearer portfolio of high-potential assets, Oando Mining is transitioning from exploration to disciplined development, creating a pathway to early production and long-term value creation.

Building value today. Creating sustainable resources for tomorrow.

OUR PORTFOLIO



BITUMEN

Advanced engagements with international partners and State Governments

ESIA completed and laboratory testing progressed

Moving towards feasibility and structured capital raise



LITHIUM

Kebbi State PSC secured

Positive lithium mineralization confirmed

Expanded surveys in Southwest (Oyo & Ekiti axis)

Technical partners shortlisted for pilot development



TIN

Kwara license evaluation commenced

Dual mineralisation (alluvial & hard rock tin, wolframite) confirmed

Activities in Kaduna, Bauchi & Plateau State (partially suspended in Plateau)

Priority for near-term revenue & trading



GOLD

Strong assay results in Kebbi & Kaduna (up to 7 g/t)

Further economic evaluation ongoing

Joint development discussions with State partners

2025 IN FOCUS

Shifted from broad exploration to disciplined asset prioritization. Strengthened State partnerships, expanded in-house capacity and deployed capital strategically across key assets.

2025 FINANCIAL HIGHLIGHTS



₦8.09m

Ososa Bitumen ESIA Completion & Certification



₦3.58m

Lithium License Fees



₦2.00m

Bitumen Sample Dispatch to China



₦0.96m

Lithium Sample Analysis (Kebbi)



₦0.25m

Gold Sample Analysis (Kebbi)



₦0.87m

Tin Reconnaissance Survey (Kwara)



₦16.08m

Tin & Gold Exploration (Kaduna, Plateau & Bauchi States)



₦13.75m

Lithium Exploration (Kebbi PSC & Southwest Nigeria)

TOTAL INVESTMENT IN 2025: ₦45.58 MILLION

Investments focused on asset validation, regulatory compliance, and exploration to de-risk and rank projects for development.

2026 OUTLOOK



PARTNERSHIPS

Conclude partnership negotiations for Bitumen and advance into feasibility-stage development and structured capital raise.



TIN PRIORITY

Transition identified tin assets into small-scale or light mechanised operations to generate early revenue.



LITHIUM ADVANCEMENT

Transition identified tin assets into small-scale or light mechanised operations to generate early revenue.



GOLD DEVELOPMENT

Expand evaluation and commercial structuring to determine development sequencing.



BUSINESS GROWTH

Strengthen partnerships, grow our profile and position as an emerging integrated mining operator.

Governance Report

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Governance Report at a Glance

Metric	2025	Source in this report
Board size	12 Directors (7 Non-Executive incl. Chairman; 5 Executive)	Report of the Directors
Independent Non-Executive Directors	5 of 7 Non-Executive Directors	Board of Directors
Gender diversity (Board)	3 female; 9 male (up from 2:11 in the prior year)	Board Strengthening & Gender Diversity
Board meetings held / average attendance	7 meetings; average attendance ~96%	Attendance table
Statutory Audit Committee meetings	10 meetings	Audit Committee
Board Committees	4 (Statutory Audit; Corporate Governance, People &	Board Committees Nominations; RESG; Board Audit, Strategic Planning & Finance)
Whistleblowing cases closed	97% of reports investigated and closed	Integrity and Whistleblowing Oversight
Related-party / major shareholders ≥5%	Ocean and Oil Development Partners Limited (21.97%); The remaining 31.92% shares are widely held. 28.96% shareholding in the company are being held as treasury shares. OODP is ultimately owned 66.67% by the Group Chief Executive and 33.33% by the Deputy Group Chief Executive of the Company.	Directors' interests in transactions Note 42 Equity Leaf Limited (17.15%)



Effective governance is not merely about compliance; it is about cultivating accountability, strengthening trust, and safeguarding long-term value for all stakeholders.

96%
Average Board Attendance

3:9
Female to Male Board Representation

Corporate Governance Report

At Oando, corporate governance remains the cornerstone of our resilience, credibility, and long-term value creation. We are committed to upholding the highest standards of governance in line with applicable regulatory requirements, global best practices, and evolving stakeholder expectations. Our governance framework is designed not only to ensure compliance, but to embed integrity, accountability, and responsible leadership for the enterprise across all our locations.

The Board of Directors provides strategic direction and effective oversight of Management, with a clear focus on long-term performance, risk management and organizational sustainability. The Board operates through well-defined structures and committees that enhance independent judgment, constructive challenge, and balanced decision-making. Regular evaluations are conducted to strengthen Board effectiveness and ensure alignment with leading governance standards.

In 2025, the Company continued to enhance its governance processes, including strengthened oversight of enterprise risk management, sustainability reporting, related party transactions, and regulatory compliance. We remain committed to continuously benchmarking our governance practices against international oil and gas industry standards and evolving corporate governance codes.

This Report outlines our governance philosophy, board structure, committee responsibilities, risk governance architecture, and key governance developments during the reporting year. We firmly believe that sound corporate governance is not static; it is a dynamic framework that enables us to safeguard stakeholder interests, drive sustainable performance, and contribute meaningfully to Nigeria's economic and social development.

Corporate Governance Report continued

Governance Framework

This section describes the governance framework and organisational architecture through which the Board, its committees, the Company Secretary, and Management exercise oversight, accountability, and decision-making. Together, these arrangements support effective governance, prudent risk management, regulatory compliance, and long-term value creation.

The Board of Directors is responsible for setting the strategic direction of the Group and overseeing its affairs in a manner that promotes sustainable growth and protects stakeholder interests. In discharging these responsibilities, the Board establishes policies, provides oversight of Management, and ensures that the Company operates in accordance with applicable laws, regulations, and recognised governance standards.

Oando is committed to maintaining the highest standards of corporate governance, transparency, accountability, and ethical conduct. The Company recognises that strong governance practices are fundamental to creating sustainable value, preserving stakeholder confidence, and supporting effective decision-making across the organisation. Accordingly, our governance framework promotes accountability at all levels and reflects our responsibilities to shareholders, employees, customers, suppliers, regulators, host communities, and other stakeholders.

The Board's activities are guided by applicable legal and regulatory requirements, corporate governance principles, and international best practices. This commitment is demonstrated through compliance with relevant frameworks, including the Companies and Allied Matters Act (CAMA) 2020, the Securities and Exchange Commission's Corporate Governance Guidelines, and the Nigerian Code of Corporate Governance (NCCG) 2018.

Governance Objectives

- Provide clear strategic direction while preserving robust, independent oversight of Management.
- Embed a culture of integrity, ethical conduct and accountability from the Board to the front line.
- Protect shareholder value and the equal treatment of all shareholders.
- Ensure risk-taking remains within a Board-approved risk appetite.
- Maintain transparent, timely reporting to regulators, capital markets and other stakeholders.



Strong governance is the foundation of sustainable value creation, ensuring every decision is guided by integrity, accountability and long-term stakeholder interests.

Governance Architecture

Layer	Body	Core Mandate	
1	 Shareholders	Annual General Meeting	Election of Directors; approval of accounts, dividends and reserved matters requiring shareholder consent
2	 Board	Board of Directors (Chairman: Non-Executive)	Strategy, risk appetite, Matters Reserved for the Board, succession planning.
3	 Board Committees	Statutory Audit; Corporate Governance, People & Nominations; RESG; Board Audit, Strategic Planning & Finance	Delegated oversight and recommendations to the Board
4	 Executive Management	Group Chief Executive, Deputy GCE, Executive Directors, Chiefs, GMs	Day-to-day operational management under the Delegation of Authority Framework
5	 Three Lines of Defence	Business units; Risk & Compliance functions; Internal Audit	Risk ownership, independent monitoring, and assurance

Corporate Governance Report

continued

Strategic Board Leadership

At Oando, our philosophy of sustainable leadership drives purposeful action toward long-term value creation and responsible corporate citizenship. This approach is grounded in integrity, accountability, innovation, diversity, and stakeholder inclusiveness.

The Board of Directors provides strategic, entrepreneurial, and ethical leadership. It ensures effective oversight of management, fosters a culture of compliance and ethical conduct, and promotes transparency and accountability in all decision-making processes. In fulfilling its duties, the Board acts in good faith, balancing the interests of shareholders, employees, host communities, regulators, and other stakeholders to sustain long-term prosperity.

While pursuing growth opportunities, the Board rigorously monitors enterprise-wide risks, ensuring that the Company's risk appetite aligns with its sustainability, operational, and regulatory objectives. Ethical leadership is reinforced through a comprehensive code of conduct, whistleblowing mechanisms, ongoing ethics training, and oversight of ESG initiatives, embedding accountability throughout the organization.

The Board draws on the expertise of accomplished professionals from diverse sectors, with varied experience, perspectives, and skill sets. This diversity enhances governance quality, strengthens strategic deliberations, and mitigates groupthink. During the year, the Board convened regularly to review performance, monitor risk and compliance, deliberate on strategic priorities, and recalibrate the Group's direction in alignment with evolving market and stakeholder expectations.



Sustainable leadership is founded on integrity, accountability and strategic foresight, enabling us to create enduring value while serving the interests of all stakeholders.

Our Board of Directors

Non-Executive Chairman

Mr. Ademola Akinrele, SAN
Chairman, Non-Executive Director

Mr. Ademola Akinrele, SAN is a renowned legal practitioner and respected corporate leader, and is the current Chairman of the Board of Oando PLC. Prior to becoming Chairman of the Board, he served as Chairman of the Corporate Governance, People and Nominations Committee, demonstrating his prior governance experience within Oando's Board structure. He brings to the role decades of experience in complex commercial litigation, international arbitration, and corporate governance.

He obtained an LL.B. (Hons) from University College London in 1982 and an LL.M from the University of Cambridge in 1984. He was called to the Nigerian Bar in 1983 and began his legal career at the prestigious law firm of Chief Rotimi Williams & Co. He later joined F.O. Akinrele & Co., a full-service law firm established in 1959. In recognition of his outstanding contributions to the legal profession, Mr. Akinrele was elevated to the rank of Senior Advocate of Nigeria (SAN) making history as the youngest SAN at that time. and conferred with a Fellowship of the Chartered Institute of Arbitrators (UK) in 1999. He has served as lead counsel in high-value disputes across the oil and gas, telecommunications, banking, maritime, and infrastructure sectors, and has been consistently recognized by clients and international directories for his legal acumen and advocacy. He was described in the Chambers Global directory on international lawyers as a 'cerebral and focused' Senior Advocate of Nigeria (SAN) with vast experience in litigation. A "forceful and persuasive" advocate, who has built up a reputation in aviation and maritime-related matters.

He was Co-Editor, Nigerian Legal Practitioners Review; Former Country Correspondent, Euromoney International Financial Practice Law Files 1990; Recipient of the Award named "Fifteen Legal Practitioners of Distinction in Nigeria" given by a body of Nigerian Universities and Law School Students in 1990., Mr. Ademola Akinrele is a Fellow of the Chartered Institute of Arbitrators. Outside of Legal Practice, Mr. Akinrele has held the positions of Secretary, Oxford and Cambridge Club of Nigeria and Commodore of the Lagos Motor Boat Club.

Date appointed to the Board: July 8, 2016



Our Board of Directors

continued

Executive Directors

Mr. Jubril Adewale Tinubu, CON
Group Chief Executive

Mr. Jubril Adewale Tinubu is a respected business leader and energy executive and the Group Chief Executive of Oando PLC and an Executive Director on the Board. He holds an LLB from the University of Liverpool and an LLM from the London School of Economics, where he specialised in International Finance and Shipping. He was called to the Nigerian Bar in 1990. Under his leadership, Oando has grown into one of sub-Saharan Africa's largest integrated energy companies, with strategic investments across upstream, mining, and clean energy sectors. He has spearheaded landmark acquisitions, including the purchase of ConocoPhillips' Nigerian assets and the \$783 million acquisition of Nigerian Agip Oil Company.

A forward-looking leader, Mr. Tinubu has driven Oando's expansion into renewable energy through Oando Clean Energy Limited, reaffirming the Group's commitment to sustainable development. In 2025, President Bola Ahmed Tinubu in a State House press release, publicly acknowledged Mr. Tinubu's contributions to national economic growth, sustainable energy initiatives, and human capital development through the Oando Foundation. President Tinubu described him as a "visionary business leader and patriot whose accomplishments continue to reflect positively on Nigeria's energy sector and national development." He has received numerous accolades for his contributions to business and leadership, including the national honour of Commander of the Order of the Niger (CON), Young Global Leader by the World Economic Forum, and several industry awards such as African Business Leader of the Year, Entrepreneur of the Year (West Africa) by Ernst & Young, Deal of the Year at Africa Energy Week 2024. Most recently, he was conferred with an Honorary Doctorate by the University of Lagos in recognition of his legacy of service and excellence.

Beyond business, he champions educational and community development through initiatives such as the Oando Foundation's scholarship schemes, particularly in Nigeria's oil-producing communities. He is a member of the Chartered Institute of Directors, Nigeria and the Nigerian Bar Association and he serves on the boards of various blue-chip companies as Chairman and Director.

Date appointed to the Board: July 17, 2000



Mr. Omamofe Boyo
Deputy Group Chief Executive

Mr. Omamofe Boyo is the Deputy Group Chief Executive of Oando PLC and an Executive Director on the Board. Prior to his appointment as Deputy Group Chief Executive in 2006, Mr Boyo held a number of senior positions at Oando PLC including Executive Director, Marketing from 2000 to 2002 and Deputy Managing Director/Chief Operating Officer from 2002 to 2006. He was also the Chief Executive Officer of Oando Supply and Trading where he spearheaded initiatives for the representation of the industry's position on the proposed changes to the trade union laws. He started his career with the leading law firm of Chief Rotimi Williams' Chambers specializing in shipping and oil services and has worked on several joint venture transactions between the Nigerian National Petroleum Corporation and major international oil companies. Mr. Boyo obtained a Bachelor of Laws degree from Kings College, London, United Kingdom in 1989. He is a member of the Chartered Institute of Directors of Nigeria and a member of the Nigerian Bar Association. He currently serves on the boards of several companies.

Date appointed to the Board: July 17, 2000



Mr. Adeola Ogunsemi
Executive Director/Group Chief Financial Officer

Mr. Adeola Ogunsemi is the current Group Chief Financial Officer of Oando PLC and an Executive Director on the Board. Mr. Ogunsemi joined Oando in March 2009 as the Financial Controller of Oando Exploration & Production Limited and on January 01, 2012, was promoted as the Chief Financial Officer of Oando Energy Resources. He was appointed as an Executive Director and Group Chief Financial Officer on February 18, 2022. Prior to this, Mr. Ogunsemi worked at British Petroleum America for 5 years where he rose to become Assistant Controller. He has extensive experience in fundraising, mergers, acquisitions and divestments, joint venture management, financial reporting, process improvement, internal control evaluation and design, as well as financial management. Prior to joining BP America, he worked for Northern Illinois Gas in Chicago, USA, for four years, where he rose to become Head, Disbursements. Other employment experience includes the Chicagoland Chamber of Commerce and Midas International in Illinois, USA occupying accounting and treasury roles. Mr. Ogunsemi obtained a Master of Business Administration (MBA) in Finance and Strategic Management from the University of Chicago Booth School of Business in 2003 and a Bachelor of Science in Accounting and Finance from DePaul University in Chicago in 2000. He has been a member of the American Institute of Certified Public Accountants for over 22 years and has been an Associate Chartered Accountant in Nigeria for over 15 years.

Date appointed to the Board: February 18, 2022



Our Board of Directors continued

Executive Directors

Dr. Ainojie Alex Irune

Executive Director/ MD, Oando Energy Resources Nigeria Limited

Dr. Ainojie 'Alex' Irune has over 15 years' experience garnered in both the oil and gas and automotive industries. He joined Oando PLC in 2011 and is currently an Executive Director on the Board as well as the Managing Director, Oando Energy Resources Nigeria Limited(OERNL), the upstream subsidiary of Oando PLC. Prior to his current role, Dr. Irune occupied senior management positions across the Oando Group where he led a range of transformational change programs; notable amongst these, spearheading strategic initiatives aimed at restructuring the business and reducing the Group's debt obligations as well as implementation of the global communications strategy for Oando's \$1.5bn acquisition of ConocoPhillips Nigeria upstream assets. Dr. Irune began his career as a research consultant in the United Kingdom, driving innovation and studies focused on human computer interaction with automobile companies such as Jaguar Land Rover, Nissan and Honda. He earned a Bachelor of Science degree and a PhD in computer science from the University of Nottingham. He is also a member of the Chartered Institute of Directors and an advocate for a more just and equitable society with strong focus on youth development and empowerment.

Date appointed to the Board:
August 31, 2021



Ms. Ayotola Jagun

Executive Director, Corporate Services

Ms. Ayotola Jagun is a seasoned legal and governance professional with over three (3) decades of experience spanning the professional services, financial services, and energy sectors. She brings deep expertise in corporate governance, regulatory compliance, enterprise risk management, and sustainability. Over the past fourteen (14) years, Ayotola has served as Oando's Chief Compliance Officer & Company Secretary and has been instrumental in aligning the Company's corporate practices with global standards, fostering a culture of transparency, and strengthening stakeholder confidence. With dual legal qualifications in Nigeria and the UK, advanced credentials in ethics and governance, and strong leadership across domestic and international boards, she brings unmatched credibility and strategic oversight to Oando. Her dedication to integrity, transparency, and professional development underscores her role in reinforcing robust corporate governance frameworks and ethical standards within the Group. A respected voice in governance circles, her professional credentials include Fellowships of the Corporate Governance Institute, the Institute of Chartered Secretaries and Administrators of Nigeria, and the Chartered Institute of Directors (Nigeria), as well as membership of the Nigerian Bar Association. These affiliations further reflect her unwavering commitment to sound corporate governance and industry collaboration.

Date appointed to the Board:
May 20, 2025



Non-Executive Directors

Mr. Ike Osakwe

Non-Executive Director

Mr. Ikeme Osakwe is a retired public and private sector financial management specialist. He holds bachelor's and master's degrees in chemistry from the University of Oxford and is an associate Member of the Institutes of Chartered Accountants both for Nigeria, and for England and Wales.

Initially trained at KPMG Audit in London, he returned to Nigeria in 1980 and established GRID Consulting Ltd – specializing in financial management advisory for commerce, industry, governments and NGOs. For the next 40 years he successfully executed extensive and impactful assignments in Nigeria and across the sub-region, for governments – in ministries and parastatals; at federal, state and local government levels, and particularly with international development partners, at grass roots and community levels.

Within this advisory practice, Mr. Osakwe carried out a substantial number of complex advisory and investigation assignments for the Nigerian government in NITEL, NNPC, PPMC, NICON Insurance, Nigerian Reinsurance, and TCPC. Within the same practice, he also worked extensively and impactfully in the development aid space in Nigeria. Specifically, he championed the general application of financial management as the primary tool to establishing sustainability in development projects at all levels (local government, state government and federal government levels) across the country. In this regard, he continually served as the essential and only Nigerian representative on the Project Management Boards of several signature internationally funded development aid programmes in Nigeria.

He recently retired and sold the business to a global corporation headquartered in the United States of America. He now sits on the Board of this corporation, bringing his vast experience in the dynamics of most major industrial sectors to bear in his continuing work on corporate governance.

Mr Osakwe has held many board appointments and currently serves on the boards of Oando Plc, Proton Energy Ltd., and DAI Global LLC (a US-based global development aid corporation). He previously served on the boards of Leadway Pensure PFA, Notore Chemical Industries Plc., Red Star Express Nigeria Ltd (the Nigerian FedEx operator); and chaired the boards of Thomas Wyatt Nig. Plc. and UBA Trustees Ltd. In the past he also served as a Member of the Governing Board of the Federal Inland Revenue Service (FIRS) and, in this non-executive (part-time) role, he chaired the FIRS Board committee on Revenue and Finance. Mr. Osakwe is also the Chairman of the Board of Directors of Royal Exchange Plc.

Date appointed to the Board: July 8, 2016



Our Board of Directors continued

Non-Executive Directors

Mrs. Ronke Sokefun

Independent Non-Executive Director

Mrs. Sokefun graduated with a Bachelor's Degree in Law, LLB (Hons.) in 1987 and was called to the Nigerian Bar (also with honours) in November 1988. Between 1990 and 1993 she worked for Ighodalo & Associates, a Company Secretarial firm. While there, she qualified as a member of the Institute of Chartered Secretaries & Administrators. In 1993, she joined the prestigious firm of Aluko & Oyebode as an Associate and was made a partner in 2001. Her practice focus was Business Advisory Services, and she worked with several blue-chip companies in this regard. In 2002, she moved to the Oando Group, where within a few years she rose to the position of Chief Legal Officer. During this period, she also sat on the Board of the Telecom's giant – Celtel/Zain (now Airtel) as an alternate Director. She served in this position until 2011 when she was called to public service in Ogun State and proceeded to serve as a 2-term Commissioner – holding diverse portfolios – under Senator Ibikunle Amosun's administration as Ogun State Governor. In January 2019, Mrs. Sokefun was appointed Chairman of the Board of Directors of the Nigeria Deposit Insurance Corporation ('NDIC') by President Muhammadu Buhari, GCFR and served until December 2022.

Mrs. Sokefun is a Fellow of the Chartered Institute of Directors, Nigeria, where she also serves as Chair of the Women's Group, mentoring emerging women leaders. She is a Fellow of the Institute of Chartered Secretaries & Administrators, a member of the Nigerian Bar Association, the International Bar Association, and the Association of International Petroleum Negotiators. She also serves on the boards of a few companies, including those operating in the capital markets and agribusiness sectors. Mrs. Sokefun is a partner with the law Firm Templars.

Date appointed to the Board:
December 23, 2021



Mrs. Nana Fatima Mede, OON

Independent Non-Executive Director

Mrs. Fatima Nana Mede is an Accountant by profession with a BSc degree in accounting as well as an MBA, both from the Alabama A&M University. She also possesses a certificate in public financial management from the prestigious John F Kennedy School of Government, Harvard University. She joined the Nigerian Television Authority (NTA) Abuja in 1982, where she rose through the ranks to become a Principal Accountant before transferring her service to the Benue State Government in 1991. From 1991 to 2007, Mrs. Mede deployed her expertise working for the Benue State Government at various levels. During her time there, she worked as a Director of Finance & Supplies in the Ministry of Works, Housing and Transport before being made the Director of Project Operations in the Benue State Treasury in 1998. In 2001, she became the Permanent Secretary Treasury/Accountant General, where she oversaw the management of the state's finances, amongst other key responsibilities. Mrs. Mede moved to the Office of the Accountant General of the Federation in 2007, serving as a Director of Finance and the pioneer Director/National Coordinator of the Integrated Personnel Payroll Information System (IPPPIS). In 2014, she was sworn in as a Federal Permanent Secretary in the Ministry of Environment. Afterwards, Mrs. Mede was transferred as a Permanent Secretary to the Ministry of Budget & National Planning before gracefully retiring after attaining the mandatory 35 years of active public service in 2017. In December 2021, Mrs. Mede was appointed a member of the National Judicial Council.

Date appointed to the Board:
December 23, 2021



Mr. Bashir Bello

Independent Non-Executive Director

Bashir Bello is an Oil & Gas Professional with over 32 years of experience in Technical and Executive Management positions across the industry. His expertise spans all sectors, from Downstream (Refining) to Midstream (LNG) and Upstream (Exploration and Production), with a strong focus on Operations, Engineering, Project Management, and Corporate Governance. Bashir has served as a Board Member for Shell Petroleum Development Company of Nigeria Limited, Bonny Gas Transport Company, NLNG Ship Manning Company Limited, and various Board Committees of Nigeria LNG. With a proven ability in Interface and Stakeholder Management, Bashir is skilled at delivering business value in Joint Ventures with diverse shareholder agendas, managing projects with complex interfaces and stakeholder expectations, and overseeing operations with diverse functional requirements and limited resources. Bashir holds a Bachelor of Engineering (B.Eng.) in Mechanical Engineering from Bayero University Kano, Nigeria. Bashir is a Fellow of the Nigeria Society of Engineers (NSE), and a Registered Engineer with the Council for the Regulation of Engineering in Nigeria (COREN).

Date appointed to the Board:
November 25, 2024



Our Board of Directors continued

Non-Executive Directors

Mr. Ken Igbokwe

Independent Non-Executive Director

Ken Igbokwe is a highly experienced management and consulting professional with over 35 years of expertise in various sectors, including oil & gas, financial services and the public sector. During his distinguished career at PwC Nigeria, Ken held key top leadership roles in Assurance, Tax and Consulting. His experience spans a wide range of areas such as statutory, financial and process audits & assurance, business valuations, dispute resolution, financial and information systems risk management, corporate strategy development, corporate performance management, and tax planning. In his role as Country Leader of PwC Nigeria, Ken had responsibility for driving strategic thinking and the visioning that underpinned the growth of the firm. He was in this leadership position for 10 years during which PwC Nigeria's business recorded tremendous growth with PwC becoming the leading "Big 4" accounting and audit services brand. He led the PwC West Africa business into the Africa-wide PwC merger in 2012.

Ken contributes to public discourse and debates on public sector transformation in Nigeria and on matters which focus on corporate governance and the strengthening of the investment climate. Ken holds a B.Sc. (Eng) in Mechanical Engineering from Imperial College, London University, which he attended as a Shell Scholar, graduating in 1978. He is a current member of the Institutes of Chartered Accountants England & Wales, and Nigeria. He is also a current member of the Chartered Institute of Taxation of Nigeria..

Date appointed to the Board:
November 25, 2024



Mr. Cosmas Iwueze

Independent Non-Executive Director

Cosmas Iwueze is a seasoned petroleum engineer and business leader with over three decades of experience in the oil and gas industry. He was appointed to the board as a non-executive director in December 2024. Prior to his appointment, Cosmas joined Chevron Nigeria Limited (CNL) in 1990 and rose through positions of increasing responsibility across Reservoir and Asset Management, Commercial Development, Operations, Project Management, and Business Strategy. He also gained international experience working with Chevron in California and Angola.

Cosmas previously held leadership roles as Business Services Director for Chevron's Nigeria/Mid-Africa unit, General Manager of Operations, and General Manager of Asset Development and Exploration. Notable achievements include securing third-party financing for JV projects and contributing to national petroleum policy development during a secondment to the Nigerian government.

Prior to his retirement in November 2024, Cosmas served as Director of the NNPC/Chevron Joint Venture (JV), where he was responsible for asset development, major capital projects, and oil and gas production operations, with overall profit-and-loss accountability. He provided strategic leadership across the JV, oversaw a team of General Managers, and periodically served in an acting capacity for the Managing Director.

Date appointed to the Board:
December 16, 2024



Chief Compliance Officer & Company Secretary

Mrs. Folasade Ibidapo-Obe

Chief Compliance Officer & Company Secretary

Folashade Ibidapo-Obe is a dual-qualified lawyer and accomplished legal and governance professional with close to 20 years' experience spanning corporate governance, regulatory compliance, and company secretarial practice. She holds a Bachelor's Degree in Law (LLB Hons.) from the University of Lagos, Nigeria; a Master of Laws (LLM) (with distinction) in International Corporate Governance and Financial Regulations from the University of Warwick, U.K., and several professional credentials, including Fellowship as a Chartered Governance Professional and Chartered Secretary of the Chartered Governance Institute of Canada; Certified Anti-Money Laundering Specialist; Certified Fraud Examiner; Certified Ethics Officer; and memberships in the Nigerian Bar Association, Law Society of Ontario, Toronto Lawyers Association and Ontario Bar Association. As a dual-qualified lawyer, she is a Barrister and Solicitor of the Supreme Court of Nigeria and has been called to the Bar of the Province of Ontario, Canada. These affiliations reflect her unwavering commitment to ethical business practices, sound corporate governance and stakeholder engagement.

She has held leadership roles at organizations including Ocean and Oil Holdings Nigeria, Oando Energy Resources Inc. Toronto, Canada and Enghouse Systems. Prior to her appointment, she served as the Assistant Corporate Secretary at Magna International Inc. in Aurora, Canada, one of the world's largest automotive suppliers.

Date appointed as Company Secretary:
August 8, 2025



Stronger in Harmony

The Gurmi's distinctive sound is created by strings working together in perfect harmony. For generations, it has accompanied stories of courage, celebration, and resilience. It is a reminder that our greatest achievements are never built in isolation, but through the integration of different strengths around a shared purpose.

This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria's story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria's diverse cultures and traditions.

Governance Report

Board Composition and Independence

The Board comprises a diverse group of professionals with broad academic, technical and industry experience, reflecting our commitment to inclusive, balanced, and informed decision-making. Gender diversity, sectoral expertise, and international experience enhance the Board’s ability to provide robust oversight. In compliance with Article 78 of the Company’s Articles of Association, the Board maintains a size that ranges between 10 and 15 directors. The Board comprised 12 Directors, including 7 Non-Executive Directors (comprising the Non-Executive Chairman, 1 Non-Executive Director and 5 Independent Non-Executive Directors) and 5 Executive Directors. This structure not only meets regulatory requirements but also aligns with the Nigerian Code of Corporate Governance by ensuring the Board is well-equipped to effectively guide and oversee the company’s strategic direction and operations.

In conformity with best corporate governance practices, the roles of the Chairman and Group Chief Executive are distinctly separated. The Board is composed of a well-balanced mix of Executive, Non-Executive, and Independent Non-Executive Directors, in reflection of its world-class corporate governance structure. To secure the integrity of the Board’s oversight functions, neither the Chairman, the Group CEO, nor any Executive Director holds the position of chairman on any Board committee.

The Board and its committees receive dedicated support from the Chief Compliance Officer and Company Secretary, who serves as a critical resource and provides guidance on governance, regulatory compliance, and the fulfilment of their responsibilities.

Board Authority

A range of decisions is specifically reserved for the Board to ensure it retains proper direction and control of the Oando Group. These are listed in the Schedule of Matters Reserved for the Board. The Board retains ultimate responsibility for the long-term sustainability, strategy, and risk profile of the Group. The scope of Matters Reserved for the Board includes:

- Approval of corporate strategy and annual business plans
- Oversight of enterprise-wide risk management and internal control systems
- Capital allocation, major investments, acquisitions and divestments
- Financial reporting integrity and external audit oversight
- ESG and sustainability strategy, including climate-related risks and disclosures
- Succession planning for the Group Chief Executive, Deputy Chief Executive and senior management
- Culture, ethics and conduct oversight

Delegation of authority is governed by a formal Delegation of Authority Framework, which clearly distinguishes between matters reserved for the Board and those delegated to Executive Directors, Management, or Committees. The framework is reviewed periodically to ensure alignment with evolving regulatory requirements and business complexity.

The day-to-day operational management of the Group’s activities and operations is delegated to the Group Chief Executive (GCE), who has direct responsibilities. He is supported by the Deputy Group Chief Executive (DGCE) and the Executive Directors, Chief Executive Officers of the operating subsidiaries, the Chief Human Resources Officer,

Chief Compliance Officer and Company Secretary and the Chief Legal Officer. While operational management is delegated to the Group Chief Executive (GCE), the Board maintains oversight through structured performance reporting, risk dashboards, and periodic executive sessions without management present to preserve independence of judgement.

Board Duties and Responsibilities

The Directors act in good faith, with due care and in the best interests of the Company and all its stakeholders. Each Director is expected to attend and actively participate in Board meetings. Subject to the provisions of the Companies and Allied Matters Act 2020 and the Nigerian Code of Corporate Governance, the Company does not prohibit its Directors from serving on other boards. However, Directors ensure that other commitments do not interfere with the discharge of their duties and shall not divulge or use confidential or inside information about the Company for personal gain.

The Board adopts the following best practice principles in the discharge of its duties:

- The Company believes that the Chairman of the Board should be a Non-Executive Director;
- To maintain an appropriate balance of interest and ensure transparency and impartiality, majority of the Directors are independent. The independent directors are those who meet the criteria set out in the NCCG and have no material relationship with the Company beyond their directorship;
- Directors are to abstain from actions that may lead to conflict-of-interest situations; and shall comply fully with the Company’s Related Party Transactions Policies.

Board Appointment Process

To ensure the highest standards of corporate governance, the Company has in place a Board Appointment Process to guide the appointment of its directors (executive and non-executive). It ensures a structured, competency-based succession framework aligned with the Company’s long-term strategy. The policy is in line with corporate laws, rules, regulations, Codes of Corporate Governance, international best practice and the Company’s Articles of Association.

The Governance and Nominations committee has overall responsibility for the appointment process subject to approval by the Board. The fundamental principles of the process include the evaluation of the current balance of skills, knowledge and experience on the Board, and identification of any gaps that are required to be filled. In addition to evaluating skills and experience gaps, the Committee considers:

- Board diversity (gender, professional background, age, nationality where relevant)
- Independence of judgement and time commitment
- ESG and sustainability expertise
- Risk management and financial literacy
- Leadership capability and boardroom dynamics

Governance Report continued

Board Strengthening and Gender Diversity

In line with the Company’s commitment to strengthening corporate governance and promoting diversity at the leadership level, deliberate efforts were made during the reporting period to improve gender representation across the Board and senior management, in alignment with the provisions of the Nigerian Code of Corporate Governance 2018 issued by the Financial Reporting Council of Nigeria.

During the year under review, the Board approved key leadership appointments which contributed to enhancing female representation at the highest levels of the organization. On 20 May 2025, Ms. Ayotola Jagun, formerly the Chief Compliance Officer and Company Secretary, was appointed Executive Director, Corporate Services, reflecting the Company’s commitment to recognizing merit, rewarding performance, and fostering leadership development irrespective of gender.

This appointment contributed to an improvement in the gender composition of the Board. Female representation increased from 2 of 11 Directors (18.2%) in the prior year to 3 of 12 Directors (25.0%) in the reporting year. This progress reflects the Company’s ongoing commitment to strengthening gender diversity at the Board level.

Beyond Board composition, the Company also enhanced female representation in key governance functions during the reporting period with the appointment of Mrs. Folasade Ibidapo-Obe as Chief Compliance Officer & Company Secretary on 8 August 2025, reinforcing the Company’s commitment to inclusive leadership within its governance, control, and oversight structures.

These appointments followed a rigorous, merit-based selection process aimed at strengthening institutional knowledge, deepening sector-specific expertise, and reinforcing effective governance at the Board and management levels.

Based on their professional profiles and experience within the Group, the appointees bring a wealth of expertise, including strong technical knowledge of the oil and gas industry and a deep understanding of the Company’s business, having previously served in various leadership roles within the Group prior to their appointments.

The Company’s commitment to gender diversity and inclusion extends beyond the Board to other cadres within the organization, including executive management and the broader workforce, as further detailed in the Human Capital Management Report on page 76 of this Annual Report.



Diverse and inclusive leadership strengthens governance, broadens perspectives and enhances the quality of decision-making that drives sustainable long-term value.

Gender Diversity Plan

Consistent with its Diversity Policy and the provisions of the Nigerian Code of Corporate Governance 2018 issued by the Financial Reporting Council of Nigeria, the Company remains committed to progressively improving gender representation at the Board, executive management, and broader workforce levels. The Company’s approach focuses on identifying and developing high-potential female talent across the organization and providing opportunities for their advancement into leadership roles through structured succession planning, leadership development, and internal promotion where appropriate.

In addition, the Company maintains a balanced and merit-based recruitment process that ensures equal opportunities for qualified male and female candidates during hiring and leadership appointments. Through this approach, the Company aims to steadily improve gender representation while ensuring that all appointments remain based on competence, experience, and the strategic needs of the business. Progress toward this objective will continue to be monitored by the Board and disclosed annually in the Corporate Governance Report.

Re-election of Directors

Every year, a maximum of one-third of the Directors who are longest in office since their last appointment or election, are required to retire by rotation and, if eligible, offer themselves for re-election. The Board has the power to appoint a new director and any director so appointed is subject to shareholder election at the next Annual General Meeting (AGM).

In accordance with Section 285 (1) and (2) of the Companies and Allied Matters Act (CAMA) and Articles 91-93 of the Company’s Articles of Association, the following Directors who have served the longest since their last election are retiring by rotation and being eligible, are presenting themselves for re-election at this AGM:

1. Mr. Ademola Akinrele, SAN
2. Mr. Omamofe Boyo
3. Mr. Ikeme Osakwe
4. Mr. Adeola Ogunsemi

Board Meeting Protocols & Decision-Making

The Board meets at least once every quarter to discuss and decide on business policy and strategy, in addition to statutory and other matters. Additional meetings are scheduled whenever matters arise which require the attention of the Board or its committee. The Board and Committee meetings are prescheduled, and an annual calendar of the meetings is circulated to the Directors well in advance to facilitate planning of their schedules and to ensure meaningful participation in the meetings. Prior to meetings, the Governance Office circulates the agenda for the meeting along with documents the Directors would be required to deliberate upon. This enables the Directors to contribute effectively at Board meetings. In certain business exigencies, resolutions are passed through circularisation or additional meetings are conducted. The Board, through the Chief Compliance Officer and Company Secretary, keeps detailed minutes of its meetings that adequately and accurately reflect Board discussions.

Governance Report continued

Board Committees

Under the Company’s Articles of Association, the Directors may appoint committees consisting of members of the Board and such other persons as they think fit and may delegate any of their powers to such committees. The committees are required to use their delegated powers in conformity with the regulations laid down by the Board.

The Board reserves the right to deliberate upon and decide on any matter which it may have previously delegated to any board committee, instead of referring the matter to the committee. Committee members are expected to attend each committee meeting unless exceptional circumstances prevent them from doing so. All the committees have terms of reference which guide members in the execution of their duties.

All committees report to the Board of Directors and provide recommendations to the Board on matters reserved for Board authorisation. The following committees are currently operating at Board level:

- Statutory Audit Committee
- Corporate Governance, People and Nominations Committee
- Risk, Environmental, Social and Governance Committee
- Board Audit, Strategic Planning and Finance Committee

Audit Committee (Statutory Committee with shareholder members)

The Audit Committee was established in compliance with Sections 404 (3) of CAMA, which requires every public company to have an audit committee made up of three members and two (2) non-executive directors. As of 31st December 2025, the Audit Committee was made up of four members, two Non-Executive Directors and two shareholder representatives, following the demise of one of the shareholder members, Mrs. Faith Ekelikhotse George, on 16 September 2025. The vacancy created by her passing will be filled by shareholders at the next Annual General Meeting (AGM) in accordance with the provisions of the Act. The Audit Committee members meet at least four times a year, and the meetings are attended by appropriate executives of the Company, including the Group Chief Financial Officer and the General Manager, Internal Control and Audit. In the financial year ended 31st December 2025, the Audit Committee held 10 meetings.

The Audit Committee’s duties include keeping under review the scope and results of the external audit, as well as the independence and objectivity of the auditors. The committee exercises oversight in relation to financial reporting, the effectiveness of the system of risk management, and robustness of internal financial controls and the risk management framework, compliance with laws and regulations, processes for the safeguarding of Company assets and the adequacy of internal audit plans and audit reports. The members of the Audit Committee who served during the year ended 31st December, 2025 were:

- Mr. Ikeme Osakwe – (Chairman) Non-Executive Director.
- Mr. Ken Igbokwe – Independent Non-Executive Director.
- Prince (Dr.) Anthony Omojola – Shareholder Member
- Mr. Olusegun David Oguntoye – Shareholder Member (Resigned, August 11, 2025)
- Mr Kolawole Kalejaiye – Shareholder Member (Appointed, August 11, 2025
- Mrs. Faith Ekelikhotse George - Shareholder Member (Deceased, September 16, 2025)

Curriculum Vitae of shareholder members of the Audit Committee

Prince (Dr.) Anthony Omojola – Shareholder Member

Prince (Dr.) Omojola is an investment banker, management and pension consultant. He is a member of the Chartered Institute of Bankers of Nigeria and United Kingdom. He started his banking career with ICON Limited (Merchant Bankers) in 1976 and served in the Corporate Finance, Stockbroking and Registrar Departments. He moved to City Securities Limited in 1981 where he played the role of registrar for four years and later became a pioneer staff of First City Merchant Bank where he served for ten years until 1991. He was the Manager, Capital Market, Negotiable Finance Ltd and pioneer Manager/Registrar of Perfection Nominees Limited from 1992-1996. He was the Manager, Corporate Finance of Midland Investments and Securities Ltd from 1997 till 2002. He was also the Managing Director of Credible Associates Ltd which specializes in recruitment and training of operators of the Nigerian Capital Markets.

Dr. Omojola has attended many courses locally and internationally and he has played a prominent role in the development of the Nigerian Capital Market. He is an author of many bestselling books on Capital Market Operations.

Mr. Olusegun David Oguntoye – Shareholder Member (Resigned- August 11, 2025)

Mr. Olusegun David Oguntoye is a certified fellow of the Association of National Accountants of Nigeria (ANAN) and an associate member of the Nigerian Institute of Management. He bagged a B.Sc. (Hon) in Zoology from the University of Lagos and an MBA degree in financial management from the Lagos State University.

He started his accounting career in 1990 as a senior auditor in a leading tax consulting firm and has worked in various capacities within the accounting and audit fields in the last twenty years. He has undergone numerous IFRS training courses for audit committee members of listed companies thereby gathering a wealth of experience in the accounting profession. Currently, he is the managing director/ chief executive officer of Wale Ayo Nigeria Limited.

Mr Kolawole Kalejaiye – Shareholder Member (Appointed August 11, 2025)

Mr. Kolawole Kalejaiye is a chartered accountant and tax professional with over 30 years of experience in audit, financial management, and corporate governance. A Fellow of the Institute of Chartered Accountants of Nigeria (ICAN) and an Associate of the Chartered Institute of Taxation of Nigeria (CITN), who has earned a strong reputation for sound judgment, ethical leadership, and consistently high professional standards across the financial and corporate sectors.

He holds both Bachelor’s and Master’s degrees in Chemistry from the University of Lagos and began his accounting career with the international firm, Pannell Kerr Forster, where he gained rigorous foundational experience in professional practice. Over the years, he has served in senior roles at reputable institutions including Mobil Oil Nigeria Plc, Nigus Petroleum Company, and Business Development Co. Ltd, consistently delivering value in audit, controls, and strategic operations. Mr. Kalejaiye is the founder of Kola Kalejaiye & Co., a professional services firm, and Ederok Services, its associate consultancy. Through these platforms, he has advised a wide range of clients across sectors, bringing clarity, compliance, and strategic insight to complex financial matters.

Beyond his professional achievements, he has held longstanding voluntary leadership roles in religious,

Governance Report continued

educational, and community-based organizations. These include service on the Lagos Anglican Schools Management Board and the Federal Road Safety Commission’s Special Marshal Corps. Widely regarded for his discipline, discretion, and depth of judgment, Mr. Kalejaiye brings a rare combination of technical competence, ethical grounding, and public service to every responsibility he undertakes.

Mrs. Faith Ekelikhotse George – Shareholder Member (Deceased- September 16, 2025)

Mrs. George was an experienced economist and tax professional with over 30 years of experience at the Federal Inland Revenue Service (FIRS). Her exceptional contributions at FIRS earned her recognition for consistently exceeding performance targets from 2021 to 2023.

She was a Fellow of the Chartered Institute of Taxation (CITN) and a member of the Nigerian Institute of Management (Chartered). She held a Bachelor’s and Master’s degree in Economics both from the University of Lagos.

For the curriculum vitae of the Board of Directors, including the Non-Executive Director members of the Audit Committee, please see pages 54 and 58 of this Annual Report.

Corporate Governance, People and Nominations Committee

The Corporate Governance, People and Nominations Committee (CGPNC) is responsible for ensuring compliance and periodic review of the Company’s corporate governance policies and practices, including the review and monitoring of policies concerning shareholder rights; conflicts of interests resolution; ethics; corporate disclosure and transparency; evaluation and review of the Company’s internal documents (organization and process), the review and setting of the by-laws of all Board Committees, and ensuring that the Company’s policies, including the Remuneration Policy, support the successful identification, recruitment, development and retention of directors, senior executives and managers.

The members of the Corporate Governance, People and Nominations Committee as at 31st December 2025 were:

- Mrs. Ronke Sokefun (Chair) – Independent Non-Executive Director.
- Mr. Bashir Bello– Independent Non-Executive Director.
- Mrs. Fatima Nana Mede, OON – Independent Non-Executive Director.

Following the successful recruitment of three Independent Non-Executive Directors in the prior reporting period, the Committee’s focus in 2025 shifted to structured onboarding, integration, and board effectiveness enhancement. A comprehensive induction programme was implemented to ensure the new Directors acquired a deep understanding of the Company’s strategy, risk profile, operating model, governance framework, and regulatory environment.

Following the comprehensive review of the Non-Executive Directors’ remuneration framework conducted in the previous reporting year, the approved revised structure was implemented during the year under review. The updated framework ensures that remuneration remains competitive, structured to reflect committee responsibilities and, aligned with governance best practice while preserving Director independence.

Risk, Environmental, Social and Governance Committee

The Risk, Environmental, Social and Governance (RESG) Committee is responsible for reviewing the policies and processes established by management, which are designed to implement the risk, environmental, social and governance policies of the Company and ensuring the Company’s compliance with international standards of risk, environmental, social and governance issues.

The members of the Risk, Environmental, Social and Governance Committee as at 31st December 2025 were:

- Mrs. Fatima Nana Mede (Chair) – Independent Non-Executive Director
- Dr. Alex Irune – Executive Director
- Mrs. Ronke Sokefun – Independent Non-Executive Director
- Mr. Bashir Bello- Independent Non-Executive Director
- Mr. Cosmas Iwueze- Independent Non-Executive Director

The RESG Committee has oversight on the development and implementation of the company’s Risk Management framework and its Environmental, Social and Governance (ESG) Strategy. The Committee ensures that the ESG strategy is built on a robust foundation of data integrity, the best global practices, and a deep understanding of the company’s operational context. A key strength of the process is in conducting materiality assessments - the deliberate engagement of a broad range of internal and external stakeholders to capture diverse perspectives and expectations. This inclusive and consultative approach allows the ESG Strategy to reflect not only regulatory and investor priorities, but also the company’s long-term sustainability goals and social license to operate.

The Committee further ensures alignment with the company’s corporate purpose, risk appetite, and governance framework, and guides the assessment, identification, mitigation and management of all material risks affecting the Group and its subsidiaries. The final strategy includes clear commitments, performance metrics, and an implementation roadmap to drive accountability across the organisation.



Effective risk oversight and ESG governance are fundamental to building a resilient business that creates sustainable long-term value for all stakeholders.

Governance Report continued

Board Audit, Strategic Planning and Finance Committee

The Audit, Strategic Planning and Finance Committee is responsible for defining the Company’s strategic objectives, determining its financial and operational priorities, making recommendations to the Board regarding the Company’s dividend policy and evaluating the performance and long-term sustainability of the Company’s operations. The committee was established to assist the Board in performing its guidance and oversight functions efficiently and effectively over these and other areas.

The members of the Board Audit, Strategic Planning and Finance Committee as at 31st December 2025 were:

- Mr. Ken Igbokwe (Chair) – Independent Non-executive Director
- Mr. Ikeme Osakwe – Non-executive Director
- Mr. Cosmas Iwueze– Independent Non-executive Director
- Mr. Bashir Bello– Independent Non-executive Director



Sound financial oversight, disciplined strategic planning and effective capital allocation are fundamental to delivering sustainable long-term shareholder value.

Dates of Board/Committee meetings held for year 2025

Board Meetings

1. 30th January 2025
2. 20th May 2025
3. 23rd May 2025
4. 24th June 2025
5. 31st July 2025
6. 29th October 2025
7. 19th December 2025

Statutory Audit Committee Meetings

1. 29th January 2025
2. 28th March 2025
3. 20th May 2025
4. 23rd May 2025
5. 24th June 2025
6. 26th June 2025
7. 30th July 2025
8. 16th September 2025
9. 28th October 2025
10. 8th December 2025

Corporate Governance, People and Nominations Committee Meetings

1. 28th January 2025
2. 15th May 2025
3. 13th June 2025
4. 27th October 2025

Risk, Environmental, Social and Governance Committee Meetings

1. 28th January 2025
2. 15th May 2025
3. 27th August 2025
4. 27th October 2025

Board Audit, Strategic Planning and Finance Committee Meeting

1. 29th January 2025
2. 9th May 2025
3. 24th June 2025
4. 30th July 2025
5. 16th September 2025
6. 28th October 2025
7. 20th November 2025
8. 18th December 2025
9. 19th December 2025

Governance Report continued

Committee Membership for the year ended 31st December 2025

Audit Committee	Governance & Nominations Committee	Strategic Planning & Finance Committee	RESG Committee	Board
Ike Osakwe (Chair) Ken Igbokwe Dr. Anthony Omojola* Mr. Olusegun David Oguntoye (Resigned, August 11, 2025)* Mr Kolawole Kalejaiye* Mrs. Faith George (Deceased, September 16, 2025)* *shareholder member	Ronke Sokefun (Chair) Bashir Bello Nana Fatima Mede	Ken Igbokwe (Chair) Ikeme Osakwe Cosmas Iwueze Bashir Bello	Nana Fatima Mede (Chair) Ronke Sokefun Dr. Ainojie Alex Irune Bashir Bello Cosmas Iwueze	Executive Directors • Jubril Adewale Tinubu • Omamofe Boyo • Adeola Ogunsemi • Dr. Alex Irune • Ayotola Jagun Non-Executive Director • Ademola Akinrele (SAN) • Ikeme Osakwe • Nana Fatima Mede • Ronke Sokefun • Bashir Bello • Ken Igbokwe • Cosmas Iwueze

Attendance at meetings during the year ended 31st December 2025

Names of Board Members	No. of Board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
Mr. Ademola Akinrele SAN	7	7	None	N/A	N/A	N/A
Mr Jubril Adewale Tinubu	7	7	None	N/A	N/A	N/A
Mr Omamofe Boyo	7	7	None	N/A	N/A	N/A
Mr Adeola Ogunsemi	7	7	None	NA	NA	N/A
Dr. Ainojie Alex Irune	7	7	Risk, Environmental, Social, & Governance Committee (RESG)	Member	4	4
Ms. Ayotola Jagun	7	4	None	N/A	N/A	N/A
Mr. Ikeme Osakwe	7	7	Statutory Audit Committee Board Audit, Strategic Planning & Finance Committee	Chairman Member	10 9	10 9
Mrs. Fatima Nana Mede	7	7	Corporate Governance, People & Nominations Committee Risk, Environmental, Social, & Governance Committee (RESG)	Member Member	4 4	4 4
Mrs. Ronke Sokefun	7	7	Corporate Governance, People & Nominations Committee Risk, Environmental, Social, & Governance Committee (RESG)	Chairman Member	4 4	4 4
Mr. Bashir Bello	7	7	Corporate Governance, People & Nominations Committee Risk, Environmental, Social, & Governance Committee (RESG) Board Audit, Strategic Planning & Finance Committee	Member Member Member	4 4 9	4 4 9
Mr. Ken Igbokwe	7	7	Statutory Audit Committee Board Audit, Strategic Planning & Finance Committee	Member Chairman	10 9	10 9
Mr. Cosmas Iwueze	7	7	Risk, Environmental, Social,) & Governance Committee (RESG Board Audit, Strategic Planning & Finance Committee	Member Member	4 9	4 9

Governance Report

continued

Directors’ Training and Continuous Development

Oando maintains a strong commitment to continuous Board development, recognizing that strategic leadership in today’s dynamic operating environment requires directors to remain informed, agile, and globally competitive. The Company operates a mandatory induction programme for newly appointed directors, which provides a comprehensive understanding of the Group’s operations, governance structures, legal and regulatory obligations, and the broader sectoral landscape. This ensures that new directors are adequately equipped to discharge their duties from the outset.

Beyond induction, Oando places deliberate emphasis on continuous learning, aligning Board development with emerging trends, evolving regulatory expectations, and the Company’s long-term strategic direction. Directors and Board Committees also had access to seek independent professional advice when necessary, supporting sound judgement and robust oversight. Regular updates, circulars, and structured reporting processes further ensure that Board members remain well-informed of significant developments across the business.

While the 2024 training portfolio centred largely on internal capacity building with emphasis on cybersecurity awareness, the Petroleum Industry Act, and Nigeria’s macroeconomic landscape, the 2025 trainings reflect a significant shift in scale, sophistication, and strategic depth. The learning agenda for the year demonstrates a more future-oriented approach, deliberately aligned with global governance trends, technology disruption, leadership effectiveness, and enterprise value creation. In 2025, the Company expanded its director development focus in three major directions of strengthening governance excellence and board effectiveness, deepening expertise in technology, cybersecurity, and risk management, and positioning directors for global strategic leadership. During the year under review, members of the Board attended the training detailed in the table below:

Training	Organizer	Date of Training	Attendees
1 Module 1: Balancing Chair-CEO Relationships	Apercus Consult	3rd May, 2025	Ademola Akinrele
2 Module 2: Balancing Chair-CEO Relationships	Apercus Consult	25th September, 2025	Ademola Akinrele, SAN Dr Alex Irune Mr. Ikeme Osakwe Fatima Mede Ronke Sokefun Adeola Ogunsemi Jubril Adewale Tinubu Omamofe Boyo Cosmas Iwueze Bashir Bello Ken Igbokwe
3 Module 3: Effective Board Performance	Apercus Consult	3rd November, 2025	Ademola Akinrele
4 Directors and the future of Business: Cybersecurity & AI	IOD Training	30th October, 2025	Dr Alex Irune
5 Risk Management & Governance Workshop for Directors	IOD Training	6th November, 2025	Ikeme Osakwe
6 Corporate Strategy for Board Members	INSEAD	30th June – 4th July, 2025	Fatima Mede Ronke Sokefun
7 Artificial Intelligence Risk Management School - Module 1: Risk Management Framework	Euromoney Learning	18th – 20th August, 2025	Ademola Akinrele
8 Executive Influence: Increasing Your Impact with Persuasion and Power	Wharton Executive Education	13th – 17th October, 2025	Cosmas Iwueze
9 Strategic Value Creation	Columbia Business School	18th – 20th November, 2025	Bashir Bello

2025

Expanded Director Training Programme

Governance Report

continued

Summary of 2025 Board Evaluation and Corporate Governance Review

In accordance with Principle 15.1 of the Nigerian Code of Corporate Governance 2018 (NCCG), the Securities and Exchange Commission (SEC) Corporate Governance Guidelines and other applicable governance requirements, Oando Plc conducted an internal Corporate Governance and Board Evaluation for the financial year ended 31 December 2025. The evaluation was conducted under the oversight of the Corporate Governance, People and Nominations Committee. In line with the NCCG requirement for an externally facilitated evaluation at least once every three years, the Company’s most recent external evaluation was conducted in 2024 by an independent consultant.

Evaluation Methodology

The evaluation covered the Board, its Committees, the Chairman and individual Directors. It was conducted through a review of corporate and statutory records, Board and Committee Charters, meeting materials and minutes, governance policies and other relevant documentation, supported by structured questionnaires and interviews. The assessment also considered the status of implementation of recommendations arising from the 2024 Corporate Governance Evaluation.

The review assessed the effectiveness of the Company’s governance framework across key areas including Board composition and effectiveness, Board leadership, Committee performance, strategy and risk oversight, succession planning, stakeholder engagement, sustainability oversight, business conduct and ethics, and transparency and disclosure practices.

Key Findings

The evaluation confirmed that the Company’s governance framework remains substantially compliant with the requirements of the NCCG, the SEC Corporate Governance Guidelines and other applicable governance standards. The Board continues to maintain an appropriate balance of Executive, Non-Executive and Independent Non-Executive Directors and is supported by effective governance structures, Board Committees and governance policies covering risk management, ethics, whistleblowing, stakeholder engagement and remuneration governance.

The Board noted certain opportunities for further enhancement and has initiated actions to address them as part of its commitment to continuous improvement.

Overall, the evaluation concluded that Oando Plc maintains a sound and effective corporate governance framework and remains committed to continuously strengthening its governance practices in line with evolving regulatory requirements and leading governance standards.

This summary should be read in conjunction with the Corporate Governance section of this Annual Report.

NCCG 2018

Governance Framework Assessed

Ethics, Compliance & Whistleblowing

In 2025, the Governance and Compliance Office undertook a holistic review of all internal policies and governance frameworks to ensure alignment with the current regulatory regime, international best practices, and the Company’s expanded operations following the consolidation of the NAOC acquisition.

Several policies have been updated and strengthened to reflect evolving operational realities, increased Board oversight requirements, and the expanded scale and complexity of the Group’s activities. Many of these reviewed policies have reached their final stages, while others are undergoing formal Board review and approval processes to ensure their effectiveness and enforceability across the organization.

This initiative reinforces Oando’s commitment to robust governance, ethical conduct, and compliance, ensuring that the Company continues to operate responsibly, mitigate risk, and uphold internationally recognized standards in all aspects of its operations. For a full list of current governance policies, please visit our website at: www.oandopl.com/governance.

Integrity and Whistleblowing Oversight

Oando PLC maintains a robust whistleblowing and ethics reporting framework, designed to uphold the highest standards of integrity, transparency, and accountability across the Group. Following the consolidation of the NAOC acquisition in 2025 and heightened awareness campaigns on whistleblowing, the Company has continued to strengthen reporting channels, investigations, and resolution processes.

The whistleblowing mechanism provides employees, vendors, community stakeholders, and other relevant parties with a secure and confidential avenue to report suspected unlawful or unethical conduct involving the Company, its staff, or directors. Reports are managed independently by KPMG Professional Services, ensuring confidentiality and objectivity. All submissions are channeled to the appropriate internal authorities for thorough investigation, with follow-up actions monitored to completion.

In 2025, Oando recorded a significant increase in whistleblowing reports due to expanded awareness and communication campaigns. Of the cases reported during the year, 97% have been fully investigated and closed, demonstrating the effectiveness of the Company’s investigative and resolution processes. All outcomes are documented and escalated as appropriate to relevant Board committees as appropriate to ensure lessons learned inform ongoing improvements in ethics, compliance, and operational governance.

Employees are also encouraged to report grievances through any of the following channels:

- Visits, calls or emails to members of the Governance Office;
- Escalation of issues through appointed TRIPP Champions, who are volunteer employees assisting the Governance Office in entrenching Oando’s core values in the entities or business units to which they belong.

The details of the KPMG Ethics hotline are as follows:

- Toll-free Number- All Networks:
0800-123-5764 | 0800-123-5276
- Email: **kpmgethicsline@ng.kpmg.com**
- Weblink: **<http://apps.ng.kpmg.com/ethics>**

Complaint Management Policy

In compliance with the Securities and Exchange Commission's Rules Relating to the Complaints Management Framework (the 'Framework'), which requires every listed company to establish a clearly defined Complaint Management Policy to resolve complaints arising from issues covered under the Investment and Securities Act (as Amended), the Company has complied by developing its Complaint Management Policy in line with the Framework. The Policy is available on the Company's website at: <https://www.oandopl.com/governance>

Due Diligence Process

The Company is committed to doing business with only reputable, honest and qualified business partners. Oando, through its employees, exercises due care and takes reasonable steps and precautions, geared towards evaluating business partners' tendencies towards corruption in making selections and/or choosing who to transact business with.

In an increasingly complex global business environment, it is crucial for us as a company to know exactly who our business partners are and the possible risks we may encounter by dealing with them, as the integrity of a business partner could have a huge impact on our Company's reputation.

The Company has licences to Thomson Reuters' World-Check One Risk Screening solution, a source of intelligence on heightened risk individuals and companies covering detailed aspects of Know Your Customer (KYC) and highlighting key risks relating to Money Laundering (ML), Terrorism, Sanctions and other Corruption and Ethical risks. This tool augments the Company's existing policies and procedures that identify and manage financial, regulatory and reputational risks associated with doing business with new business partners, suppliers and counterparties.

Anti-Corruption Initiative

To fully inculcate an ethical culture in the organization, new entrants into the Group are trained on the Company's Code of Business Conduct and Ethics and key governance policies and practices through a compliance on-boarding process.

Furthermore, there is an annual re-certification exercise for all Directors and employees of Oando PLC and its subsidiaries which involves a refresher course on the relevant policies and anti-corruption principles, with tests conducted online. Certificates of compliance are generated for all participants who pass the tests.

The Company also ensures that all employees in sensitive business units such as Strategic Supply Chain Management Legal, Finance and Human Capital Management are specifically trained on ways of dealing with the different ethical dilemmas that may arise in the execution of their duties.

Employees and business partners are periodically sensitized on ethical and compliance issues and the need to promote a culture of doing the right thing even when no one is watching.

Shareholder Rights and Related Party Governance

The Board recognises that the protection of shareholder rights is a fundamental element of good corporate governance and is committed to ensuring the equitable treatment of all shareholders. The Company ensures that shareholders are provided with timely, accurate and balanced information to enable informed decision-making and effective participation in the affairs of the Company. The Board maintains structures and processes that safeguard shareholders' rights, including the right to attend and vote at general meetings, receive relevant corporate information, and participate in major corporate decisions. No shareholder is accorded preferential access to information or treatment.

The Company maintains a framework for identifying, reviewing and approving related party transactions to ensure transparency, accountability and compliance with applicable regulatory requirements. During the year, related party transactions were conducted in the ordinary course of business, on normal commercial terms and on an arm's-length basis, in compliance with the requirements of CAMA 2020 and the NGX Listing Rules. Details of these transactions are disclosed in Note 42 to the Financial Statements.

As part of their professional and business engagements, certain Directors hold directorships in, or have interests in, entities that may transact with the Company. Appropriate governance processes are in place to identify, disclose and manage actual or potential conflicts of interest in accordance with applicable laws, regulations and Company policies.

As at 31 December 2025, the Company's shareholding structure included the following shareholders holding more than 5% of the issued share capital:

Shareholder	No of shares held	Percentage of Shareholding
Ocean and Oil Development Partner Limited	7,131,736,673	21.97
Equity Leaf Limited	1,968,452,614	17.15
Other Shareholders Nigeria and South Africa	-	31.96

The Board remains committed to upholding the rights of all shareholders and maintaining high standards of transparency, fairness and accountability in its engagement with shareholders and the management of related party relationships.

We Set Change in Motion

For generations, the Ogene has gathered communities, signaled important occasions, and inspired collective action across Igbo society. More than an instrument, it is a call to lead, act, and move forward together. Every new era begins with those who dare to sound the call.

This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria's story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria's diverse cultures and traditions.

Governance Report continued

Remuneration Report and Policy

The key objective of the Remuneration Policy is to ensure that competitive and fair rewards are linked to key deliverables and are also aligned with market practice and shareholders’ expectations.

The Corporate Governance, People and Nominations Committee ensures that Remuneration Policy and practices are designed to attract, retain, and motivate the Executive Directors and senior management. These practices also align the interests of the Executive Directors and Senior management group with those of shareholders, fostering a sustainable performance culture.

The key elements of direct compensation for the executive officers are Fixed Annual Remuneration (salary) and Variable Compensation. This mix of pay represents a belief that executive officers should have portions of their remuneration tied to both short and long-term organizational objectives. The Remuneration Policy has a claw back provision where the Company reserves the right to recover all unearned benefits or amounts that an executive may have received while in the employ of the Company. If the executive is on contractual notice or has exited the Company, the Clawback provision remains applicable.

Non-Executive Directors are remunerated by way of directors’ fees, sitting allowance and other benefits. The Company does not provide personal loans or credit to its Non-Executive Directors and does not provide stock options to its Non-Executive Directors unless approved by shareholders at a general meeting.

Details about the remuneration of Directors are contained in Note 42(xii) of the consolidated and separate financial statements on Page 246.

Directors' Remuneration Policy

1. Introduction

This report outlines the remuneration framework for Directors.

Remuneration Philosophy

The Company's remuneration practices are guided by the following core objectives:

- (a) To attract, retain, and motivate high-calibre individuals who possess the right combination of competencies, experience, skills, and networks necessary to drive sustainable growth.
- (b) To provide a total reward proposition that is both affordable and fair, incentivizing behaviours that enhance the Company’s long-term value while safeguarding the independence of decision-making.
- (c) To align outcomes with the Company’s risk appetite by fostering prudent risk-taking in all strategic and operational decisions.
- (d) To cultivate a culture of collective and individual performance that supports the Company’s strategic objectives.

Remuneration Principles

The Company is guided by the following principles in shaping its approach to Director remuneration:

- (i) Transparency: The remuneration framework must be clear and straightforward, ensuring stakeholders have access to adequate information in line with good corporate governance standards and established best practices.
- (ii) Competitiveness and Fairness: Remuneration should be appropriate and commensurate with the Directors’ level of commitment, qualifications, and responsibilities. To maintain competitiveness, the Company benchmarks compensation against similar organizations, taking into consideration factors such as size, business complexity, operational scope, and geographic footprint.
- (iii) Alignment with overall remuneration practices of the Company: The remuneration structure for Directors is aligned with the Company’s broader total reward philosophy for employees. This approach promotes fair and responsible compensation practices that reflect the Company’s corporate vision and ensure alignment with the interests of shareholders.



Our remuneration principles promote transparency, fairness and accountability, ensuring Board compensation supports effective governance and long-term shareholder value.

Governance Report continued

Remuneration Components

Executive Directors

Component	Key Features	Performance Linkage	Opportunity/Structure
Fixed Annual Remuneration	- Base salary reflecting role/value - Positioned at ≥50th percentile of market - Biennial reviews (annual inflation adjustments)	Individual competence/experience Company performance Market conditions	Median market positioning Exceptional cases may exceed 50th percentile Reviewed for responsibility changes
Short-Term Incentives (STI)	- Annual cash bonuses - Tied to pre-set targets - Deferred shares for high performance	Financial/non-financial KPIs Threshold-Stretch targets Board-approved metrics	Up to 100% salary cash 100-150% salary as deferred shares 3-year deferral period
Long-Term Incentives (LTIP)	- Stock options/Restricted shares - 3-year vesting period - Performance-based grants	3-year business objectives Sustainable value creation Share price growth	Face value: % of salary No awards below threshold Vesting requires employment continuity
Benefits-in-Kind	- Company car/cash equivalent - Family health/dental insurance - Life assurance - Club subscriptions	Not performance-linked	Market-competitive level Not significant % of total pay
Retirement Plan	- Defined contribution scheme - Compliant with Pension Reform Act	Not performance-linked	10% statutory FAR contribution + 4.2% additional FAR contribution
Perquisites	- Board-approved supplementary benefits	Role convenience needs	Case-by-case Board approval
Severance	Case-by-case Board approval	Predefined termination events	Terms in Severance Plan

Non-Executive Directors

The key components that form the remuneration packages of Non-Executive Directors are summarized below:

Component	Category	Component Description
Directors' Fees	Fixed	A fixed sum payable to Directors for the services rendered to the Board as Board members.
Sitting Allowances	Fixed	Amount payable to Directors for attending Board meetings and Board committee Meetings. These allowances are paid on the number of meetings attended by each Director.
Other Allowances	Fixed/Variable	This comprises of other allowances payable to Directors such as travel allowance, passage/ticket allowance.
Benefits	Variable	Non-monetary compensation given to Directors such as status car (plus car-related perks such as insurance), private medical insurance and professional membership subscription

Governance Report continued

Clawback Policy

The Company's Remuneration Policy includes a Clawback provision. Where a Director receives, directly or indirectly, remuneration exceeding the amount duly approved, or receives remuneration without obtaining the requisite prior approval of shareholders at a general meeting where such approval is required, the Director shall promptly reimburse the Company for the excess or improperly paid amount. Any such amount shall be deemed to be held by the Director in trust for the benefit of the Company until full reimbursement has been made.

For the financial year under review, the Company did not identify any excess, improper, or unauthorized remuneration paid to any Director, and accordingly, no Clawback action was required.

Implementation of the reviewed Remuneration Policy for Non-Executive Directors

Following the comprehensive review of the Non-Executive Directors' remuneration framework undertaken in 2024, the proposed revised structure was approved by shareholders and became effective during the 2025 financial year. The revised framework was designed to reflect the Company's expanded operational scope, increased governance complexity, and the heightened oversight demands associated with its enlarged asset base and operator responsibilities.

During the year under review, the Board through the Corporate Governance, People and Nominations Committee focused on ensuring that the implemented structure operated in a manner that:

- Appropriately reflects the scale and complexity of Board oversight responsibilities;
- Remains competitive within the listed energy sector and broader Nigerian capital market;
- Recognises the differentiated responsibilities of Committee Chairs and members;
- Preserves the independence of Non-Executive Directors; and
- Aligns with principles of transparency, proportionality, and long-term shareholder value.

The Board is satisfied that the current framework remains appropriate and consistent with prevailing governance standards. No additional structural adjustments were made during the reporting period. The Board will continue to review the framework periodically in line with its triennial review cycle and evolving regulatory, market, and strategic considerations.



A transparent, independent and market-aligned remuneration framework strengthens Board effectiveness and supports long-term shareholder value creation.

2025 Remuneration Structure

The Directors' Remuneration Policy was approved by shareholders at the 46th Annual General Meeting in August 2025, following the review conducted in 2024 in line with corporate governance best practice and in consideration of the Company's strategic transition to Operator of the Oando/NEPL Joint Venture and the expanded scale and complexity of its operations.

Accordingly, the approved remuneration structure became effective for the 2025 financial year and is currently in operation. Set out below is a summary of the Directors' Remuneration Policy as implemented.

Element	(USD)
Annual Directors' Fee	Chairman – \$400,000 NEDs – \$130,000
Committee Membership Fee	Committee Chair – \$3,000 per committee Committee Member – \$2,500 per committee
Sitting Allowance (per Board Meeting)	Main Board – \$750 per meeting Committee – \$500 per meeting
Travel Allowance	\$40,000
Holiday Travel Tickets	\$45,000 (monetized)
End-of-Year Allowance	\$20,000
Vehicle Allowance	Company-provided vehicle (amortized over 4 years)

The Board considers the proposed Remuneration Policy and Directors' remuneration to be fair, reasonable and aligned with the Company's governance objectives and market practice, and accordingly recommends that shareholders vote in favour of the relevant resolutions to approve the proposed Remuneration Policy and Directors' remuneration as set out above at this Annual General Meeting.

Statement of Compliance

The Company strives to maintain transparency, accountability, and sound corporate governance standards in all its operations. In 2025, Oando substantially complied with the core provisions of the Securities and Exchange Commission's Corporate Governance Guidelines, the NGX Listing Rules, and the Nigerian Code of Corporate Governance 2018. In instances where the statutory deadlines for filing financial statements could not be met, the Company duly notified the relevant regulatory authorities and the market, providing appropriate explanations for the delays.10.4 million naira was paid as penalty for late filing during the year.

Enterprise Risk Governance



In a year of heightened volatility and operational complexity, disciplined risk governance strengthened our resilience and enabled more proactive, informed decision-making across the Group.

In FY2025, the Group continued to mature its enterprise risk governance arrangements as it navigated a dynamic operating environment characterised by oil-price volatility, evolving industry economics, heightened regulatory scrutiny and the integration of the NAOC JV assets. The Board, through its Risk, Environment, Social and Governance (RESG) committee, maintained strategic oversight of enterprise-wide risks and ensured management actions remain aligned to the Group's objectives and risk appetite.

The current operating context meant that certain risk exposures, particularly liquidity, compliance, asset integrity and delivery pace, remained elevated in parts of the year, requiring continued executive focus and active mitigation.

The Group operated under the three lines model, which provided clearer delineation between risk ownership, independent monitoring, and assurance. Throughout the year, management embedded risk considerations into operations, budgeting cycles, and performance reviews, reinforcing the integration of risk thinking into decision-making. Post-acquisition, the Group increased the frequency and depth of risk reviews, particularly in relation to funding, regulatory compliance, production stability, and asset integrity. This step-up in governance was essential in maintaining agility and ensuring that responses to emerging risks were proactive rather than reactive.

During the year, Enterprise Risk Management and Control team supported the business and Board through quarterly enterprise risk reporting, targeted deep dives on priority risks (including asset integrity), and risk integration into strategy, capital and performance dialogues. The risk function also progressed enterprise initiatives to strengthen the ERM framework, evaluate enabling applications, and perform independent reviews of harmonised processes across legacy NAOC and Oando workflows, supporting integration and control consistency.

Engagement with management also focused on strengthening Oando's scenario planning capabilities, pushing for enhanced analysis of oil price trajectories, supply-demand shifts, security dynamics in the Niger Delta, and regulatory interventions.

2025 Operating and Risk Environment

The year unfolded against a backdrop of global and domestic pressures that shaped industry behaviour and influenced risk priorities across the sector.

The global oil market experienced pronounced volatility throughout 2025. Brent crude oil opened the year relatively strong at an average of \$75.81/bbl in Q1, buoyed by cautious optimism around global supply discipline. However, this momentum softened significantly as concerns intensified over sluggish economic recovery in China, the world's largest importer of crude. By Q2, crude prices averaged \$68.01/bbl, marking the lowest levels since 2021, driven by subdued industrial activity, rising inventories, and increased supply from non-OPEC+ producers including the U.S., Brazil, and Guyana.

Geopolitical tensions repeatedly influenced sentiment. Escalations in the Middle East, periodic disruptions in the Strait of Hormuz, and shifting U.S.- China tariff dynamics added layers of uncertainty, triggering episodic price spikes but failing to reverse the broader downward trend. By Q3, prices stabilised within a narrow range around \$68.97/bbl, reflecting the market's expectation of structural oversupply and cautious demand forecasts before softening further to an average of \$63.16/bbl in Q4.

Overall, global markets in 2025 were defined by constrained demand, rising cost pressures, and heightened sensitivity to geopolitical triggers, an environment that demanded disciplined planning, cost control, and operational flexibility.

Nigeria's oil and gas ecosystem faced a combination of macroeconomic, regulatory, and security challenges. Regulators adopted a firmer compliance posture, particularly around royalties, taxes, and statutory filings, with the Nigerian Upstream Petroleum Regulatory Commission (NUPRC) linking export permit approvals to outstanding royalty performance and issuing reminders for compliance.

Macroeconomic pressures, Foreign Exchange illiquidity, double-digit inflation, and elevated import costs, increased business costs. A sector-wide three-day PENGASSAN industrial action in late September 2025 highlighted growing labour sensitivities and underscored the need for strengthened employee and union relations.

Operationally, the Niger Delta remained highly dynamic. Recurrent pipeline vandalism, oil theft, illegal bunkering and community

Enterprise Risk Governance continued

disruptions affected industry-wide uptime, often requiring operators to adopt layered security and stakeholder engagement approaches to protect operational continuity.

Collectively, these conditions elevated the importance of:

- (i) disciplined liquidity management and predictable funding for JV operations
- (ii) production reliability and execution discipline under constrained capital,
- (iii) integrity assurance on mature infrastructure
- (iv) proactive regulatory and stakeholder engagement to protect licence to operate.

Against this backdrop, Oando’s risk environment was shaped not just by its own operational realities, but also by the broader structural and regulatory context within which the Nigerian industry operates.

Key Enterprise Risk Themes

Working Capital & Liquidity

Liquidity remained an important cross-cutting risk driver and area of management attention throughout 2025 as the Group balanced post-acquisition funding requirements with broader macroeconomic pressures. Working capital demands were influenced by JV cash call obligations, legacy vendor liabilities, regulatory payments, and the need to fund critical operational and integration activities. External conditions, including oil price softness and inflation-led cost escalations contributed to tighter financial flexibility.

Management executed a multi-layered liquidity strategy to ensure operational continuity. Key interventions included the upsizing of the Afreximbank RBL facility to \$375m, providing immediate support to JV cash calls and operational programmes. The Group also restructured major loan facilities (MTL, RBL, Ecobank), extending maturities to align with expected cash flows and reduce near-term pressure. Further, a comprehensive vendor liability validation was undertaken to prioritise and sequence payments, ensuring that resources were allocated to the most critical operational needs. Treasury was closely integrated with operations, enabling better visibility of funding peaks and the ability to optimise cash deployment.

Notwithstanding these actions, working capital shortfalls and financing gaps continued to affect operations, including the timeliness of daily OPEX and historical vendor liability payments, and remained subject to continued executive oversight into FY2026. Oando placed emphasis on capital injection milestones, receivables recovery, vendor payment plans and liability re-profiling to improve funding predictability

Business Sustainability

The Group’s production performance in 2025 reflected the interaction of timing variances in operational activity, security dynamics, and asset integrity considerations. While Oando Energy Resources Nigeria Limited’s (OERNL’s) legacy NAOC fields offer significant medium-term potential, the interplay between liquidity timing, security disruptions, and deferred maintenance resulted in production variances. Oil production was below plan in several months, and gas throughput was affected by pipeline access limitations.

To strengthen performance, management pursued a portfolio of initiatives including rigless well optimisation, selective workover programmes, evacuation route optimisation, and cost efficiency measures across supply chain and contracting processes. Operational sequencing was adjusted dynamically to prioritise value-accretive activities within available capital windows. The Group established processes to tighten contracting and logistics processes to reduce turnaround times and ensure equipment availability for critical operations.

Although the business operated under constrained conditions, outcomes through the latter half of 2025 indicated a stabilising trend and clearer visibility on volumes as integrity and security programmes advanced.

Joint Venture Partner & Stakeholder Management

JV alignment plays a pivotal role in ensuring operational stability and timely execution of work programmes, particularly as cash call timing and legacy liabilities introduced funding asymmetry and heightened sensitivity. In 2025, partners aligned around production priorities, but differences in cash call timing and the need to reconcile pre- and post-acquisition items introduced complexity.

The Group reinforced engagement with NEPL through structured reconciliations, transparent prioritisation of payment plans, and periodic technical and financial review sessions. Progress on debt restructuring and vendor validation helped strengthen partner confidence, while OERNL focused on aligning operational execution with jointly agreed work programmes. The JV environment improved over the year, with stronger understanding of priorities and improvements around decision-making.

Asset Integrity

Many of the NAOC legacy assets are mature fields that require targeted integrity management. Pipeline age, past repair methods that limit smart tool passage, deferred tank inspections, and Pressure Safety Valves (PSV) calibration constraints collectively increased operational and regulatory exposure.

A phased integrity programme was launched encompassing smart-ball inspections, cathodic protection reinstatement, tank inspection scheduling, and plans to retrofit isolation valves for PSV. Surveillance contracts using drones and ground assets were deployed to improve real-time monitoring, while inspection sequencing was structured to minimise operational disruption.

While we continue to note residual exposure from JV underfunding that can hinder maintenance execution and prolong integrity backlogs, these interventions continue to support the reduction of the risk profile across key assets and plans to deliver progressive reliability improvements.

Macroeconomic Risk

Oil price volatility and uncertain supply-demand balances remained a key external risk driver in 2025, affecting planning assumptions, investment pacing and cash-flow visibility. The global environment in 2025 reflected inventory builds, evolving OPEC+ supply strategies, and uneven demand from China and Europe. Domestic inflation, Foreign Exchange scarcity, and cost inflation presented additional challenges for operators requiring import-dependent materials.

The Group used hedging on eligible volumes, pursued cost optimisation, strengthened local sourcing strategies, and applied scenario-based planning to budget sensitivity. These provided some support for the business against price swings and volatility.

The 2025 operating climate reinforces the need for prudent downside planning, disciplined cost control and funding resilience particularly given the Group’s objective to protect cash flow through production reliability, capital discipline and a continued focus on cost discipline and local supply chain strengthening which will help maintain margin resilience.

Regulatory & Compliance

Oando continues to operate across multiple jurisdictions that expose the group to potential impacts from legislative and regulatory changes. The regulatory environment tightened further in 2025 as Nigerian upstream regulators continued to reinforce compliance discipline around royalty remittances, export approvals, statutory filings, and tax obligations. For the Group, this tightening was most

Enterprise Risk Governance continued

visible in the heightened focus on legacy royalty arrears and the stronger regulatory links between compliance status and operational approvals, including the signal effect of an export permit rejection associated with arrears.

2025 was anchored on structured engagement, risk-based prioritisation of payments, and strengthened governance oversight. Engagement with the NUPRC and FIRS was maintained through roadmap-based discussions aimed at sequencing obligations in a manner consistent with liquidity realities, while the Governance and Compliance team continued to strengthen the discipline around filings, disclosures, and regulator communications. The Group also continued embedding compliance expectations into broader stakeholder management efforts, including strengthening host community governance structures where required.

This is occurring in a broader environment where regulators are also modernising upstream controls such as the NUPRC’s Advance Cargo Declaration framework to strengthen transparency, traceability, and governance across crude exports and reduce leakages in the value chain.

At the end of FY2025, outstanding regulatory obligations meant some residual compliance exposure remained. Management continues structured engagement with regulators and is implementing remediation plans, however, applicable regulations may give rise to actions, with potential implications for approvals and regulatory relationships if arrears persist.

Niger Delta / Security

Security conditions in the Niger Delta remained a defining operating risk in FY2025, particularly across land and swamp terrains where the threat profile includes sabotage, illegal bunkering, organised criminal activity and periodic community disruptions. These dynamics can trigger shut-ins and production deferments; in late-life fields, repeated disruptions can also accelerate performance deterioration over time.

Management sustained a layered mitigation approach combining strengthened collaboration with government security agencies, enhanced surveillance/monitoring, operational flexibility and structured community engagement. This contributed to measurable improvement signals by Q4, including a reported 69.7% reduction in oil theft-related incidents.

Residual risk remains, given the evolving threat environment and the sustainability considerations associated with maintaining an effective security posture at scale. Enterprise Risk Management function will continue to monitor security Key Risk Indicators (KRIs) alongside uptime, deferment and incident trends.

Reputational Risk

During FY2025, reputational sensitivity remained elevated because liquidity constraints and legacy obligations can translate into perceived execution risk across key stakeholder groups, particularly lenders, creditors, regulators, host communities, and the broader public.

From a credit stakeholder perspective, the key reputational concern is that delays in meeting critical obligations could constrain financing flexibility or lead to adverse perceptions in counterparties’ credit classification and provisioning decisions for example, if facilities are viewed as higher risk by lenders. Management mitigated these sensitivities through structured engagement with lenders and regulators, strengthened disclosure discipline where appropriate, and proactive community and stakeholder communications, aimed at maintaining confidence while execution and remediation actions progressed

Closely linked to this is the regulatory-facing dimension, increased regulator scrutiny associated with significant royalty and tax balances can amplify broader stakeholder attention and elevate narrative risk even when operational fundamentals are improving. This occurs within a Nigerian financial system context where prudential tightening such as the Central Bank of Nigeria’s measures around regulatory

forbearance and single-obligor limit discipline can increase the sensitivity of banks and markets to credit and compliance signals.

At the community interface, reputational risk is also influenced by the Company’s ability to meet expectations around local content, employment, and social investment where dissatisfaction can become an operational risk through disruptions. Management continued to strengthen the governance of host-community engagement structures, including the incorporation of Host Community Development Trusts and onboarding of trustees/secretariat arrangements, to support more structured and transparent engagement.

2025 reinforced that sector-wide disruptions can quickly become sentiment events. The PENGASSAN strike demonstrated the potential for labour actions to affect oil and gas operations and public confidence, underscoring the importance of proactive stakeholder engagement and robust continuity planning.

Transition & Integration Risk

FY2025 remained an active integration period as the Group stabilised operations post-acquisition while strengthening systems, controls and organisational alignment required to realise value. Integration risk was managed across three core areas: systems & data transition, vendor & control stabilisation, and people & operating model alignment.

On systems and data, SAP continuity was supported early in the year through transitional arrangements while full implementation remained liquidity dependent.

By Q2/Q3, management concluded full SAP implementation and progressed stabilisation work on data completeness/accuracy and embedded control discipline. In parallel, management pursued pragmatic access strategies for key Exploration & Production (E&P) applications to protect operational continuity pending full licence settlement.

On vendor controls, internal audit-led verification continued to strengthen assurance over payables validity and contract completeness, with targeted payments made to critical vendors post-validation, while residual settlement needs remained subject to cashflow planning and availability.

Residual integration exposure remained linked to outstanding funding for certain IT infrastructure services, the timing of E&P application licence payments, and the potential for operational disruption from third-party contractor actions where payment delays persist.

2026 priorities further align integration with the transformation agenda, including risk function led process harmonisation and strengthened cyber resilience.

Politically exposed persons (PEP) and Related Party Risk

Given the profile of sector stakeholders, risks associated with politically exposed persons, and related-party interactions remain top considerations.

Mitigation is anchored on a governance-first control framework, including Board-approved policies, enhanced due diligence and central oversight by governance & compliance teams, alongside requirements for transparent engagement with government ministries, departments and agencies. Controls also include related-party transaction approval, disclosure protocols, and conflict-of-interest declarations where applicable

Management also maintains monitoring and escalation mechanisms, including prompt responses to negative media narratives where required.

Residual exposure is primarily linked to heightened sector scrutiny; however, governance objectives continue to focus on reinforcing continued strong compliance outcomes and avoiding policy breaches

Human Capital Management Report



Our people are the foundation of our success, and by investing in talent, leadership and a unified culture, we are building a stronger organisation for sustainable long-term growth.

Human Capital Management Report

The HCM team’s focus in 2025 was to provide strategic leadership, skills and competency development to support the organization in achieving its 2025 goals and beyond. The emphasis was on developing and executing thoughtfully designed programs in partnership with renowned training providers and SMEs to ensure employees were well equipped to move the organization forward. The team also continued to strengthen our pipeline of homegrown talent in the energy industry by conducting and concluding the search for our 2026 graduate trainee program.

Given that 2025 was our first full year post-acquisition, a significant portion of HCM’s work centered on workforce integration and cultural alignment. The team implemented deliberate efforts to harmonize HR processes and policies across the expanded organization, including conducting sensitization sessions, structured communication rollouts, and targeted trainings to ensure newly integrated employees fully understood Oando’s systems, culture, and performance expectations.

Staff Equity Participation Scheme

As at 31st December 2025 a total of 6,733,228 shares are held under the Scheme for the benefit of 62 Eligible Employees.

No additional units of Shares were offered to employees under the Stock Option Plan during the period.

A major component of this integration effort was the KPMG-supported project to update, consolidate, and standardize all HR processes and policies, ensuring they reflected best practice and aligned with the needs of the unified workforce. Additionally, the redesign of the Employee Value Proposition (EVP) served as a key integration initiative, incorporating the insights gathered from employee surveys and nine (9) focus group sessions to ensure the revised EVP embodied both current realities and the shared culture of Oando.

These combined integration efforts strengthened cohesion, reduced process fragmentation, improved clarity, and enhanced employee confidence in the HR systems that support their day-to-day experience.

Talent and Performance Management

The team strongly believes that talent management and development play a critical role in empowering the organization to achieve its strategic goals. As such, we focused on providing employees with various growth and development opportunities to promote engagement, retention, and improved organizational performance.

In 2025, a total of fifty-one (51) employees were promoted, fifteen (15) of whom moved from senior staff to management-level roles. This achievement strengthened employee morale and reinforced the organization’s commitment to growth and development.

The company also conducted the bi-annual performance management exercise, with goals aligned to the 2025 Corporate Objectives. Mid-cycle reviews were fully institutionalized, while performance evaluations and 360-degree feedback were completed at the end of each review period (H1 2025 and H2 2025) to support alignment and accountability.

In December 2025, we introduced the concept of Potential Assessment, preparing employees for its full implementation in the 2026 Talent Review cycle.

The team also launched several strategic initiatives, including:

- Oando Leadership Development Program (OLDP) – the flagship leadership development program designed around Oando’s leadership competencies. It featured two tracks: Aspire (middle management) and Ascend (senior management). A total of 96 employees successfully completed the program.
- Mentor Development Program (MDP) – designed to strengthen mentoring capability across the leadership cadre through tools, frameworks, and practical techniques.
- Job Analysis/Description Development Program – equipping employees with skills to conduct job analysis and develop accurate job descriptions.
- Advanced HRBP Training Program – enhancing HCM team members’ understanding of the HR Business Partnering model and strengthening their technical and strategic capabilities.

Human Capital Management Report continued

The team also advanced policy development and harmonization work, engaging KPMG to align our performance management process and policies with industry standards.

Overall, 2025 was a successful year for Talent and Performance Management, and the team is well positioned to deliver even more meaningful impact in 2026.

Learning and Development

Oando continues to demonstrate its commitment to being a learning organization. To ensure employees had flexible access to capability-building opportunities, the HCM team deployed a blended learning model consisting of physical, virtual, and self-paced programmes.

Over 150 unique technical and business-essential courses were delivered in 2025, resulting in more than 23,000 learning hours. In addition to leveraging the LinkedIn Learning platform introduced in 2024, new platforms such as IHRDC, AIHR, and edX were adopted to deliver more targeted learning solutions.

Beyond structured learning, the organization strengthened capability development by promoting on-the-job learning through stretch assignments and cross-functional/ad-hoc project groups targeted at delivering specific organizational priorities.

Talent Acquisition and Attrition Management

As an equal opportunity employer, our recruitment process remains competency-based, focused on assessing candidates’ skills, experience and alignment with role requirements.

In 2025, the company had a gender distribution of 74% male and 26% female across all full-time employee cadres with an average age of approximately 48 years.

The team also facilitated the recruitment of fifty-seven (57) full-time employees, leveraging our applicant tracking system (Breezy HR) and LinkedIn Recruiter to increase the visibility of vacancies and attract high-calibre talent. The gender distribution among the new hires was 26% female and 74% male, with an average age of approximately 40 years. The organization recorded an attrition rate of 4% and closed the year with an employee count of 1001.

The team also commenced the recruitment for the Oando Graduate Accelerated Programme (OGAP) in March 2025. Following a highly competitive selection process, 59 candidates received offers to join the rigorous 18-month programme commencing in January 2026. The gender distribution among the OGAP trainees was 29% female and 71% male, with an average age of approximately 24 years.

Remuneration, Benefits and Employee Welfare

In 2025, the team continued to deliver best-practice remuneration and benefits services to ensure employees maintain a high quality of life and competitive standard of living.

A group-wide cost-of-living adjustment was implemented to preserve employees’ purchasing power amid inflationary pressures and other economic indicators.

The team also rolled out Phase 1 of the Integrated Health Benefits Plan, providing a hybrid model comprising HMO services and hospital retainership across the organization. Employees had access to three international and two local HMOs, alongside diverse retainer hospital options. The team also concluded the harmonization of most benefits following the acquisition and the establishment of OERNL, resulting in a more streamlined and accessible benefits management process.

To ensure executive compensation remained competitive and equitable, the team executed the Executive Remuneration Survey.

Additionally, the team partnered with KPMG to revamp the Employee Value Proposition (EVP) through employee surveys and focus groups aimed at understanding evolving employee needs and embedding Oando’s culture and DNA into the refreshed proposition.

These initiatives collectively strengthened employee engagement, morale, and retention throughout the year.

Sustainability & ESG Report

Oando PLC recognizes sustainability as fundamental to long-term value creation and corporate resilience. Our approach is anchored in the principle of meeting present needs without compromising the ability of future generations to meet their own. Sustainability is embedded into our corporate strategy, capital allocation decisions, operational processes, and governance oversight structures.

Following the consolidation of our operatorship status in 2025 and the continued significant expansion of our upstream asset portfolio, sustainability considerations have become even more integral to both strategic and operational decision-making. The scale and complexity of our expanded asset base necessitate enhanced environmental stewardship, stronger governance controls, and more robust stakeholder engagement.

Our sustainability framework aligns with:

- The United Nations 2030 Agenda for Sustainable Development
- The Ten Principles of the United Nations Global Compact
- The Global Reporting Initiative (GRI) Standards
- Applicable Nigerian regulatory frameworks and sector-specific compliance obligations.

Oando’s Sustainability Policy articulates and affirms our philosophy and commitment to sustainability, ensuring that Oando continues to adopt and implement responsible policies, practices and strategies, and incorporate sustainability performance alongside other key performance indicators of the Company.

Oando’s material issues in the year under review continue to be shaped by stakeholder concerns, our commitment to the SDGs, matters important to the success of our business, and issues of global and national importance.

Oando commenced sustainability reporting in 2013, a practice it has prioritized and sustained, to measure and report on our ESG performance and impacts and to manage key ESG risks and issues more effectively. Through this process, we are able to more adequately identify and reduce risks, seize new opportunities, and take action towards remaining a responsible and purposeful organisation. Oando issues its annual sustainability reports in accordance with the Global Reporting Initiative Standards, with clear alignment to the Sustainable Development Goals.

Human Capital Management Report continued

Governance of Sustainability

Sustainability oversight resides at Board level. The Board provides strategic direction on Environmental, Social, and Governance (ESG) priorities, risk appetite, and performance oversight, while Management is responsible for operational execution. The Governance and Compliance Office support the Board and Management by:

- Monitoring regulatory developments and ESG compliance obligations
- Tracking sustainability performance metrics
- Reviewing governance policies for alignment with evolving best practice
- Overseeing ethics, anti-corruption, and whistleblowing mechanisms

The Company continues to strengthen integration between sustainability performance indicators and broader enterprise risk management processes, ensuring ESG risks are assessed, monitored, and escalated appropriately.

Capitals Framework and Long-Term Value Creation

Oando's sustainability model recognises five interdependent capitals that drive long-term resilience:

- Natural Capital- Responsible stewardship of environmental resources, biodiversity protection, emissions management, and safe operations.
- Human Capital- Investment in employee health, safety, professional development, leadership capability, and organisational culture.
- Social Capital- Sustained engagement with host communities, regulators, suppliers, and strategic partners to foster trust and shared value.
- Manufactured Capital- Efficient management and optimisation of infrastructure, production assets, and operational systems.
- Financial Capital- Disciplined capital allocation, prudent financial management, and sustainable returns to shareholders.

Through these integrated capitals approaches, sustainability performance is considered alongside financial and operational Key Performance Indicators.

Environmental Stewardship and Energy Transition

As Operator of an expanded upstream portfolio, environmental performance remains a priority. Our focus areas include:

- Asset integrity and spill prevention
- Emissions management and operational efficiency
- Regulatory compliance across environmental permits and reporting obligations
- Integration of sustainability considerations into project planning and asset development

The Company continues to assess climate-related risks within its risk management framework, including transition risks, regulatory developments, and evolving stakeholder expectations.

Strengthening Governance and Sustainable Development Through Multilateral Engagements

Oando PLC actively engages with international and national institutions to advance governance reform, sustainable development, and the energy transition across the continent. These engagements demonstrate the Company's commitment to promoting transparency, ethical business practices, and equitable participation in Africa's evolving energy landscape.

• African Export-Import Bank (Afreximbank)

Oando was fully represented and participated in the 2025 Afreximbank Compliance Forum. Our Chief Compliance Officer & Company Secretary, Folasade Ibidapo-Obe, featured as a panelist in the session titled "The Role of Compliance in the Promotion of Intra- and Extra-African Trade," while our Governance Manager, Funmi Oguntoye, spoke as a panelist on "From De-risking to Re-risking: Why Africa Needs to Be Connected to the World."

• Chartered Institute of Directors

At the 2025 Annual Directors Conference of the Chartered Institute of Directors, our Executive Director, Corporate Services, Ms. Ayotola Jagun, participated as a panelist, sharing insights on strengthening partnerships and collaboration across institutions and sectors. She highlighted the pivotal role of cross-sectoral cooperation in advancing robust governance, promoting sustainable business practices, and driving national economic development.

These engagements reflect Oando's positioning at the intersection of energy transition, governance reform, and sustainable development. They also signal the Company's commitment to ensuring that Africa's participation in the global energy shift is equitable, corruption-resilient, and aligned with long-term economic transformation.

The Company continues to integrate sustainability considerations into its business strategy and operations. A comprehensive Sustainability Report for the year ended 31 December 2025 is currently being finalised and will be published separately on the Company's website. The Sustainability Report will provide detailed information on the Company's environmental, social and governance performance, targets, risks, opportunities and governance arrangements.



Strong governance extends beyond our business, driving collaboration, transparency and responsible leadership that support Africa's sustainable development and energy transition.

Environment, Health, and Safety Report



Responsible operations are built on rigorous environmental stewardship, uncompromising safety standards and disciplined risk management, creating lasting value for our people, our communities and our stakeholders.

2027–2028

Independent external verification of GHG emissions scheduled to enhance transparency and reporting credibility.

GHG Protocol

Greenhouse gas emissions measured in accordance with the internationally recognised GHG Protocol.

IPCC 2006 Tier 1

Emissions quantified using internationally accepted IPCC 2006 Tier 1 methodology.

Waste Reduction & Recycling

Structured waste management programme promoting reduction, reuse, recycling and regulatory compliance.

In 2025, Oando Energy Resources Nigeria Limited (OERNL) maintained an integrated approach to managing its environmental, health, safety, and security (EHSS) responsibilities across all areas of operation. This approach is anchored in the Company's commitment to regulatory compliance, risk management, and sustainable development, and is implemented through established management systems, policies, and operational controls.

Oversight of environmental protection, workforce health and safety, and asset security is coordinated through the EHS and Security functions, ensuring alignment with applicable regulatory requirements and internal standards. During the reporting period, the Company continued to implement structured programmes aimed at minimizing environmental impacts, safeguarding personnel, and protecting operational assets.

As part of its governance and continuous improvement processes, monthly EHS performance meetings were held to review key environmental and health indicators, address critical health-related risks, and track the implementation of corrective and preventive actions. In addition, measures were implemented to ensure the medical fitness and wellbeing of personnel, including fitness-to-work assessments and ongoing occupational health monitoring across operational locations.

The Company's management approach in 2025 covered a broad range of operational areas, including greenhouse gas (GHG) management, fugitive emissions control, waste management, oil spill preparedness and response, contaminated land remediation, environmental impact assessments (EIA), environmental evaluation studies (EES), environmental monitoring, and security risk management.

These efforts support OERNL's commitment to responsible operations, effective risk management, and the creation of long-term value for stakeholders.

GHG emissions were rigorously tracked using the GHG Protocol and IPCC 2006 Tier 1 methodologies, with external verification scheduled for 2027-2028 to ensure transparency and credibility. Expanded Leak Detection and Repair (LDAR) campaigns, particularly at critical facilities, strengthened detection and mitigation of methane and other volatile organic

Environment, Health, and Safety Report continued

compound (VOC) emissions, supporting both operational efficiency and our climate commitments.

Waste Management remains a key component of our environmental stewardship. OERNL implements structured waste management practices aimed at minimizing waste generation, promoting segregation at source, and ensuring the safe handling, treatment, and disposal of both hazardous and non-hazardous wastes generated from operations. In line with regulatory requirements and industry best practices, waste streams are carefully monitored and managed through approved waste contractors and treatment facilities. Efforts are also directed toward waste reduction, reuse, and recycling initiatives to minimize the environmental footprint of our operations. These measures support responsible resource use, protect the environment, and reinforce the OERNL's commitment to sustainable and compliant operations. Training programs, and contractor engagement were key activities in 2025 ensuring adherence to statutory and corporate environmental standards.

Oil Spill Management remained a central focus, supported by preventive measures, enhanced surveillance, rapid response, and remediation strategies implemented across terminals and operational sites to reduce the environmental consequences of potential spill incidents. Recognizing that a significant proportion of spill events are linked to third-party interference, the Company strengthened its security framework, including improved monitoring, stakeholder engagement, and coordinated response mechanisms, to safeguard assets, personnel, and the environment.

Environmental Impact Assessments (EIA) for new projects were conducted under regulatory oversight to ensure that potential environmental and social impacts are identified early and effectively mitigated. In addition, Environmental Evaluation Studies (EES) were carried out to assess the impacts associated with ongoing operations and projects. These studies provide a systematic review of environmental conditions, regulatory requirements, and potential risks, ensuring that operations are conducted in an environmentally responsible manner.

Environmental Compliance Monitoring programmes were implemented across all operational sites. These initiatives included comprehensive monitoring of air quality, meteorological conditions, rainwater, stormwater, oily wastewater, and noise levels, supported by regulatory oversight and the issuance of Certificates of Sampling for the respective facilities.

Collectively, these initiatives reflect OERNL's unwavering commitment to sustainable operations, environmental protection, and community responsibility. Oando's activities in 2025 underscore a proactive and integrated approach to managing environmental risks, accounting for emissions, rehabilitating impacted areas, and ensuring that all operations are conducted in a manner that is safe, responsible, and aligned with our long-term sustainability objectives.

Emissions

As the operator of the NNPC/Oando Energy Resources Nigeria Limited (OERNL) Joint Venture since August 2024, Oando is dedicated to managing emissions across our Oil Mining Leases (OMLs 60-63) in Nigeria's Niger Delta, aligning with the Environmental Guidelines and Standards for the Petroleum Industry in Nigeria (EGASPIN 2018) and GRI 305 standards. Our revised 2024 Environmental, Health, and Safety (EHS) Management system, and Waste Management Policies and other operational procedures guide our efforts to minimize environmental and social impacts, support community health, and advance sustainability goals.

In 2025, we recorded 3,409,510.47 metric tons of CO2 equivalent (tCO2eq), covering CO2, CH4, and N2O accounting for scope 1 emissions from flaring gas, fuel combustion, fugitives, and venting (24.89 tCO2eq/ MMScf normalized) of gas produced, calculated using the GHG Protocol Corporate Standard and IPCC 2006 Tier 1 methodology. Scope 3 emissions from business relationships including upstream transport, mobile combustion including diesel and gasoline marine vessels, trucks, cars, buses and helicopters totaled 6,044.93 tCO2eq (0.04 tCO2eq/ MMScf normalized). 2025 Emission Intensity for Scope 1 & 3 was 100 tCo2e/Kboe with respect to Total Production Gas+Oil (boe) of 34,030,178. This emission value highlights an opportunity to strengthen gas recovery, utilization, and flare reduction initiatives to support our overall emissions reduction and operational efficiency objectives.

No biogenic CO2 or ozone-depleting substances were recorded. A roadmap to include Scope 2 emissions by 2026 is in progress.

Effectiveness Tracking: Emissions are tracked through established GHG accounting processes covering Scope1 and scope 3 emission in accordance with the GHG Protocol and IPCC 2006 Tier 1 emission methodology. External audit and verification of OERNL GHG data are planned for 2027-2028 reporting period to further strengthen transparency and data integrity. Compared to 2024, GHG emissions recorded in 2025 showed an increase, primarily due to changes in operational activities, operational upsets and third-party interferences on the facilities which resulted in higher flaring volumes and increased fuel gas consumption. Despite this increase, OERNL remains committed to reducing its carbon footprint and continues to implement targeted emission reduction initiatives, including enhanced energy efficiency measures as shown in Table 1, strengthened operational controls and expanded Leak Detection and Repair (LDAR) programmes to improve overall environmental performance.



We are committed to reducing the carbon intensity of our operations by improving efficiency, reducing flaring and embedding disciplined emissions management across our business.

Environment, Health, and Safety Report continued

Table 1: OERNL JV Gas Projects

S/NO	Project Name and Description	Gas Recovery Objective	Target End Date	Work Status
1	Akri Gas Recovery (18km Akri-Kwale Gas Line)	5-10 MMscfd	Project Completed	Completed, handed over to operations
2	Idu MP Compressor	10 MMscfd	Project Completed	Completed, handed over to operations
3	Ogbainbiri Manifold Extension	5 MMscfd	Project Completed	Completed, handed over to operations.
4	Kwale Flare Down: To install ATM and LP Compression systems to recover ATM and LP gas from the oil processing train for injection into	20 MMscfd 5.0 - 7.5MMscfd	Q4 – 2026	- Project overall completion of 87.32% - Construction progress: 73%. - Procurement progress: 97%. - Air cooler and transformer installation ongoing the gas network - Scope expanded to include More-flow, More pressure activity plan - Off-site piping fabrication for more-flow, more pressure scope now at 71%. - Remobilization to site for project completion awaits finalization of outstanding payments and closure of contractor's unsettled obligations to community and subcontractors. - Realization of flare reduction of about 5.5MMscfd at project completion.
5	Oshie Flare Down To install ATM, LP up to HP Compression facilities to recover flare gas Oshie Flare site is now part of NUPRC flare site with their preferred bidder as Infill Petroleum Ltd (Infill)	11-17 MMscfd 0.0 - 2.5MMscfd	Q3 2025 To be determined by NUPRC & Infill	- NUPRC's Cease and Desist letter received for Oshie Flare down Project. - Non-Disclosure Agreement, KOM, Flare volumes, joint site visit concluded with NUPRC's preferred bidder (Infill). - Connection agreements negotiation currently being held down by Infill. - Concept selection and definition studies completed. FID process ongoing. - Ongoing engagement with regulators for concept support - To be defined in line with NUPRC's NGFCP 2024 program
6	Obama Flare Down LP and MP Compression Units and ~33km x 6" Pipeline (Obama – Kolo Creek) Obama is earmarked for 3rd party commercialization with Alphaden	5-10 MMscfd 1.0 - 2.5MMscfd	Q3 2025	- Concept selection completed. Concept definition studies about to commence. - FID process ongoing. - Pre-FID Engineering budget - Ongoing engagement with regulators for concept support 3rd Party engagement with interested off takers on going as that will be more economical when compared to installation of gas handling facilities due to the stranded nature of the area
7	Ogbainbiri Flare Down Revamp of the ATM Compressor Ogbainbiri Flare site is now part of NUPRC flare site with their preferred bidder as Kansa Trading & Logistic Ltd	1-5 MMscfd 0.0 - 2.5MMscfd	Q4 2024 To be determined by NUPRC & Kansa	- NUPRC's Cease and Desist letter received for Ogbainbiri Flare down Project. - Non-Disclosure Agreement, KOM, Flare volumes, joint site visit concluded with NUPRC's preferred bidder (Kansa). - Connection agreements negotiation currently being held down by Kansa. - Concept selection completed. Concept definition studies ongoing. FID ongoing. - Concept Selection and definition study cost approved. - Ongoing engagement with regulators for concept support - To be defined in line with NUPRC's NGFCP 2024 program

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continued

S/NO	Project Name and Description	Gas Recovery Objective	Target End Date	Work Status
8	OB/OB Flare Down ATM + LP Gathering and Compression Facilities Current Status: Evaluating 3rd party alternative proposals (Carbon Ai and Inowatti) and Rental Compressors in accordance with NEPL's approval.	5 ~11 MMscfd	Q4 2026	3rd Party engagement with interested off takers on going and to be concluded before exploiting possibility of activating the rental compression option. - Concept selection and definition studies completed. FID process ongoing. - Concept Selection and definition study cost approved - FEED Completed - NEPL strategy approval received - Progress and conclude 3rd party engagements with CarbonAi and Inowatti - Based on the outcome of the 3rd party engagement, progress or otherwise with tendering for the rental compressor.
9	Akri Flare Down To install ATM, LP and MP Compression & Evacuation facilities to recover flare gas Akri Flare site is now part of NUPRC flare site with their preferred bidder as Seal Energy & Investment Ltd	0.75 - 2.1MMscfd	Q4 2024 To be determined by NUPRC & Seal	- NUPRC's Cease and Desist letter received for Akri Flare down Project. - Non-Disclosure Agreement, KOM, Flare volumes, joint site visit and Negotiation and signing of connection agreements completed between OERNL JV & Seal Energy completed. - Negotiation and signing of connection agreements completed. - Seal Energy is currently pursuing acquisition or leasing of land within proximity to Akri Flow Station for Akri flare gas commercialization project. - Concept selection and definition studies completed. FID process ongoing.
10	Tebidaba, Idu and Ebocha FS Gas Compression and Evacuation systems to recover flare gas into the Network. Upgrade of Utilities Tebidaba Flare site is now part of NUPRC flare site with their preferred bidder as Alphaden Energy and Oilfield Ltd Idu and Ebocha FS are part of OERNL flare program - as applicable in OBOB above	8-12 MMscfd	Q3 2024	- NUPRC's Cease and Desist letter received for Tebidaba Flare down Project. - Non-Disclosure Agreement, KOM, and Flare volumes concluded with NUPRC's preferred bidder (Alphaden). - Alphaden declined participation, citing low flare gas flowrate, which will not be commensurable with their intended investment. - Concept selection completed for Tebidaba, Idu and Ebocha - Concept definition completed for Idu and Ebocha; ongoing for Tebidaba - FID process ongoing. - Tebidaba - Alphaden Energy and Oilfield Ltd seemly not comfortable with the flare volume (0.30-0.70MMscfd) - For Idu (0-6MMscfd) and Ebocha (0.75-5.5MMscfd) - FEED Completed NEPL strategy approval received, Progress and conclude 3rd party engagements with CarbonAi and Inowatti and Based on the outcome of the 3rd party engagement, progress or otherwise with tendering for the rental compressor.

Environment, Health, and Safety Report

continued



OERNL Trained Personnel using the OGI Camera for Fugitive Emission Survey

Fugitive Emissions Surveys: Carried Leak Detection and Repair (LDAR) campaigns at **Brass Oil Terminal and Kwale Gas Plant** using Optical Gas Imaging technique. The surveys enabled the identification and mitigating of fugitive emissions, particularly methane leaks, from operational equipment. This initiative supports improved operational efficiency, strengthens regulatory compliance, and advances our sustainability commitments by reducing greenhouse gas emissions and enhancing overall environmental performance and operational safety.

Policies and Commitments: Our 2025 EHS Policy drives Scope 1 and Scope 3 emissions management through measurable targets and best practices, such as flare optimization and cleaner technologies. During the reporting period, the Company sustained a strong compliance record, with zero fines, penalties, or regulatory sanctions for environmental non-compliance, demonstrating continued adherence to statutory obligations and voluntary commitments, including alignment with GRI 307 (Environmental Compliance). This performance reflects the effectiveness of the Company's systems-based approach to identifying, managing, and monitoring environmental risks across its operations.

Other Initiatives

Oando continued to advance its sustainable development strategy through a structured and collaborative approach with its Joint Venture partner, NNPC Exploration and Production Limited (NEPL), across the OML 60–63 assets. This approach reflects the Company's commitment to integrating sustainability into its operations and decision-making processes. Table 2 outlines Oando's strategic sustainability priorities and objectives for the Joint Venture operations within OMLs 60–63.

Table 2: Oando's EHSSQ ESG Targets

S/No	Oando's Sustainable Development Goal	Target Date
1	Conclude two (2) Environmental Studies	2025
2	Reduce Gas Flaring by 4.5%	2025
3	Close out 40% of Spill Sites	2025
4	Achieve 100% disposal and 65% Segregation of Non-Hazardous Waste	2025
5	Complete 10% remediation of previously cleaned oil spill sites	2025
6	Institute a Flood Plan to Tackle Perennial Flooding	2025
7	Achieve 100% disposal and 5% recovery of Hazardous Operational Wastes	2025
8	5 years mangrove restoration plan, targeting 17 hectares of previous impacted sites by oil bunkering as a CSR	2029
9	Achieve 15% reduction of Net Carbon Intensity of energy products sold	2030
10	Achieve 25% reduction of Net GHG lifecycle emissions	2030

Table 2 presents Oando's ESG ambitions, reflecting the Company's commitment to strengthening environmental compliance, improving operational performance, and advancing its long-term climate and sustainability objectives across its Joint Venture operations.

In 2025, the Company made significant progress in delivering on its short-term sustainability targets. In line with its commitment to environmental compliance, Oando successfully concluded two (2) Environmental Evaluation Studies (EES) for Samabri Cluster 2 and Ebocha Oil Centre. In addition, three Environmental Impact Assessment (EIA) approvals were obtained from the Nigerian Upstream Petroleum Regulatory Commission (NUPRC) for dredging activities across key operational locations. These milestones further reinforce compliance with regulatory requirements and ensure that all project activities are executed in line with approved Environmental Management Plans (EMPs). Environmental compliance is further reinforced through the implementation of comprehensive Environmental Monitoring Programmes across all operational sites. These programmes include routine monitoring of air quality, meteorological conditions, rainwater, stormwater, oily wastewater, soil, groundwater, and noise levels, supported by regulatory oversight and the issuance of Certificates of Sampling for operational facilities. These monitoring activities provide assurance that emissions, discharges, and operational activities remain within permissible limits and do not adversely impact the environment or surrounding communities.

Performance in spill management exceeded expectations during the year. The Company recorded a 61.8% reduction in spill incidents and achieved a 70.5% reduction in estimated spill volumes, significantly lowering environmental risk. In terms of target delivery, 61.8% of spill sites were closed out within the year, surpassing the 40% target set for 2025. This performance reflects improved response capability, enhanced surveillance, and more effective coordination of clean-up activities, supported by the completion of Post Clean-up

Environment, Health, and Safety Report continued

Inspections (PCI) to verify remediation outcomes.

In the area of waste management, Oando sustained strong performance, achieving 100% disposal of hazardous operational waste in accordance with applicable environmental guidelines and standards. Non-hazardous waste management also remained robust, with continued implementation of waste segregation and responsible disposal practices across operational locations, in line with the Company’s targets.

The Company also maintained progress in strengthening its environmental risk management systems, including the implementation of flood management measures across flood-prone areas in Rivers, Delta, and Imo States. These measures support operational resilience and help mitigate the impacts of seasonal flooding on assets and host communities.

While notable progress was achieved across several targets, certain areas such as hazardous waste recovery were impacted by operational factors, including limited drilling activities during the year. Strategies are being developed to address these gaps and improve performance in subsequent reporting periods.

Overall, the 2025 performance demonstrates strong delivery against the Company’s sustainability commitments, particularly in environmental compliance, spill reduction, and waste management, while reinforcing the foundation for achieving its medium- and long-term climate and environmental targets.

The Company continues to strengthen its environmental governance through defined roles and responsibilities, regular performance monitoring, and active engagement with regulators, including the Nigerian Upstream Petroleum Regulatory Commission (NUPRC), the National Oil Spill Detection and Response Agency (NOSDRA), and the Federal Ministry of Environment. Compliance performance is tracked through monthly EHS reporting, periodic management reviews, and internal audits, enabling continuous improvement and timely implementation of corrective actions.

Overall, OERNL’s environmental compliance performance in 2025 reflects a consistent, proactive, and systems-driven approach to regulatory adherence, reinforcing responsible operations and supporting sustainable development across its areas of operation.

Stakeholder Engagement

Stakeholder engagement continues to be a strategic and pivotal activity to drive the organization’s objectives. In addition to maintaining strategic partnerships with its stakeholders within the oil & gas operations in Nigeria, Oando through its subsidiary, Oando Clean Energy Limited has expanded its stakeholder engagements to companies and organizations within the renewable industry in the development of its green energy products. Key stakeholders for the EHSSQ Department include its JV partner, communities in which the company operates, and regulatory agencies within the Nigerian supervisory oversight as well as partnerships across Africa and globally. The table below shows the different stakeholders for Oando.

Table 3: Oando’s Stakeholders & Partnerships

Category A: Oil & Gas Industry (Fossil Fuel)	
Regulator	
1.	Nigeria Upstream Petroleum Regulatory Commission (NUPRC)
2.	National Oil Spill Detection and Response Agency (NOSDRA)
3.	Nigerian Nuclear Regulatory Authority (NNRA)
4.	Federal Ministry of Environment
Joint Venture Partners	
1.	NNPC Exploration and Production Limited (NEPL)
2.	Energia Limited
3.	Network Exploration & Production Limited
Communities	
1.	Various Nigerian Communities within which the JVs operate the assets
Category B: Renewable Energy (Green Industry)	
Regulator	
1.	Nigerian Electricity Regulatory Commission (NERC)
2.	Rural Electrification Agency (REA)
3.	Relevant State Electricity Regulatory Agencies
Joint Venture Partners	
1.	Government of Lagos State

Table 3 captures our diverse stakeholder network, from regulators to host communities, each vital to our ESG goals.

Overview of Stakeholder Identification and Engagement Approach

Oando identifies its stakeholders using a structured approach informed by legislative requirements, financial exposure, operational needs, and broader business considerations. Additional priority is given to stakeholders with significant strategic influence, financial leverage, social impact, or transparency expectations.

To ensure responsible engagement, the Governance Department conducts Know Your Customer (KYC) assessments for all stakeholder categories. These reviews help evaluate transparency, anti corruption, and anti money laundering risks. Our Board approved Code of Conduct for Business Partners further reinforces ethical standards and best practice expectations in all partnerships.

Recognizing the central role our stakeholders play in advancing our environmental and economic aspirations, we adopt an engagement model that ensures balanced prioritization across all groups. Regulatory bodies such as the Nigerian Upstream Petroleum Regulatory Commission (NUPRC) provide mandatory permits for project execution; host communities are essential in securing Freedom to Operate (FTO); and Joint Venture (JV) partner alignment enables optimal asset performance and shared value creation.

Environment, Health, and Safety Report continued

Stakeholder Engagement Through the Environmental Impact Assessment (EIA) Process

Public Disclosure and Engagement Prior to the 2025 Panel Review Meetings

As part of Nigeria’s statutory Environmental Impact Assessment (EIA) process, Oando conducted a 21 working day public display of the EIA reports for its four field development projects. This public disclosure phase took place prior to the July 2025 Panel Review Meetings and provided an open channel for communities and stakeholders to access, review, and comment on the draft EIA findings.

To ensure widespread awareness and accessibility:

- Public notices were placed in national and regional newspapers
- Radio announcements were aired across the project host states
- Hard copies of the EIA reports were made available at designated public locations for review
- Stakeholders were invited to submit written comments, observations, or concerns

This process enabled transparency, early engagement, and community participation ahead of the formal panel evaluation.



Newspaper Adverts in Vanguard and The Light Newspaper for the 21 days Public Display from 4th December 2024 to 6th January 2025

Deepening Stakeholder Engagement Through July 2025 EIA Panel Review Meetings

Following the public display period, Oando participated in the Federal Ministry of Environment (FMEnv) EIA Panel Review Meetings in July 2025. This is one of the final steps before submitting the updated EIA report and obtaining the required EIA approval.

These panel sessions allowed for technical reviews, expert evaluations, and direct interaction with regulators and community stakeholders.

Projects Reviewed

The panel sessions covered four major field development EIAs:

- Samabri–Biseni Field Development Project
- Idu Field Development Project
- Manuso Field Development Project
- Tuomo Field Development Project (spanning Delta and Bayelsa States)



The Oando Team During Panel Section in Port Harcourt, Led by the Division Manager Mr. Olumuyiwa Oyenaiya

Locations and Stakeholder Participation

The panel review meetings were held in Bayelsa and Rivers States, with stakeholder participation from Bayelsa, Delta, and Rivers States, including representatives from communities impacted by the Tuomo Field Development Project, which spans Delta and Bayelsa States.



FMEnv Panelist During the Port Harcourt Panel Review Meeting



FMEnv Panelist During the Bayelsa State Panel Review Meeting

Environment, Health, and Safety Report continued



Deputy Manager Environment Responding to Questions from the Panelists

Stakeholder Groups Engaged

The diverse representation reflected Oando’s commitment to inclusive, transparent, and multi stakeholder engagement. Participants included:

- **Regulators:**
 - Federal Ministry of Environment
 - NUPRC
 - State Ministries of Environment
- **Academic Experts & EIA Reviewers:**
 - University lecturers and subject matter specialists
- **Community Representatives:**
 - Traditional rulers
 - Community development committees
 - Youth leaders
 - Women leaders
 - Broader leadership hierarchies
- **Government Stakeholders:**
 - Local Government Chairmen
 - Representative of the Honourable Minister of Environment
- **Civil Society:**
 - Environmental NGOs
 - Social advocacy organizations



Community and Regulatory Stakeholders in Bayelsa State

Key Outcomes and Value Delivered

Through the public display period and the subsequent panel review meetings, Oando achieved the following:

- Ensured transparency and early stakeholder access to project information
- Captured community perspectives and technical experts’ feedback ahead of final report submission
- Demonstrated regulatory compliance with the requirements of the EIA Act, 2004
- Strengthened trust and collaboration with host communities
- Enhanced environmental and social planning for project execution
- Refined the final EIA documentation based on stakeholder insights



Group photograph of panel members, regulators, community representatives, and Oando project team at the close of the 2025 review sessions (Bayelsa).



Group photograph of panel members, regulators, community representatives, and Oando project team at the close of the 2025 review sessions (Port Harcourt).

It is important to state that while Oando is constantly working with all its Joint Venture Partners (JV Partners) on environmental impacts, we prioritize JV Partners, based on asset footprints and significant environmental impacts. Worthy to note is that Oando has a Community Relations as well as the Government and External Relations Departments responsible for engaging with the local communities wherein we operate.

Environment, Health, and Safety Report continued

Stakeholder Specific Engagement Approach

Our engagement approach is tailored to the unique needs, expectations, and roles of each stakeholder group. This ensures that interactions are purposeful, transparent, and aligned with our operational and strategic priorities.

Regulators

Our engagement with regulators is centred on maintaining full compliance with applicable laws, standards, and evolving regulatory frameworks. We continuously review new and revised regulations to understand their implications for our operations and to proactively align our activities. Engagement typically includes direct, face to face interactions, prompt provision of information, and timely submission of required reports and evidence of compliance. This approach enables us to maintain strong regulatory relationships and uphold the highest standards of environmental and operational performance.

Joint Venture (JV) Partners

Engagement with JV Partners is governed by the provisions of the Joint Operating Agreements (JOAs). To ensure the efficient management of our joint assets and maximise value creation, we participate in scheduled strategic meetings throughout the year. These sessions—focused on budget planning, performance review, and operational alignment—are held at multiple levels of the organisation. The structure ensures that all partners remain aligned on operational priorities, investment decisions, performance expectations, and long term asset optimisation.

EHSSQ Stakeholder Engagement Summary

The table below provides an overview of the key stakeholder groups engaged by the EHSSQ Department during the reporting period. It outlines the engagement mechanisms used, the issues raised by each stakeholder group, and the resolutions or outcomes achieved.

Table 4: Stakeholder Engagement Index

Stakeholder Group	Basis of Identification	Format/Mode of Engagement	Key Stakeholder concerns/issues raised	Resolution Strategies
Regulator National Oil Spill Detection and Response Agency (NOSDRA)	For joint inspection of oil spill sites, issuance of clean-up certificates for spill sites,	Joint Visits, High Level meetings, emails, letters,	Nil	There were no resolution strategies as there were no concerns/issues raised in the stakeholder’s engagement sessions
Regulator Nigerian Upstream Petroleum Regulatory Commission (NUPRC)	Issuance of Environmental Permits (EIA, EES, EBS, Point Sources Permit, Effluent Waste Discharge Permit, Radiation Safety Permit, etc). Post Cleanup Inspection & Remediation Certificates.	Environmental Compliance Monitoring, Fieldwork activities (EIA, EES, EBS), Joint Review Workshops, Scoping Workshops, Remediation Action Plan Workshop, Joint Inspection Visits, emails, letters, spot check of cleaned-up sites	Nil	Continuous corrective actions and engagements on identified impacts or pollutant parameters above regulatory limits.
Regulator Federal Ministry of Environment (FMEnv)	Issuance of Environmental Permits (EIA, Environmental Audits, Flare Permits)	Environmental Compliance Monitoring, Impact Mitigation Monitoring, EIA & EAu fieldwork activities	Nil	Continuous corrective actions on identified impacts or pollutant parameters above regulatory limits.
Host Communities	During EIA and EES processes, joint sections with regulators and other government officials.	Letters, meetings, plenary sessions (public forum, panel review meetings, socio-economic & health impact assessments)	Request for more Corporate Social Responsibility projects by the communities	OERNL keeps engaging with Communities, offering CSRs as well as implementing the Host Community Development Trust (HCDT).
Joint Venture Partner (JV Partner) Nigerian Petroleum Company Ltd (NEPL)	For budget and performance approvals	Emails, face to face meetings, online meetings	Nil	There were no resolution strategies as there were no concerns/issues raised in the stakeholder’s engagement sessions

Table 4 details our 2025 engagements, highlighting how we addressed community CSR demands and collaborated with regulators on spill clean-ups.

Environment, Health, and Safety Report continued



Protecting biodiversity is fundamental to responsible resource development, ensuring our operations create long-term value while safeguarding the ecosystems on which future generations depend.

2027

Next Policy Review

OMLs 60–63

Coverage

2

EES Approvals

3

EIA Approvals

Biodiversity

1. Management Approach (GRI 304-3)

1.1 Commitment & Policy

Our commitment to biodiversity conservation is anchored in our Biodiversity Policy and supporting Environmental, Health and Safety Management System (EHS MS) procedures, which were revised in 2024 and remained unchanged in 2025. The policy is valid for a three-year cycle, with the next review scheduled for 2027.

The policy applies across our operated assets in OMLs 60–63 (Bayelsa, Delta, Imo, and Rivers States) and provides a structured framework for managing impacts on biodiversity through the mitigation hierarchy avoidance, minimization, restoration, and offsetting. It specifically addresses sensitive ecosystems within our areas of operation, including mangrove forests, wetlands, coastal zones, and riparian habitats.

Implementation is driven through Environmental Management Plans (EMPs), and continuous environmental monitoring programmes.

2. Operational Sites in or near Biodiversity-Sensitive Areas (GRI 304-1)

There were no changes in 2025 to previously disclosed operational overlaps with biodiversity sensitive areas across OMLs 60, 61, and 63. These include proximity to:

- Forest reserves
- Wetlands and mangrove ecosystems
- Game reserves and designated conservation areas
- National parks

To manage risks in these areas, we continued to apply site-specific biodiversity controls, including:

- Defined ecological buffer zones
- Seasonal restrictions to avoid sensitive breeding/spawning periods
- Controlled access to high-sensitivity areas
- Biodiversity sensitivity screening using the IUCN Key Biodiversity Area (KBA) Standard, where applicable

3. Significant Impacts on Biodiversity (GRI 304-2)

3.1 Regulatory Compliance & Environmental Approvals

In 2025, we strengthened environmental stewardship through targeted environmental assessments and regulatory compliance. The Nigerian Upstream Petroleum Regulatory Commission (NUPRC) granted:

- Two Environmental Evaluation Study (EES) approvals
- Three Environmental Impact Assessment (EIA) approvals

Conditions from these approvals are embedded into site-level EMPs, contractor work scopes, and monitoring programmes. Waste management and environmental monitoring requirements are aligned with EGASPIN (2018), Nigeria’s national standard for environmental protection in the petroleum industry. We are also working closely with the Federal Ministry of Environment to ensure full compliance with the EIA Act.

Environment, Health, and Safety Report continued

Table 5: Environmental Evaluation Study Approvals

Facility / Asset	OML	LGA/State	NUPRC Reference	Approval date	Valid to	Key conditions / notes	Status
Ebocha Oil Centre	61	Ogba/ Egbema/ Ndoni, Rivers	NUPRC/HQ/HSE.1/01. P00021/24/6	30/01/ 2025	16/02/2029	Lab investigations showed most parameters within baseline concentrations; implement EMP with strict, budgeted monitoring and named accountabilities.	In force
Samabri Cluster 2	61	Sagbama, Bayelsa	NUPRC/HQ/HSE.1/01. C00048/25/2	17/02/ 2025	01/082026	Most parameters within baseline concentrations; execute EMP and monitoring plan with budget and action parties.	In force

Table 6: Environmental Impact Assessments (EIA) – approvals

Project	OML	State/ LGA	Scope	Area (m²)	Spoil (m³)	NUPRC Reference	Approval date	Valid to	Key conditions / notes	Status
Tebidaba Flowstati on Jetty & vicinity	63	Bayelsa	Dredging at jetty & immediate vicinity	37,123	111,369	NUPRC/HQ/HSE.1/01.P00021/25/9	08 Dec 2025	05 Dec 2026	Implement EMP & monitoring; handle wastes per EGASPIN 2018 using Commission approved contractors; notify NUPRC before scope changes.	Pre-mobilization processes ongoing
Obama 2 & 9 Access Canals	63	Bayelsa	Dredging along access channels	74,938	191,066	NUPRC/HQ/HSE.1/01.P00021/25/10	09 Dec 2025		EMP with budget/RACI; EGASPIN 2018 waste handling; notify NUPRC prior to scope changes.	Pre-mobilization processes ongoing
Ogbainbiri 4d & 5d/6d Access Canals	63	Bayelsa	Dredging along access channels & vicinity	172,349	260,594	NUPRC/HQ/HSE.1/01.P00021/25/11	12 Dec 2025		EMP & strict monitoring; EGASPIN 2018 waste handling; notify NUPRC prior to scope changes.	Pre-mobilization processes ongoing



Robust environmental assessments and regulatory compliance ensure our operations are developed responsibly, protecting the environment while supporting sustainable growth.

Environment, Health, and Safety Report continued

3.2 Environmental Baseline Studies (Pre-Development Controls)

In 2025, we conducted location-specific environmental baseline fieldwork for planned exploratory drilling projects. These studies support design-stage mitigation, ensuring biodiversity and environmental risks are identified, assessed, and managed prior to project execution.

The scope of fieldwork was expanded to provide a comprehensive characterization of the receiving environment, covering:

- Habitat and ecological assessments (mangrove, wetland, and coastal ecosystems)
- Soil quality analysis, including physicochemical properties and contamination indicators
- Groundwater assessments, evaluating water quality and potential connectivity to surface systems
- Surface water and sediment quality studies (e.g., turbidity, total suspended solids (TSS), dissolved oxygen, and contaminants)
- Air quality monitoring, including ambient pollutant concentrations and baseline atmospheric conditions
- Noise level measurements, where applicable, to establish baseline acoustic conditions
- Community resource use and socio-economic/health surveys, to understand ecosystem services dependency

These baseline datasets establish reference environmental conditions against which future project impacts are assessed and monitored, in line with regulatory expectations and international best practice.

The second (dry season) sampling campaign is planned for Q1 2026, ensuring seasonal variability is captured and incorporated into Environmental Impact Assessment (EIA) studies and mitigation planning



Communities Consultation during the EIA/EBS Fieldwork Activities for Grangbene Exploratory Drilling



Environmental Samples collection during an EIA fieldwork



Environment, Health, and Safety Report continued

4. Operational Impacts & Incident Management (GRI 304-2, 304-3)

In 2025, we achieved a step change in operational performance as shown in Table 8, significantly reducing biodiversity-related risks associated with hydrocarbon spills.

- Total spill incidents reduced by 61.8% (398 → 152)
- Tier 2 (higher-impact) spills declined by 82% (28 → 5)
- Interference-related incidents reduced in both frequency (– 64.1%) and proportion (–5.5 percentage points)
- Estimated spill volume decreased by 70.5%

These improvements contributed directly to lower environmental contamination risk across sensitive ecosystems.

Response and Restoration Performance

Response and remediation performance improved significantly in 2025, reflecting enhanced operational efficiency and stronger environmental management systems.

- 107 out of 152 impacted sites (70.4%) were fully cleaned up within the year, compared to 55.8% (222 of 398 sites) in 2024
- 15 sites remained under active clean-up, significantly reduced from 116 in 2024
- 29 sites were pending clean-up, compared to 45 in 2024
- 1 site required no clean-up intervention

In addition, the Company completed 205 Post Clean-up Inspections (PCI) in 2025. These inspections are conducted to verify that clean-up activities meet regulatory and environmental standards and that impacted sites are restored to conditions suitable for ecological recovery, else we proceed with site remediation to ensure the environment is fully restored.

PCIs and remediation play critical role in biodiversity protection by providing assurance that clean-up efforts are effective, and that impacted environments are restored in line with commitments defined in Environmental Impact Assessments (EIAs) and Environmental Management Plans (EMPs).

Table 7: 2025 Biodiversity-Related KPI Performance

KPI	2024	2025	YoY
Total spills (no.)	398	152	▼ 61.8%
Tier 1 spills (no.) (minor)	356	144	▼ 59.6%
Tier 2 spills (no.) (medium)	28	7	▼ 75.0%
Tier 3 spills (no.) (major)	1	0	▼ 100%
Interference linked (no.)	370	133	▼ 64.1%
Interference share (% of spills)	93.0%	87.5%	▼ 5.5 p.p.
Estimated volume released (bbl)	4,939.50	1,455.61	▼ 70.5%
In-year clean-ups	207/383 (54%)	94/152 (61.8%)	▲ +7.8 p.p.

5. Restoration & Habitat Protection (GRI 304-3)

Our restoration efforts are implemented through EMP-driven programmes, which include:

- Site clean-up and remediation of impacted areas
- Natural attenuation/regeneration and revegetation (where applicable)
- Monitoring to confirm recovery to baseline conditions

The increased number of completed clean-ups in 2025 reflects stronger assurance on restoration effectiveness and improved ecological outcomes.

Effluent and Waste

In alignment with the Company’s commitment to achieving Sustainable Development Goal (SDG) 6 – Clean Water and Sanitation, Oando continues to recognize and proactively manage the potential impacts of its effluent discharges and waste generation on the environment and surrounding socio-economic systems.

Waste generated from operations is broadly classified into hazardous and non-hazardous categories, both of which present varying degrees of environmental and public health risks if not properly managed. Hazardous waste streams include materials such as drilling mud, drilling fluids, contaminated soil, drill cuttings from wellbores, medical wastes, and oil tank sludges, as well as contaminated run-offs from operational facilities entering drainage systems and effluent channels, etc.

Non-hazardous waste, which may be in liquid or solid form, also poses environmental concerns, particularly in relation to water pollution. Poorly managed non-hazardous waste can degrade water quality, contribute to waterborne diseases, and create breeding grounds for disease vectors such as rodents, snakes, mosquitoes, thereby increasing the risk of malaria and other public health challenges.

To effectively manage these risks, annual waste management goals and targets are established and tracked across the business. Effluent monitoring and analysis form a critical component of this process to assess activities that may impact surface water, groundwater, and sewer discharges. Based on these assessments, waste management plans are developed and implemented, incorporating structured sampling, monitoring, and analysis of operational discharges into receiving environments.

These measures are undertaken not only to ensure compliance with applicable environmental regulations but also to safeguard environmental quality and support the health and livelihoods of host communities. In addition, waste management awareness initiatives continue to be reinforced across the organization to promote responsible waste handling practices.

A key element of the Joint Venture (JV) waste management approach is the segregation of waste at source, enabling more efficient handling, treatment, and disposal. This practice enhances the management of hazardous waste streams, reduces reliance on landfill disposal, and promotes recycling and resource recovery.

As part of ongoing efforts to strengthen wastewater management infrastructure, the Company has commenced plans for the installation of Sewage Treatment Plants (STPs)

Environment, Health, and Safety Report continued

across its operational locations. In 2025, the Environmental Impact Assessment (EIA) processes for the proposed STPs at Brass Oil Terminal and Obiafu-Obrikom Residential Area were initiated, representing a significant step towards improving wastewater treatment capacity and minimizing environmental discharge impacts.

Waste Management

Waste Segregation Scheme

The total quantities of segregated waste generated across both Land and Swamp operational areas are presented in Table 9, with a clear distinction between hazardous and non-hazardous waste streams.

In the Land Areas (LAR), solid waste management was implemented through structured segregation, recycling, and appropriate disposal practices across key operational locations, including Port Harcourt, OB/OB, Ebocha, Idu, Akri, Samabri, Oshie, Irri, Kwale Gas Plant, and Tuomo.

Similarly, in the Swamp Areas, solid waste management activities comprising segregation, recycling, and proper disposal were carried out within Swamp Area (SAR) locations, including Brass Terminal, Ogboinbiri, Obama, Tebidaba, Clough Creek, and Beniboye flow stations.

In 2025, we achieved 70% waste segregation in both LAR and SAR and 100% non-hazardous waste disposal. The hazardous operational waste disposal reached 100%, with specific evacuations from Kwale Gas Plant (230m3 sludge and 70m3 contaminated soil) and medical waste from OERNL facilities (20.49tons from SAR & LAR). Total waste disposed for both non-hazardous and hazardous are 35,447.54tons and 391.86tons respectively.



Responsible waste management is fundamental to operational excellence, ensuring we protect the environment through disciplined resource stewardship, regulatory compliance and continuous improvement.

70%

Waste Segregation Rate

100%

Non-Hazardous Waste Disposal

Table 8: OERNL Waste Inventory (Hazardous & Non-Hazardous) 2025 for LAR AND SAR

WASTE INVENTORY FOR OERNL LOCATIONS FOR JANUARY TO DECEMBER, 2025 (TONS)

S/N o	WASTE STREAM	DISPOSAL METHOD	JAN	FEB	MAR	APR	MAY	JUNE	JULY	AUG	SEPT	OCT	NOV	DEC	TOTAL
1	Oily solid waste (Oil filters, fuel filters, Air filters)	Recycling/Incineration	1.587	1.309	1.468	5.032	2.02	4.502	0.857	3.491	3.099	3.709	3.658	3.884	34.616
2	Contaminated sand	Incineration	0	0	0	0	0	0	0	0	10	60	0	0	70
3	Paraffin and sludge Bottom sludge	Incineration	0	0	0	0	0	0	0	0	230	0	0	0	230
4	Oily water slop water (waste water)	Separation/Coagulation/ Flocculation/Incineration	0	0	0	0	0	0	0	0	0	0	0	0	0
5	Medical	Incineration	0	0	0.56	0.132	0	19.54	0	0	0.14	0	0	0.115	20.487
6	Flourescent Tubes	Stored	0.098	0.0671	0.585	0.084	0.0883	0.0845	0.065	0.0826	0.0884	0.078	0.091	0.1094	1.5213
7	Battery	Recycling/Incineration	0	0	0	0	0	0	0	0	0	0	0	0	0
8	Contaminated Rags	Incineration	0.049	0.0365	0.045	0.041	0.04	33.800	0.023	0.0355	0.0336	0.035	0.013	0.0431	34.1947
9	Spent Oil	Recycling	0	0	0	0	0	0	0	0	0	0	0	0	0
10	PPE (expired safety shoes)	Incineration	0	0	0	0	0	0.533	0	0	0	0	0	0	0.533
11	E-Waste	Recycling/Incineration	0	0	0	0	0	0	0	0	0	0	0	0	0
12	Obsolete Chemicals	Neutralization/Dilute/ Incineration	0	0	0.51	0	0	0	0.000	0	0	0	0	0	1
13	Tyres	Incineration	0	0	0	0	0	0	0	0	0	0	0	0	0
NON-HAZAROUS WASTE															
1	Garbage	Compost	60.934	53.952	63.030	51.890	58.217	58.449	55.760	42.412	57.516	53.304	148.028	57.477	760.969
2	Plastic	Recycling	3.555	3.398	3.637	3.489	3.663	4.584	2.971	3.199	3.4928	3.2413	3.436	3.6459	42.312
3	Glass	Recycling	3.85	2.923	3.55	3.295	3.436	3.237	2.913	3.175	3.3295	3.26	2.792	3.5125	39.273
4	Paper	Recycling	3.506	2.978	2.917	3.464	3.471	4.286	3.1801	3.648	7.0261	12.43	3.337	4.4206	54.6638
5	Wood	Reuse	1.54	0.8608	1.268	1.26	1.249	1.493	1.247	0.978	1.0494	1.241	0.967	1.1399	14.2931
6	Aluminium/ Metal cans	Recycling	4.187	3.625	4.240	4.157	3.953	6.468	5.554	5.252	5.0198	6.6559	7.502	5.419	62.0327
7	Sanitary waste	Dumpsite	2544	3160	3658	2864	2440	2626	2978	2762	3150	3128	2802	2362	34474

Bold Enough to Stand Apart

With its unmistakable design, the Abetí Ajá has long stood as a bold expression of Yoruba identity. Instantly recognisable, it reflects the confidence to be distinctive while remaining rooted in tradition. That same boldness drives us to challenge conventions, shape the future, and define our own path.

This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria's story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria's diverse cultures and traditions.

EHS Environment Activity Report continued

Oil Spill

In 2025, the OERNL/NEPL Joint Venture recorded a significant improvement in oil spill performance compared to 2024, reflecting strengthened operational controls, enhanced surveillance systems, and more effective response strategies.

A total of 152 spill incidents were recorded during the year, representing a 61.8% reduction from 398 incidents in 2024. Spill severity also improved, with:

- 144 minor incidents,
- 7 medium (Tier 2) incidents, and
- no major spills recorded, compared to one major incident in 2024.
- One reported case was confirmed as a false alarm (no spill).

This improvement underscores a reduction in high-impact environmental events and reflects better risk management across operations.

Despite these gains, third-party interference remained the primary driver of spill incidents, accounting for over 88% of cases in 2025, although this represents an improvement from over 95% recorded in 2024.

Causative factor analysis shows:

- Oil theft and sabotage accounted for 132 incidents, a significant reduction from 370 incidents in 2024
- Operational-related spills increased slightly in proportion (18 incidents), though they remain relatively low in absolute terms

The total estimated spill volume for 2025 was 1,455.62 barrels, representing a 70.5% reduction compared to 4,939.50 barrels in 2024. Of this volume, 1,198.18 barrels of free oil were recovered, demonstrating continued focus on containment and recovery, although at a lower absolute volume in line with reduced spill quantities.

All spill incidents were reported and managed in compliance with regulatory requirements of the Nigerian Upstream Petroleum Regulatory Commission (NUPRC) and the National Oil Spill Detection and Response Agency (NOSDRA).

Table 9: Oil Spill Category Indicating Classes (Major, Medium, Minor)

CLASSES OF SPILL	NUMBER	TOTAL SITES JIV TEAM VISITED
Minor	144	152
Medium	7	
Major	0	
No spill from event (s)	1	

Table 10: Causative Factors of Oil Spills and Estimated Oil Spilled in Barrels (January to December 2025)

Causative Factor	No. of Incidents	Estimated Barrels Spilled	Free Oil Recovered (Barrels)
Oil theft	66	364.216	270.1
Other sabotage	66	800.355	675.785
Operational control spill	18	290.544	252.29
Mystery spill	1	0.5	0
Others (no spill/false alarm)	1	0	0
JIV pending (inconclusive)	0	0	0
Total events	152	1455.615	1198.175

Comment: Note >88% from third-party interference.

Table 11: Clean-Up Status for Oil Spills Within the Assets

Months	Clean up not required	Clean up completed	Clean up in progress	Clean up pending	Pending JIVs	TOTAL
JAN	0	15	4	2	0	21
FEB	0	18	2	1	0	21
MAR	0	18	1	1	0	20
APR	0	12	2	0	0	14
MAY	0	10	2	1	0	13
JUN	0	10	4	1	0	15
JUL	0	8	0	6	0	14
AUG	0	4	0	1	0	5
SEP	1	5	0	4	0	10
OCT	0	2	0	2	0	4
NOV	0	2	0	3	0	5
DEC	0	3	0	7	0	10
TOTAL	1	107	15	29	0	152

EHS Environment Activity Report continued

Clean-Up/IV Status

Clean-up and remediation activities in 2025 showed improved efficiency and faster response timelines compared to 2024.

Out of the 152 incidents recorded:

- 107 sites (70.4%) were fully cleaned up within the year, an improvement from 55.8% (222 of 398 sites) in 2024
- 15 sites remained under active clean-up, significantly reduced from 116 ongoing sites in 2024
- 29 sites were pending clean-up, compared to 45 in 2024
- 1 site required no clean-up, compared to 15 in 2024

These results indicate a more effective close-out rate and reduced backlog of impacted sites, reflecting enhanced resource deployment and improved coordination of response activities.

In addition, 205 Post Clean-up Inspections (PCI) were completed during the year to verify that remediation activities met required environmental standards. This represents a strengthened assurance process compared to 2024, where such verification was less systematically reported.

Robust EHS Management System

At Oando, we operate a fully integrated Environment, Health, and Safety (EHS) Management System, designed to ensure systematic identification, assessment, and control of risks associated with upstream oil and gas operations.

The system provides a structured framework for:

- Process safety and major hazard management
- Occupational health and safety protection
- Environmental stewardship and regulatory compliance
- Transport safety and logistics risk control

Our EHS Integrated Management System is aligned with globally recognized standards:

- ISO 14001 – Environmental Management Systems: Driving compliance with EGASPIN, NOSDRA, and NUPRC requirements while minimizing environmental impact.
- ISO 45001 – Occupational Health & Safety: Ensuring proactive risk control and continuous improvement in workplace safety.
- ISO 39001 – Road Traffic Safety Management: Reducing transport-related risks across operations.
- ISO 50001 – Energy Management: Supporting energy optimization and emissions reduction initiatives.

Key System Components

- Governance & Accountability: Clear assignment of responsibilities across all levels, with overall accountability residing with executive leadership.
- Risk-Based Framework: Implementation of integrated Business Risk and EHS Risk Registers, ensuring alignment between operational and strategic risks.
- Structured Risk Management: Application of: Hazard Identification (HAZID), Risk Assessment and Management of Change (MOC)
- Continuous Improvement Model: Driven by audits, incident learnings, and management reviews.

Certification Status

The Company continues to maintain ISO certifications previously obtained under NAOC, with:

- Ongoing system improvements
- Audit readiness sustained

Key Achievements – 2025

In 2025, the Company maintained a strong commitment to Health, Safety, Environmental stewardship, and operational sustainability, achieving measurable improvements in process safety, occupational safety, environmental management, and emergency preparedness across all assets.

Our performance reflects continued alignment with:

ISO 14001 (Environmental Management)
ISO 45001 (Occupational Health & Safety)
ISO 39001 (Road Safety)

Process Safety Performance

- Maintained zero major process safety incidents (Tier 1 and 2 events) across all operating assets
- Completed process safety reviews for critical operational changes, including reverse-flow system assessments
- Strengthened barrier management and hazard identification processes across facilities
- Improved oversight of Safety Critical Elements (SCEs)
- Enhanced monitoring of high-risk operations and process deviations

Improvements Implemented

- Structured Management of Change (MOC) reviews
- Improved risk assessment frameworks (HAZID/HAZOP inputs)
- Strengthened process safety governance and monitoring

Occupational Safety Performance

- Sustained zero Lost Time Injury (LTI) performance
- Continued focus on leading indicators, including increased reporting of Unsafe Acts/Conditions
- Achieved improved hazard identification culture
- Rollout of SafeStart programme across corporate and field locations
- Reinforcement of Behaviour-based safety and Incident prevention awareness
- Strengthened Permit-to-Work (PTW) systems and Workplace inspections
- Improved compliance across high-risk activities: Working at height, Confined space entry and Lifting operations

70.4%
Clean-Up Completion Rate

EHS Environment Activity Report continued

Emergency Response Preparedness

- Standards-Aligned Emergency Framework: The Company operates a structured Emergency Response Strategy and Plan (ERSP) aligned with industry best practices, anchored on the People, Environment, Assets, and Reputation (PEAR) framework, and guided by the principle of maintaining risks As Low As Reasonably Practicable (ALARP).
- Certified Emergency Response Capability: Dedicated Emergency Response Teams (ERTs) are established and maintained across all operating locations, with centralized coordination and technical support provided by the OERNL Emergency Response Team based in Port Harcourt, ensuring consistency in response execution and command structure.
- Integrated Emergency Planning Architecture: The ERSP is supported by a comprehensive suite of contingency and response plans, including:
 - Oil Spill Management Plan
 - Medical Emergency Response Plan
 - Site-specific Emergency Response and Evacuation Plans

This integrated framework ensures preparedness for a wide range of operational and non-operational emergency scenarios.

- Structured Drill Programme (GRI 403 2, 403 4):** The Company implemented a robust emergency preparedness programme in 2025, with 204 drills and exercises planned and 174 completed, representing approximately 85% execution performance. These exercises enhanced response readiness, inter-team coordination, and operational resilience, ensuring personnel are adequately prepared to manage emergency situations effectively.
- Fire Safety Training and Competency Development (GRI 403 5):** In alignment with GRI 403 5 (Worker Training on Occupational Health and Safety), Oando implemented an In-house Basic Fire Safety Awareness and Emergency Response Training Program across all operational locations. The program was delivered through a combination of classroom-based theoretical sessions and practical firefighting exercises, ensuring a balanced approach to knowledge acquisition and hands-on competency development. Participants included District Managers, Emergency Response Team (ERT) members, security personnel, and key operations staff, thereby ensuring broad organizational coverage and role-specific preparedness.

Key Outcomes

- Improved fire hazard recognition and first-response capability
- Competency in fire classification and extinguisher selection (Classes A, B, C)
- Enhanced organizational safety awareness and culture
- This structured training approach ensures workforce readiness to respond effectively at incident inception, reducing escalation risks.



Ogbainbiri Level 2 Mutual Aid Drill



EHS Environment Activity Report continued



Basic Firefighting Training at Different OERNL Locations

Occupational Health Services:

The Company remains committed to safeguarding the health and well-being of employees and contractors, recognizing occupational health as a critical component of overall operational integrity and workforce productivity.

Our Occupational Health framework is structured to ensure that personnel are medically fit for duty, protected from occupational health risks, and supported with timely access to medical services.

Key Highlights – 2025

- Structured Medical Surveillance Programme: The Company continued implementation of periodic medical examinations in line with established medical protocols, ensuring personnel fitness for work and early identification of potential occupational health risks.
- Contractor Health Assurance: All contractors are required to comply with occupational health standards, including pre-employment medical screening and certification of fitness, ensuring consistent health standards across all operational personnel.
- Integrated Emergency Medical Preparedness: Occupational health services are embedded within the broader Emergency Response framework, ensuring availability of:
 - Medical resources
 - Response personnel
 - Logistics and communication systems to support rapid medical intervention during emergencies.
- Proactive Health Risk Assessments (HRA): Health Risk Assessments were conducted across operational sites to identify and mitigate workplace health hazards, supporting preventive health management and exposure control.

Confidentiality and Medical Ethics:

The Company maintains strict adherence to medical confidentiality and ethical standards, with all medical data managed under controlled protocols and handled by authorized medical professionals.

Monitoring and Review

The Company operates a structured and integrated performance monitoring and assurance framework, anchored on the EHS Integrated Management System (IMS), to ensure continuous improvement and effective governance of EHS performance.

Continuous Improvement:

The Company remains committed to continuous improvement in emergency preparedness and response, leveraging EHS dashboard reporting to monitor performance, enhance drill execution (85% completion in 2025), and strengthen overall response readiness and operational resilience.

EHS Environment Activity Report continued

Security Practices

There are potential negative impacts on people including their human rights that have been identified by the company. Hence, the company has indicated in its security policy the need to ensure human rights in its engagements with people.

The company engages armed personnel from Government Security Agencies in ensuring the protection of its assets and Very Important Persons (VIPs). Personnel from Government Security Agencies are given orientation on the first day of joining the organization on the rules of engagements while being deployed to the company as well as respect for the rule of law and human rights.

In addition, the company employs 3rd party personnel who protect the assets and are actively involved in assess control within these assets. Periodic meetings driven by the Head, Security of the company are held to reinforce company policies and rules at intervals. There were no reported cases of human rights violation by security personnel attached to the company.

Approximately, 77% of the security personnel have received training in procedures related to the company's training. Trainings include:

- Basic Security procedures
- Conflict resolutions
- Surveillance and Monitoring
- First Aid & Emergency Response
- Legal & Ethical Consideration
- Fire safety
- Crowd Control
- Security Technology
- Cultural Sensitivity & Diversity Training

In 2024, community engagements reinforced anti-vandalism measures under PIA, protecting assets and people.

Asset Integrity and Critical Incident Management

Asset integrity is paramount, with 2024 audits and inspections (e.g., PSVs at OB/OB) ensuring no critical incidents. Our EHS STAR system tracks maintenance, with 70% of critical assets protected. Spill prevention measures, including leak detection, minimized risks.

The EHS STAR system is a web application used for management and monitoring of EHS actions ranging from Unsafe Acts, Unsafe conditions, Incidents, actions from EHS Audits, leadership visits, regulatory actions etc.

The actions are traced to the person responsible within defined timelines for closures and possibilities to review where the action cannot be closed and extended to realistic deadlines.

In 2024 we had 574 findings, with 71 closed and 503 open for actions. There are weekly and monthly follow-up with the person responsible to close the open actions.



Protecting our people, assets and communities begins with a security culture founded on respect for human rights, operational discipline and proactive risk management.

77%

Security Personnel Trained

0

Human Rights Violations Reported

574

EHS Findings Closed

70%

Critical Assets Protected

Oando Foundation

2025 Annual Report

Oando Foundation 2025 Annual Report



In 2025, we expanded educational opportunities, advanced environmental stewardship and strengthened policy advocacy, creating lasting impact for communities while investing in the next generation of leaders.

5,162
Out-of-School Children Enrolled

47,354
Students Reached

80
Target Schools

10
Early Childcare Centres Upgraded

15
EdTech Innovators Supported

2025 AT A GLANCE

LEARNING

Implemented the LEARNOVATE – Foundational Learning Improvement Programme (LEARNOVATE-FLIP), mobilizing 5,162 out-of-school children back into formal education and strengthening literacy and numeracy skills for 47,354 students across 80 target schools in Adamawa, Ebonyi, Plateau, and Sokoto States.

Implementation of the LEARNOVATE-SEED (Supporting Early-childhood Education and Development) project: Upgrade and equipping of 10 Early Childcare Centres in Rivers State and capacity building for teachers and care givers.

Supported 9 tertiary-level student beneficiaries of the Foundation’s scholarship programme.

Infrastructural upgrade at Family Support Programme (FSP) Nursery and Primary Schools, Katsina and Daura, Katsina State.

Refurbished ICT Centre at Archbishop Taylor Memorial Primary School, enhancing access to digital learning resources for pupils and teachers.

Donated a fully equipped library to Benue IDP Camp; serving 1,200+ children.

Delivered two Oando Employee Volunteer initiatives: a mentorship and empowerment session led by female Oando employee volunteers engaging 30 female pupils (Primary 5–6) from Oando-adopted schools to commemorate 2025 International Women’s Day, and an Arts & Crafts engagement with pupils of Archbishop Taylor Memorial Primary School, Victoria Island, Lagos in celebration of 2025 International Volunteer Day.

PLANET

Deployed the fifth phase of the Clean Our World (COW) project, strengthening environmental education and sustainable practices in 50 schools across 37 communities in Delta, Abuja, Plateau, and Lagos States, reaching 119,350+ students.

Launch of the Green Youth Upskilling Program (GYUP) pilot – providing green skills training, mentorship, and seed grant support to 25 youths (1st cohort) in Lagos to promote economic opportunities in the clean energy sector.

15 Edtech social innovators supported through structured mentorship; seed grant awarded to the top-performing low cost Edtech solution for public primary schools.

ADVOCACY

Leadership role in 4 federal and sub-national education committees, influencing basic education policy implementation.

Co-sponsored 4 major events focused on mutual strategic interests.

Education Cluster Lead for the Private Sector Advisory Group (PSAG).

Oando Foundation 2025 Annual Report continued

Introduction

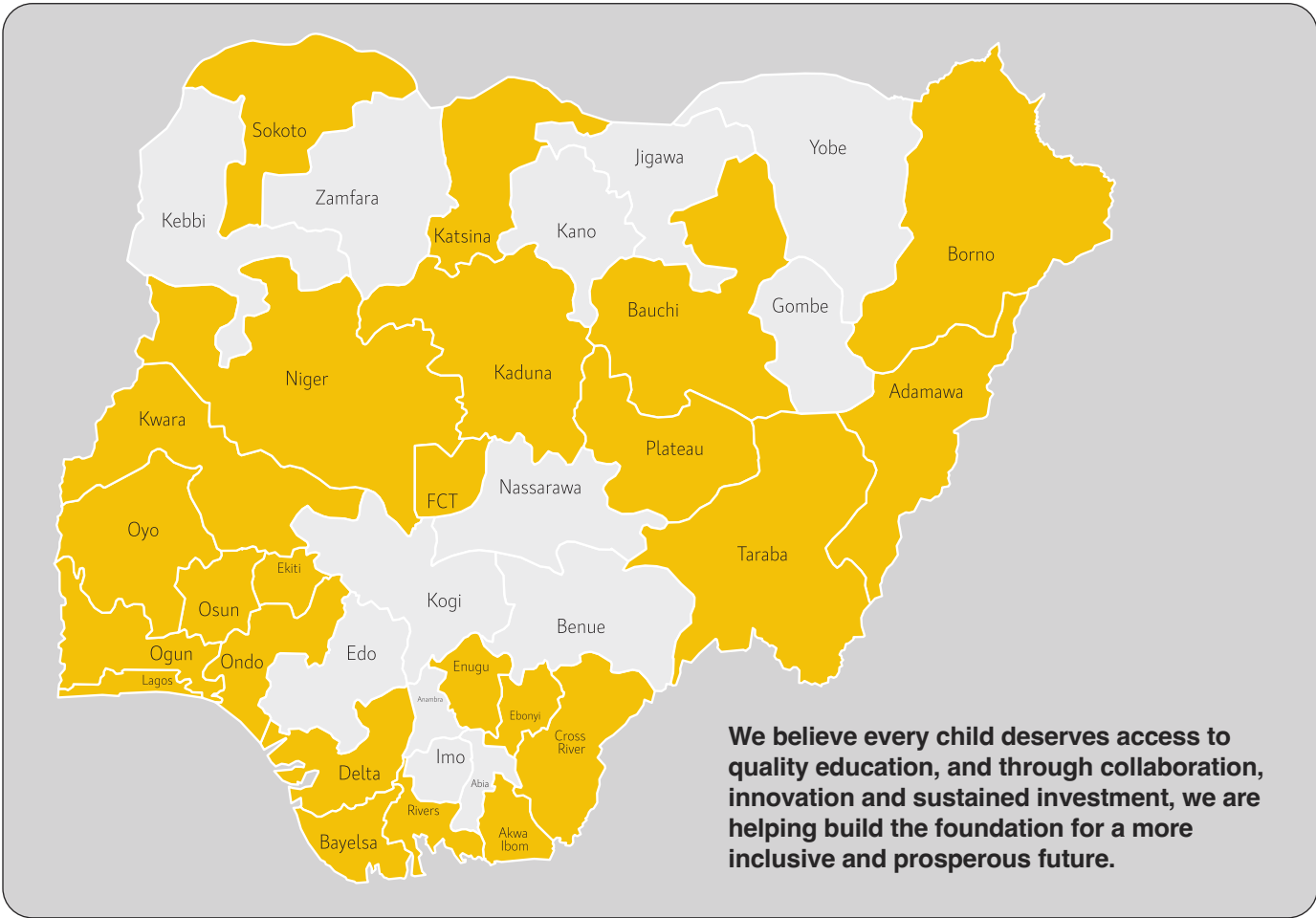
Oando Foundation is an independent charity established in 2011 by Oando PLC, Nigeria’s leading indigenous energy company, to support the Nigerian Government in advancing its Universal Basic Education goals. Driven by the need for progressive change in response to systemic challenges within the education sector, the Foundation serves as a benchmark for sustainable social impact in Nigeria, catalyzing evidence-based reforms that ensure every child, regardless of socio-economic background, has access to quality basic education and opportunities for lifelong learning.

Our methodology is anchored in rigor, innovation, and measurable impact, guided by the principles of inclusivity, collaboration, and long-term sustainability. Through the Adopt-A-School Initiative (AASI) and recently the LEARNOVATE strategy, the Foundation has expanded access to quality education across 294 supported public schools in 23 states, positively impacting over one million indigent and vulnerable children. Our programmes are designed to strengthen public education systems through capacity development, learner support, and strategic stakeholder engagement.

Oando PLC remains the primary financier of Oando Foundation, providing core operational and programme funding that enables sustained delivery of the Foundation’s mandate, reinforcing the Group’s commitment to responsible corporate citizenship and sustainable development. To broaden its footprint and accelerate impact, the Foundation continues to cultivate high value partnerships across government stakeholders, donor agencies, private sector actors, and civil society. Through these alliances, it mobilises additional resources, amplifies programme reach, and advances shared development priorities.

The Foundation operates under the strategic oversight of its Board of Trustees, which provides governance direction and accountability. Day to day leadership and execution of programme activities are driven by the Head of Foundation, ensuring disciplined management, operational rigour, and alignment with long term strategic objectives.

Where we Work



294
Schools Supported Across Nigeria

23
States + FCT

Oando Foundation 2025 Annual Report continued

Driving Sustainable Impact



The establishment of Oando Foundation underscores Oando PLC's long-standing commitment to fostering inclusive, sustainable development within Nigerian communities. Conceived as a structured, strategic vehicle for social investment, the Foundation is designed to deliver scalable, replicable, and system strengthening solutions that address immediate community needs while contributing to broader improvements in education and human capital advancement nationally.

Vision

A Nigerian nation where sustainable innovation is powered by an educated and climate-aware youth population.

Mission

To foster innovative learning for better life opportunities for children and youth through equitable quality and climate-sensitive education.

All programmes are intentionally aligned with Nigeria's development frameworks and the United Nations Sustainable Development Goals (SDGs), enabling an integrated approach to social equity, environmental responsibility, and sustainable progress.

The Foundation's interventions prioritise foundational literacy and numeracy, digital access, climate education, and green skills development—critical enablers for preparing young people to participate and compete in a transitioning global economy. By focusing on underserved and vulnerable communities, the Foundation aims to strengthen learning outcomes, enhance community resilience, and meaningfully support Nigeria's long term socio economic transformation.



By transforming education, we are developing the human capital that will drive sustainable innovation, strengthen communities and shape Nigeria's future.

SDGs

Aligned with the United Nations Sustainable Development Goals

Green skills

Future Workforce Development

Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025

In response to changing national and global education priorities, the Foundation continues to refine and scale its interventions to close foundational learning gaps and promote environmental stewardship. With increasing global focus on foundational literacy, numeracy, and climate action, we are strengthening education systems to deliver measurable learning gains, while equipping learners with the knowledge, skills, and values necessary to drive environmental sustainability and long-term development.

In 2025, we deepened our impact across the core pillars of the LEARNOVATE Strategy: Learning, Planet, and Advocacy. Targeted interventions were implemented to improve foundational literacy and numeracy, early childhood development, and basic science proficiency through evidence-based programming, system-level capacity strengthening, and learner-centered innovation.

The Foundation's commitment to climate action was further demonstrated through initiatives such as the Clean Our World (COW) Project, which equips pupils and education stakeholders with practical knowledge and tools to adopt sustainable environmental practices. Similarly, through youth-focused initiatives such as the Green Youth Upskilling Programme (GYUP), we are empowering young people with innovation-driven skills for the future.

Underpinning these efforts is a deliberate partnership strategy that prioritizes ecosystem building, fostering collaboration, replication, and scale through data-driven insights to deliver lasting, systemic impact.



By strengthening education systems, advancing climate action and fostering strategic partnerships, we are equipping the next generation to lead a more sustainable and resilient future.



Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - LEARNING

LEARNING

Strengthening foundational skills remains central to the Foundation's mission, ensuring that every child acquires literacy, numeracy, and critical thinking abilities essential for lifelong learning and opportunity.

Expanding Access and Strengthening Foundational Skills Through LEARNOVATE-FLIP

The Foundation deployed two complementary approaches under the LEARNOVATE-FLIP: Early Grade Reading (EGR) and Teaching at the Right Level (TaRL), to strengthen foundational literacy and numeracy outcomes. Both approaches prioritize equipping teachers with effective instructional tools while reinforcing learner-centered classroom delivery.

The EGR pilot demonstrated the effectiveness of structured, mother-tongue instruction in improving early literacy outcomes for Primary 1–3 learners across 60 public primary schools in Ebonyi, Plateau, and Sokoto States. The intervention combined teacher professional development, in-class mentorship, contextually adapted instructional materials, establishment of Community Reading Hubs, and targeted enrolment of out-of-school children. Findings from the pilot revealed significant gains in reading fluency and comprehension, affirming the value of localized, evidence-driven early learning strategies.

The TaRL intervention provided remedial, competency-based instruction to Primary 4–6 learners in 20 schools in Adamawa State, specifically targeting pupils with interrupted or below-grade learning levels. The approach integrated differentiated pedagogy with digital monitoring systems, enabling real-time learner assessment and responsive instructional adjustments.

- 47,354 pupils reached across 80 schools
- 5,162 out-of-school children enrolled and supported with back-to-school kits
- 60 School-Based Management Committees reactivated, mentoring 1,140 members
- 416 teachers trained in learner-centered, competency-based methodologies
- 120 Community Reading Hubs established, supporting over 10,800 learners
- Literacy proficiency improved by over 40%; numeracy (two-digit subtraction) improved by 35%

To consolidate learning and drive broader adoption, the Foundation convened a high-level dissemination workshop in Abuja. The convening brought together government representatives, education administrators, and key sector actors to review the pilot outcomes, share critical insights, and identify pathways for institutionalizing proven best practices across participating states.

Findings from the pilot were documented in two comprehensive publications - the Early Grade Reading (EGR) Report and the Teaching at the Right Level (TaRL) Report, which have been made publicly available to policymakers, development partners, and corporate stakeholders. These reports serve as practical blueprints to inform replication, scale, and evidence-based decision-making within the sector.

47,354
pupils reached across 80 schools

Cumulative impact of LEARNOVATE-FLIP:



Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - LEARNING

Advancing Early Childhood Education in Rivers State

According to UNICEF, only one in three Nigerian children has access to early childhood education, despite clear evidence that the first five years of a child's life are critical to cognitive, social, and emotional development. This reality reinforces the need for sustained, system-level investment in quality Early Childhood Care and Development (ECCD) as a foundation for lifelong learning and improved education outcomes. The Oando Foundation continues to strengthen early learning through the LEARNOVATE-SEED (Supporting Early Childhood Education and Development) initiative, a targeted programme designed to enhance school readiness and foundational development at the pre-primary level.

This year, the Foundation upgraded 10 ECCD Centers in Rivers State, equipping them with age-appropriate instructional and play-based learning materials, strengthening the capacity of 30 teachers and caregivers in innovative child-centered pedagogy. To date, a total of 41 ECCD Centers across 6 states have been transformed, collectively reaching over 6,500 young learners. Through this, the Foundation creates inclusive, engaging, and developmentally appropriate early learning environments, particularly for children in underserved communities, ensuring they begin their educational journey on a strong and equitable footing.



Investing in early childhood education is one of the most powerful ways to shape lifelong learning, unlock potential and build stronger, more equitable communities.

6,500+
Young Learners Supported



Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - LEARNING

Strengthening Basic Science Skills in Public Primary Schools

The School STEAM Project is designed to strengthen foundational competencies and boost student engagement and performance in Science, Technology, Engineering, Arts, and Mathematics at the primary level. The initiative leverages teacher capacity building, model innovation labs, and mentorship through Oando Volunteers to create experiential and interdisciplinary learning opportunities that foster creativity, critical thinking, and problem-solving skills among students in target schools.

In collaboration with the Rivers State Universal Basic Education Board (RSUBEB) and technical partner, STEM-METS, this pilot phase is being implemented in 30 public primary schools across Rivers State. 300 teachers and education officers were trained on contemporary, inquiry-based teaching methods and techniques for integrating STEAM into their curriculum. This ensures that learning remains inclusive, aligned with national curriculum standards, and responsive to students' evolving educational needs. In school activities and additional project components are scheduled for deployment in Q1 2026.

30

Public Primary Schools

300

Teachers & Education Officers Trained



By inspiring curiosity and strengthening STEAM education, we are equipping young learners with the skills to innovate, solve problems and thrive in a rapidly changing world.

Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - LEARNING

Transforming Lives Through Scholarships: 1,164 Scholars and Counting

Although primary education in Nigeria is legally free and compulsory, access and retention remain a significant challenge. An estimated 18.5 million children aged 5–14 are out of school, and only 61% of children aged 6–11 attend regularly (UNICEF), with poverty remaining as a primary barrier.

The Foundation's Scholarship Programme addresses this gap by providing sustained financial support and structured academic guidance to indigent learners transitioning from adopted primary schools into secondary and, in select cases, tertiary education.

Since inception, 1,164 eligible scholars have been supported under the programme. In 2025, grants were disbursed to 9 tertiary scholars to support tuition and related expenses. Selection and renewal are guided by clear merit-based criteria, with emphasis on academic performance.



1,164

Scholarships Awarded Since Inception

Supporting Local EdTech Solutions for Learning Improvement

The Foundation renewed its multi-year partnership with Teach for Nigeria (TFN) to support the Incubation Hub Programme, which provides seed funding, mentorship, and enterprise development support for alumni-led education innovations. The engagement this year focused on helping innovators refine their products, strengthen business models, and prepare for scale.

Following a rigorous incubation period and bootcamp, 15 social innovators presented solutions addressing gaps in EdTech, teacher development, and climate-smart education at the 2025 Incubation Hub Pitch Competition. The top three innovators received seed grants to scale their solutions.

Scholaride, an EdTech platform that provides children in low income and hard to reach communities with access to digital learning resources, emerged as the top innovation and was awarded a ₦3.5 million seed grant to strengthen its delivery model and expand reach.

Through this ecosystem-building approach, Oando Foundation continues to catalyze innovation, strengthen local capacity, and promote scalable solutions that advance equitable and quality education outcomes nationwide



N3.5million

Scholaride Seed Grant

Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - PLANET

PLANET

We recognize that education and environmental sustainability are deeply interconnected. Our planet component promotes environmental stewardship and sustainability across Nigeria, empowering the next generation of climate champions through environmental education and green skills development

Raising the Next Generation of Eco-Conscious Leaders.

The Clean Our World (COW) Project continues to embed environmental education and practical sustainability actions within public primary schools and surrounding communities. Now in its fifth phase, the project expanded to 50 schools across Abuja and Delta States, while sustaining structured teacher support in legacy schools in Lagos and Plateau States.

COW goes beyond awareness. It integrates climate literacy into classroom instruction, establishes student-led environmental clubs, and encourages hands-on actions such as upcycling and waste management. Through these efforts, learners are not only developing eco-conscious habits but also understanding their role in building climate resilience within their communities.

To strengthen long-term sustainability, we partnered with the Lagos State Universal Basic Education Board to equip 86 master trainers for statewide delivery of the approved Climate Action syllabus in public primary schools, ensuring institutional ownership and scalability.

86
Master Trainers Equipped

Key Highlights:

119,350+ students reached through Climate Action Superheroes outreach.

275 teachers and education managers trained.

1,076+kg of plastic waste recycled.

50 environmental clubs established across participating schools

Through COW, environmental stewardship has moved beyond being an extracurricular activity to becoming embedded within the fabric of teaching and learning.



Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - PLANET

Launch of the Green Youth Upskilling Project (GYUP)

GYUP is designed to address critical gaps across emerging green sectors, in technical and operational expertise across key green sectors. From 8,000+ applications received, 25 young “Green Champions” were selected in Lagos State as the first cohort of the project, to be equipped with competencies in renewable energy and sustainable waste management.

Implemented in partnership with the Nigeria Climate Innovation Center, the nine-month pilot integrates hybrid technical training, industry apprenticeships, and mentorship from sector specialists. The programme is designed to build technical competence, operational expertise, and entrepreneurial capacity, positioning participants to deliver market-ready green solutions.

Top-performing trainees will receive seed grants to launch or scale green enterprises, translating acquired technical and entrepreneurial skills into measurable environmental and economic outcomes. Through this initiative we are investing in youth-led climate innovation and strengthening Nigeria’s long-term sustainability workforce.

8,000+
Applications Received

25
Green Champions Selected



By equipping young people with green skills and entrepreneurial opportunities, we are empowering the next generation to lead Nigeria’s transition to a more sustainable economy.

Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - ADVOCACY

ADVOCACY

We believe that collaboration fuels impact, and recognize the role of strategic partnerships, multi-sectoral engagements, and innovative financing as critical levers in driving sustainable improvements in Nigeria’s education sector. From policy roundtables to grassroot engagements, our advocacy efforts this year increasingly prioritized domestic resource mobilization and scalable public-private partnerships.



Lasting education reform is achieved through collaboration, where strategic partnerships, strong advocacy and shared investment drive systemic and sustainable change.

Unlocking Education Outcomes through Strategic Collaborations

The Private Sector Advisory Group (PSAG) Nigeria serves as a connector between the private sector and the government to drive policies and scale collaborative efforts and impact on the Sustainable Development Goals in Nigeria. Comprising over 20 members, the PSAG Education Cluster, with the Oando Foundation as its lead, accelerates private sector participation in education delivery, fostering partnerships to address educational challenges.

This year, the Foundation represented the private sector at the National Education Group (NEG) quarterly engagement hosted by the Honourable Minister for Education. As newly appointed Co-chair of the Resource Mobilization Committee, we are galvanizing domestic efforts aimed at leveraging innovative financing solutions, with the Global Partnership for Education (GPE) Multiplier and Regenerating Basic Education in Nigeria (RBEN) initiative standing out as scalable models for sustainable education investment through public-private partnership.

We are also proud to lead private sector engagement with the Education Outcomes Fund (EOF) in designing outcomes-driven education financing that can accelerate enrolment, improve learning performance, and strengthen the education ecosystem. The EOF program, set to launch in 2026, targets enrolment and learning improvement for 200,000 children in Lagos State. we will continue working closely with the Federal Ministry of Education to convene broader private sector engagements and co-design a national framework aimed at strengthening coordination and transforming education outcomes at scale.



Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - ADVOCACY

Leading Advocacy Efforts and Policy Action at Sub-National Level

Deploying OF's programmes across 23 states in Nigeria require effective collaboration with state governments and local education agencies for co-creation, implementation success, system strengthening, and post project sustainability.

This year, the Foundation convened and participated in multiple advocacy engagements across states: Delta, Ebonyi, Katsina, Lagos, Plateau, Rivers, Sokoto. These engagements strengthened policy alignment, supported co-creation of interventions, and, in some cases, catalyzed legislative action to scale evidence-based models such as LEARNOVATE–FLIP statewide.

Other Advocacy highlights from the year

The International Conference on Smart Education and Digital Literacy (ISCE 2025): Convened by the Universal Basic Education Commission (UBEC) in partnership with the Korea International Cooperation Agency (KOICA), to spotlight scalable digital learning models for basic education.



Nigeria Education Forum (NEF): Hosted by the Nigeria Governors' Forum to explore strategies for improving foundational literacy and numeracy in Nigeria’s public primary schools, especially underserved and conflict-affected areas. Discussions highlighted evidence-based approaches that prioritize the early years, integrating low-cost curriculum-aligned tools, and embedding ongoing coaching to strengthen classroom outcomes.



23
States Engaged

7
State Advocacy Engagements

Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - ADVOCACY

2025 World Environment Day Event: Hosted in partnership with the Federal Ministry of Environment, OXFAM Nigeria, and other partners to raise awareness, share knowledge, and inspire action towards a more environmentally sustainable and resilient future, under the theme “Beat Plastic Pollution”. The event featured high-level dialogue, an innovation showcase, and the annual Minister’s Cup eco-club competition.



80th United Nations General Assembly: where the Foundation participated in high-level engagements and contributed to global dialogues on expanding access to quality basic education and best practices to close learning gaps.



Technical partner and co-sponsor of the Africa Social Impact Summit, convening multi-sector thought leaders and influencers to chart pathways for sustainable development in Africa.



Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - ADVOCACY

Delivered a presentation on green innovation and youth-led climate solutions at the launch of the ‘Circular Economy Youth Empowerment Initiative for Climate Action’ hosted by the Federal Ministry of Youth Development.



Joined global education stakeholders at the World Innovation Summit on Education (WISE 2025) to examine education models that integrate academic, socio-emotional, and life skills for holistic learner development through the lens of innovation.



National Education Innovation Summit (NEDIS 2025): joined our long-term partner, The Education Partnership (TEP) Centre, to celebrate a decade of impact in Nigeria’s education sector, and co-sponsored NEDIS 2025 under the theme, “Skills Development for Workplace Readiness and Inclusion”.



Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - ADVOCACY

Strategic Media Engagements to Amplify Impact

We deepened media engagement throughout the year to amplify programme evidence and elevate education reform conversations. On International Children's Day, the Head of Foundation featured on CNBC Africa to discuss the importance of innovation and cross-sector collaboration in building resilient and inclusive education systems.



By amplifying evidence-based insights and championing education reform through strategic media engagement, we are inspiring collective action for lasting systemic change.

Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - SPECIAL PROJECTS

SPECIAL PROJECTS

These are complementary projects executed to further enhance the Foundation's mandate, and in some cases, support broader corporate social responsibility priorities within the Oando Group.

Donation Of A Library To Mark Children's Day At The Benue IDP Camp

To commemorate Children's Day, Oando Foundation partnered with K2U Puzzles and the UN International Organization for Migration to deliver much-needed learning resources to over 1,200 children in the Abagana Internally Displaced Persons Camp in Benue State. The Foundation erected a library tent, fully furnished and expected to accommodate 52 learners at a time. Over 10,000 textbooks and 3,000 notebooks were also provided to aid learning.

For children facing displacement and disruption, access to safe learning spaces restores a sense of normalcy, dignity, and hope. This intervention reflects our belief that every child, regardless of circumstance, deserves the opportunity to learn.



School Improvement Projects in Katsina and Daura, Katsina State

The Foundation completed two school renovation projects at the FSP Nursery and Primary Schools in Katsina and Daura, Katsina State. Working together with the State Ministry of Education, we delivered a full suite of upgrades, including structural repairs and finishes, outdoor play and health facilities provided, 18 classrooms and 6 ECCD Centers renovated and equipped with age-appropriate learning materials, a library and a staff room, and gender-sensitive sanitation facilities: transforming these sites into safe, fit-for-purpose learning environments.

Complementing these physical improvements, 42 teachers and education managers received structured training in inclusive, play-based pedagogy in line with the Foundation's holistic intervention model, ensuring the revitalized classrooms translate into richer learning experiences. As a result, over 1,200 young learners now have access to better learning conditions.



Oando Foundation 2025 Annual Report continued

HIGHLIGHTS OF 2025 - SPECIAL PROJECTS

Community and Volunteerism

Building a community of volunteers who contribute to the Foundation’s work remains a core practice as it strengthens our collective goodwill, fostering a sense of purpose and fulfillment. The Oando Employee Volunteer Program is a platform that enables #HumansOfOando to contribute meaningfully to and participate in the Foundation’s activities.

To commemorate International Women’s Month, we hosted 30 girls from four schools in Lagos State at the Oando Corporate Headquarters. The visit exposed the pupils to the breadth of career opportunities available to women in the energy sector through a guided office tour and mentorship session led by female employees, broadening their career aspirations and reinforcing pathways into STEM careers.

On International Volunteer Day, volunteers engaged pupils of Archbishop Taylor Memorial Nursery and Primary School in interactive learning activities that fostered creativity and confidence. The outreach concluded with the distribution of “Merry Gift Boxes,” reinforcing the spirit of collective service and shared responsibility.



Tap to Reach All

The Aggregator Platform (TAP), driven by the #HumansOfOando, is a strategic social impact initiative launched in April 2020 to address food insecurity in Nigeria, in alignment with SDG 2: Zero Hunger. Initially focused on food relief interventions for vulnerable households, TAP has since evolved into a sustainable, systems-oriented approach designed to generate long-term community-level impact.

In addition to several economic empowerment initiatives, TAP partnered with Siddiqah Foundation to feed 314 families in Kosofe Community this year, with Oando Foundation providing technical support. TAP continues to expand its reach and foster resilience among vulnerable households. We are proud to support TAP’s mission and encourage continued efforts to create a hunger-free Nigeria.



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Group Chief Financial Officer’s Report

For the year ended 31 December 2025

₦3.18trillion

Revenue in FY 2025, representing 22.2% decline compared to FY 2024 (₦4.1 trillion)

₦1.4trillion

Adjusted EBITDA in FY 2025, representing a 12% increase from FY 2024 (₦1.2 trillion)

₦500billion

Equity capital authorised by shareholders.



Adeola Ogunsemi
Group Chief Financial Officer

Dear Shareholders,

FY 2025 marked an important transition in the Group's financial profile. Having completed the NAOC acquisition in 2024, the year was defined by the shift from transaction execution to operational delivery, and the financial results reflect both the progress made and the work that remains.

The enlarged asset base contributed to higher production volumes, improved operating reliability, and stronger cash generation. Reported profitability was impacted by a higher operating cost base, elevated finance costs, and the effects of Nigeria's macroeconomic environment, but the underlying trajectory of the business strengthened meaningfully during the year. Most notably, cash generated from operations improved significantly, reflecting stronger production performance, better receivables recovery, and more disciplined working capital management, an important indicator that the platform is beginning to produce the financial returns that a business of this scale should deliver.

Throughout the year, management remained focused on balancing growth with financial discipline, advancing cost optimisation, and progressing the capital structure measures needed to strengthen the balance sheet over time. Subsequent to year-end, shareholders approved a comprehensive capital restructuring programme, including authority to raise up to ₦500 billion in equity capital, a debt-to-equity conversion of up to US\$300 million and a multi-instrument issuance programme of up to US\$1.5 billion, which will be a defining financial priority for 2026.

The sections that follow provide a detailed review of the Group's financial performance, balance sheet position and cash flow development during the year.

Financial Performance

	UNIT	FY2025	FY2024	%CHANGE
Revenue ¹	₦'billion	3,180	4,087	(22)%
Crude proceeds	₦'billion	312	282	11%
Gas proceeds	₦'billion	105	85	24%
NGL proceeds	₦'billion	5	0.4	1150%
Trading operations	₦'billion	2,728	3,693	(26)%

Gross (Loss)/Profit	₦'billion	(3)	93	nm
Operating Profit	₦'billion	241	570	(58)%
Income tax credit/ (expense)	₦'billion	69	(164)	nm
Profit-After-Tax	₦'billion	205	220	(7)%
EPS	₦'billion	23	18	28%

Cash generated from/ (used in) operations ²	₦'billion	258	(500)	nm
Cash and cash equivalents ²	₦'billion	423	155	172%
Total Capex ³	₦'billion	135	21	543%

Crude oil lifting	MMbbl	3.95	3.04	30%
Gas sales ⁴	MMscf	44.31	27.90	59%
NGL sales	MMbbl	0.45	0.06	650%
Total	MMboe	12.04	7.91	52%

Average Realized Oil Price	\$/bbl	65.23	73.91	(12)%
Average Realized Gas Price	\$/Mscf	1.73	2.14	(19)%
Average Realized NGL Price	\$/bbl	6.78	4.31	57%
Exchange rate (average)	₦/\$	1,505	1,515	(1)%

1.

Includes revenue from Independent Power Projects (IPP), pipeline tariffs, and electric vehicle (EV) initiatives.
2.

Represents the balance on 31 December 2025 and 31 December 2024.
3.

Total capex does not include asset acquisition costs.
4.

Gas sales represent the portion of produced gas that was sold to third parties. Accordingly, sales gas volumes are lower than total gas production.
5.

Gas volumes converted to barrels of oil equivalent using a standard conversion factor of 6 mscf per boe

Group Chief Financial Officer’s Report continued

For the year ended 31 December 2025

Revenue

Group revenue declined 22.2% year-on-year to ₦3.18 trillion in FY 2025 (FY 2024: ₦4.09 trillion), reflecting lower trading volumes following a deliberate rebalancing of the Trading Division's portfolio amid structural changes in the domestic downstream market. This was partly offset by stronger upstream contributions, supported by higher production volumes following the consolidation of the NAOC JV interests.

Key segment performance highlights include:

- **Crude Oil:** Lifted volumes totalled 3.95 MMbbl, generating approximately ₦312.4 billion in revenue at an average realised price of \$65.23/bbl (FY 2024: \$73.91). Strong volume growth was partly offset by lower realised oil prices.
- **Natural Gas:** Sales volumes increased to 7.39 MMboe (44.31 Bscf), generating approximately ₦105.3 billion in revenue at an average realised price of \$1.73/mscf (\$10.35/boe). Volume growth remained robust, despite continued pricing pressure.
- **Natural Gas Liquids (NGLs):** NGL volumes rose to 0.45 MMbbl, contributing approximately ₦5.37 billion in revenue, supported by improved recovery following the NGL processing plant revamp, albeit at structurally lower realised prices of \$6.78/bbl.
- **Trading:** Revenue declined to ₦2.7 trillion (FY 2024: ₦3.7 trillion), reflecting a deliberate reduction in refined-product trading activity amid structural shifts in the domestic downstream market; 25.7 MMbbl of crude oil was traded during the year.

While realised prices moderated across key commodities during the year, the increase in production volumes underscores the resilience of the Group's upstream assets and reinforces the strategic rationale for rebalancing the earnings mix toward higher-margin, capital-backed production growth.

Gross Profit

The Group reported a gross loss of ₦2.8 billion in FY 2025, compared with a gross profit of ₦93.3 billion in FY 2024, reflecting margin pressure arising from a higher operating cost base associated with the expanded asset portfolio and transition to operatorship.

Although cost of sales declined during the period, broadly in line with lower trading activity and associated input costs, gross margins were impacted by increases in staff costs, logistics, security expenses, regulatory levies, depreciation, and inventory valuation adjustments.

Following the audit process, certain operating and logistics-related costs were reclassified to cost of sales to better align directly attributable costs with production and trading activities.

Depreciation and inventory valuation adjustments of ₦95.3 billion are included within cost of sales; however, these are non-cash in nature and therefore do not directly impact operating cash flow. The reclassification had no impact on profit after tax.

Administrative Expenses

Administrative expenses reduced by 27.2% year-on-year to ₦399.3 billion in FY 2025 (FY 2024: ₦548.3 billion). The improvement was largely attributable to a significant reduction in foreign exchange losses on the revaluation of foreign currency-denominated liabilities compared with the prior year, as well as the reversal of legal provisions no longer required following the resolution of legacy matters.

Depreciation and amortisation increased by 38.8% year-on-year to ₦98.8 billion (FY 2024: ₦71.2 billion), reflecting higher production volumes.

Impairment of assets

The Group recognised a net impairment reversal of ₦441.5 billion on financial assets in FY 2025, compared with an impairment charge of ₦76.2 billion in FY 2024. This represents a material positive swing year-on-year, driven primarily by the resolution and restructuring of previously impaired receivables and legacy balances following settlement arrangements concluded during the period.

Operating Profit

The Group recorded an operating profit of ₦240.9 billion in FY 2025 (FY 2024: ₦569.7 billion), representing a decline of 57.7%; which reflects normalised operating performance, following the ₦784.8 billion non-recurring gain on bargain purchase recognised in FY 2024 on the NAOC acquisition. Excluding this one-off, underlying operating performance improved materially year-on-year.

Net Finance Costs

Net finance cost reduced 43.4% year-on-year to ₦106.7 billion in FY 2025 (FY 2024: ₦188.6 billion). The improvement reflects the impact of higher interest income on bank deposits & finance leases, the reversal of prior default interest, and the resolution of long-outstanding financing items, consistent with management's focus on balance sheet optimisation and funding efficiency.



Disciplined cost management, balance sheet optimisation and the resolution of legacy matters significantly strengthened the Group's underlying operating performance, despite the absence of the prior year's one-off acquisition gain.

Group Chief Financial Officer’s Report continued

Taxation

The Group recognised a tax credit of ₦69.0 billion in FY 2025 (FY 2024: tax expense of ₦163.7 billion). This was driven by the reversal of previously recognised tax provisions and the recognition of deferred tax credits, following reassessments of historic tax positions.

Profit After Tax

Profit After Tax

Profit after tax decreased 7.0% year-on-year to ₦204.8 billion in FY 2025 (FY 2024: ₦220.1 billion). Earnings per share increased 27.8% year-on-year to ₦23 per share (FY 2024: ₦18 per share).

Liquidity and Balance Sheet

During the year, the Group strengthened its liquidity position through disciplined working capital management, structured bank financing, and targeted balance sheet actions. Funding was secured from a mix of local and international financial institutions to support upstream operations and crude marketing activities. The recovery of outstanding receivables contributed to the reduction and restructuring of corporate facilities and other obligations, while legacy facilities were settled or refinanced. These actions improved the Group’s funding profile, reduced near-term liquidity pressure, and enhanced financial flexibility to support ongoing operational and capital requirements. .

₦204.8billion

Profit After Tax in FY 2025, representing a 7.0% decrease from FY 2024 (₦220.1 billion).



Strategic balance sheet optimisation, disciplined capital management and the resolution of legacy tax and financing matters strengthened the Group's financial position, enhancing liquidity, increasing shareholder returns and positioning the business for sustainable long-term growth.

Cash Flow Performance

The Group delivered a material year-on-year improvement in cash flow performance in FY 2025, reflecting a return to positive operating cash flow generation, disciplined capital deployment, and the normalisation of acquisition-related cash flows following the completion of the NAOC transaction in the prior year.

Net cash from operating activities stood at ₦32.3 billion in FY 2025, a marked turnaround from the ₦535.3 billion outflow recorded in FY 2024. The improvement was driven primarily by stronger cash conversion from operations, which generated ₦258.3 billion compared to an outflow of ₦500.3 billion in the prior year, reflecting higher production volumes, reduced operational disruptions, improved receivables recovery, and tighter working capital management. These operating gains were partially absorbed by gratuity benefits, interest and tax payments during the year, which amounted to ₦226.0 billion.

Net cash generated from investing activities amounted to ₦97.6 billion in FY 2025, compared with ₦869.3 billion used in FY 2024, which was largely driven by the NAOC asset acquisition. The increased capital expenditure of ₦135.0 billion (FY 2024: ₦20.8 billion), was primarily directed toward upstream development, facility integrity and infrastructure investments. This was more than offset by ₦224.4 billion in interest received and ₦25.1 billion in cash received from finance leases.

Net cash generated from financing activities was ₦165.7 billion in FY 2025, compared with ₦1.43 trillion in FY 2024. Financing inflows during the year were driven by ₦1.0 trillion in new borrowings to support upstream development and working capital requirements, partly offset by ₦863.1 billion in debt repayments as the Group continued to rebalance its funding profile and reduce legacy exposures.

As a result of these movements, the Group recorded a net increase in cash and cash equivalents of ₦295.7 billion during the year, closing FY 2025 with a balance of ₦422.9 billion, compared with ₦155.3 billion at the start of the period.

Capital Structure and Funding Strategy

The Group continues to actively optimise its capital structure following the acquisition of the NAOC Joint Venture assets, balancing near-term liquidity management with longer-term balance sheet strengthening initiatives.

Total borrowings stood at ₦2.7 trillion as of 31 December 2025 (FY 2024: ₦2.8 trillion), reflecting the enlarged operating based and acquisition-related financing associated with the NAOC transaction, drawdowns to support operations and capital investment, as well as the impact of foreign exchange movements on foreign-currency-denominated obligations.

₦ billion	31/12/2025	31/12/2024
Gross Debt	2,695	2,772
Cash	423	155
Net Debt	2,272	2,617

During the year, the Group completed the restructuring of longstanding facilities, including the settlement of ₦27 billion under the MTL and \$98 million under the Corporate Facility. These actions followed shareholder approvals obtained at the 46th Annual General Meeting and Extraordinary General Meeting and form part of the Group’s broader capital restructuring programme. The measures have extended repayment profiles, improved liquidity headroom, and strengthened financial flexibility.

Group Chief Financial Officer’s Report continued

Debt Structure and Cost of Funding

The Group’s debt portfolio comprises a mix of reserve-based lending (RBL) facilities, term loans, project finance, and working capital lines, with maturities extending through to 2037. This is supported by a materially expanded production base, long-life reserves, and increasing exposure to gas monetisation and power generation, which are expected to support improved cash flow visibility over time.

Facility Type	Amount (N'000)	% of Total	Avg Rate	Maturity
RBL Facilities	735,805,733	27.30%	c.13.0%	2031
Corporate Facility	352,629,834	13.08%	c.13.5%	2026–2037
Term Loans	989,144,267	36.70%	c.12.6%	2027–2030
Project Finance	427,706,001	15.87%	c.11.8%	2029
Working Capital	133,510,543	4.95%	c.14.5%	2025–2034
Trade Finance	56,573,720	2.10%	19.50%	2028

The portfolio is predominantly floating rate, referenced to SOFR, with margins reflecting the Group’s current credit profile and market conditions. Blended cost of debt remains elevated, driven by legacy facilities and higher-cost short-tenor borrowings. During the year, management advanced a number of refinancing and restructuring initiatives aimed at extending debt maturities, improving funding flexibility, and progressively reducing the Group’s cost of capital. These initiatives form part of a broader capital structure optimisation programme, including the approved capital raise and debt restructuring initiatives currently being progressed.

Near-term maturities are concentrated in 2027, with the Group actively progressing refinancing and restructuring initiatives to extend tenor, reduce cost of funding, and improve overall capital structure efficiency.

Management remains focused on improving cash flow conversion, reducing short-term liquidity pressure, and positioning the business for gradual deleveraging as operational performance and monetisation initiatives continue to scale.

\$375 Million Refinancing to Support Upstream Development

In June 2025, Oando Oil Limited (OOL), an upstream subsidiary of Oando PLC and a 20% participant in the OMLs 60–63 Joint Venture, successfully upsized its reserve-based lending facility (“RBL2”) to \$375 million. Originally secured at \$525 million in 2019 and reduced to \$100 million by December 2024, the refinancing, led by Afreximbank with support from Mercuria, enhances the Group’s financial flexibility and supports its medium-term production growth objectives. The facility will fund the efficient development and monetisation of the Group’s upstream asset base.

Hedging

To manage oil price volatility and support revenue stability, the Group implemented a hedging programme covering 3,000 barrels per day using purchased put options with a strike price of \$59/bbl. These instruments provide downside protection while preserving upside exposure.

Financial Outlook

The Group enters 2026 with improved operational stability, supported by a larger production base, stronger underlying cash generation and increased visibility over future production and development activity. Having substantially completed the integration of the NAOC assets, our focus now shifts to optimising the balance sheet, enhancing financial flexibility, and ensuring that the Company’s capital structure is appropriately aligned with the business’s scale and long-term potential.

A key priority for the year will be the execution of the capital restructuring programme approved by shareholders. These initiatives are intended to strengthen the Company’s capital base, optimise its funding profile and provide additional flexibility to support future growth and investment opportunities. Following the approvals obtained from shareholders, management’s focus is now on advancing the various elements of the programme in ways that enhance liquidity, improve access to capital, and support long-term financial resilience.

Alongside the restructuring programme, we remain focused on improving cash flow conversion, strengthening liquidity and maintaining disciplined capital allocation across the portfolio. Cost efficiency and working capital management will continue to be areas of active focus, while capital expenditure will remain targeted towards projects capable of delivering attractive returns, increasing production and supporting reserves replacement.

We will also continue advancing our gas commercial portfolio and gas-to-power strategy, which we expect to become increasingly important contributors to earnings diversification and cash flow resilience over time. As domestic gas demand continues to grow and commercial opportunities emerge across the value chain, we believe these businesses will play an increasingly important role in strengthening the Group’s long-term financial profile.

Supported by a production outlook of 40,000–50,000 boepd and a focused development programme, the Group is well positioned to strengthen its financial profile and translate the operational scale we have built into sustainable long-term value for shareholders. While macroeconomic and market uncertainties remain, we are confident that the actions being taken today will enhance the Company’s resilience, improve financial flexibility and position Oando to capture the opportunities ahead.



Adeola Ogunsemi
Group Chief Financial Officer

Directors’ Report

For the year ended 31 December 2025

The directors submit their Report together with the audited consolidated and separate financial statements for the year ended 31 December 2025, which disclose the state of affairs of the Group and Company.

1 Principal Activity

The principal activity of Oando PLC ("the Company") locally and internationally is to have strategic investments in energy companies in addition to supply of oil and gas products to customers. The Group was involved in the following business activities during the year reviewed:

a) Exploration and production (E & P) - Subsidiaries of Oando Energy Resources Inc Canada; Oando Petroleum and Natural Gas Limited and Oando Energy Resources Nigeria Limited engaged in production operations and other E & P companies operating within the Gulf of Guinea; and

b) Supply and trading of petroleum products - Oando Trading FZCO, Oando Supply & Trading DMCC, Oando Gazelle.

c) Mining & infrastructure development - Bitumen Resources Limited, Road Bit Limited, Trans-Africa Mining Resources Limited, Bit Mines Resources Limited, Fast Energy Investments Limited, Carmine Energy Investments Limited etc.

2 Results

The Group’s net profit for the year of ₦204.8 billion and Company’s net profit of ₦468.6 billion for the year attributable to owners of equity have been transferred to retained earnings.

	Group		Company	
	31-Dec-25 N’000	31-Dec-24 N’000	31-Dec-25 N’000	31-Dec-24 N’000
Revenue	3,180,090,462	4,086,650,996	-	343,861,081
Profit before income tax from operations	135,759,960	383,820,117	474,425,189	122,291,080
Income tax credit/(expense)	69,048,613	(163,700,064)	(5,837,734)	(10,484,456)
Profit for the year from operations	204,808,573	220,120,053	468,587,455	111,806,624
Profit attributable to owners of the parent	204,010,628	224,856,266	468,587,455	111,806,624

3 Review of Business and Significant Transactions

During the year, the Company undertook a series of transactions involving its own equity instruments, which the Directors consider significant for an understanding of the Group’s financial position and equity structure.

Settlement of shareholder loan

As disclosed in the financial statements, the Company had an outstanding loan receivable from a significant shareholder. During the year, this loan was settled through the transfer of ordinary shares of the Company by the shareholder to the Company. The transaction resulted in the derecognition of the loan receivable and the recognition of the transferred shares as treasury shares, in accordance with International Financial Reporting Standards (IFRS).

Pro rata distribution of treasury shares

Subsequent to the settlement, the Company implemented a pro rata distribution of part of the treasury shares to existing shareholders, on the basis of their respective shareholdings.

The distribution was effected entirely through the use of treasury shares already held by the Company. No new shares were issued, no cash consideration was paid, and retained earnings were not reduced.

The Directors note that, under IFRS, both the acquisition and subsequent redistribution of the Company’s own shares constitute transactions in own equity instruments and are accounted for entirely within equity.

Legal and Regulatory Considerations

Following the execution of the above transactions, questions were raised regarding compliance with certain provisions of the Companies and Allied Matters Act, 2020 (CAMA), including provisions relating to capital maintenance and share transactions.

The Directors have carefully considered these matters, including obtaining professional advice, and note the following:

- The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), which govern the recognition, measurement, presentation and disclosure of transactions involving an entity’s own equity instruments.
- At the reporting date, there was no court order, regulatory directive, or enforceable obligation requiring the Company to reverse, unwind, or otherwise amend the transactions executed.
- In the absence of such an obligation, IFRS requires that the transactions be accounted for strictly within equity, with no recognition of gains, losses, or distributions of profit.

The Directors have made full disclosures of the treasury shares and partial distribution of shares in this audited consolidated and separate financial statements.

Directors’ Report continued

For the year ended 31 December 2025

4 Dividend

The directors do not propose dividend for the year ended 31 December 2025 (2024: nil).

5 Directors

- The names of the present directors and those that served on the board of the Company during the year are listed on page 278.
- According to the Register of Directors' Shareholding, the interests of directors in the issued share capital of the Company for the purposes of section 301 part 1 of schedule 5 of the Companies and Allied Matters Act, 2020, are as follows:

	Direct 2025	Indirect 2025	Direct 2024	Indirect 2024
HRM. Oba A. Gbadebo, CFR			437,500	Nil
Mr. Ademola Akinrele	104,552	Nil	96,510	Nil
Mr. Jubril Adewale Tinubu*	Nil	1,866,163,290	Nil	3,670,995
Mr. Omamofe Boyo*	Nil	928,134,363	Nil	2,354,713
Mr. Adeola Ogunsemi	Nil	179,227	Nil	105,941
Dr. Ainojie Alex Iruhe	Nil	Nil	Nil	Nil
Fatima Nana Mede	3,350	Nil	3,093	Nil
Ronke Sokefun	Nil	611,875	Nil	564,826
Mr. Ike Osakwe	150,954	Nil	139,343	Nil
Mr. Bashir Bello	Nil	Nil	Nil	Nil
Mr. Ken Igbokwe	Nil	Nil	Nil	Nil
Mr. Cosmas Iwueze	Nil	Nil	Nil	Nil
Mr. Tanimu Yakubu	-	-	5,999,947	5,998,700
Mrs. Ayotola Jagun	2,773	Nil	-	-

- * Additional shares: Ocean and Oil Investments Limited (OOIL) owns approximately 81,814,574 (0.66% of total number of shares) shares in the Company. Mr. Jubril Adewale Tinubu and Mr. Omamofe Boyo own 0.36% and 0.14% respectively in the Company through OOIL.
- * Ocean and Oil Development Partners Limited (OODP) owns 2,731,709,504 shares (representing 21.97% of the total number of shares) in the Company. OODP is ultimately owned 66.67% by the Group Chief Executive and 33.33% by the Deputy Chief Executive of the Company at year end.

6 Contracts

In accordance with section 303 of the Companies and Allied Matters Act, 2020 and Article 115 of the Company's Articles of Association, directors who had interest in contracts during the year had notified and declared their interest to the Company to the effect that they were members or held shareholding of companies which could be regarded as having an interest in the contract. Such directors' interests are noted in the respective minutes of board meetings.

7 Directors’ Responsibilities

The directors are responsible for the preparation of annual consolidated financial statements, which have been prepared using appropriate accounting policies, supported by reasonable and prudent judgements and estimates, in conformity with International Financial Reporting Standards issued by the International Accounting Standards Board, Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023. In doing so, the directors have the responsibilities as described on page 8 of these consolidated financial statements.

8 Shareholdings

As of 31 December 2025, the range of shareholdings of the Company was as follows:

Range of Shareholding	No of Shareholders Within Range	% of Holders	No of shares Within Range	% of Shareholding
1 - 1,000	191,619	63.41	67,574,512	0.54
1,001 - 5,000	76,928	25.46	163,537,835	1.32
5,001 - 10,000	12,748	4.22	88,812,526	0.71
10,001 - 50,000	14,865	4.92	308,845,178	2.48
50,001 - 100,000	2,507	0.83	172,505,957	1.39
100,001 - 500,000	2,681	0.89	551,844,184	4.44
500,001 - 1,000,000	370	0.12	254,682,856	2.05
1,000,001 - 5,000,000	371	0.12	719,182,629	5.79
5,000,001 - 10,000,000	42	0.01	295,939,631	2.38
10,000,001 - 50,000,000	28	0.01	540,253,098	4.35
50,000,001 - 100,000,000	5	0.00	334,535,076	2.69
100,000,001 - 12,431,412,481	5	0.00	8,933,698,999	71.86
	302,169	100.00	12,431,412,481	100.00

9 Property, Plant and Equipment

Changes in the value of property, plant and equipment (PPE) were mainly due to additions, depreciation, disposals and exchange differences as shown in Note 15 to these consolidated and separate financial statements. In the opinion of the directors, the market value of the Group’s PPE is not lower than the value shown in these consolidated financial statements.

Directors’ Report

continued

For the year ended 31 December 2025

10 Charitable Contributions

The Company through its subsidiary, Oando Foundation, implemented the following programmes:

Description	Amount N
I LEARNOVATE – Foundational Learning Improvement Programme	335,870,630
II LEARNOVATE-SEED (Supporting Early-childhood Education and Development) project	102,957,449
III Supported 9 university scholarship beneficiaries, 1 Ebola Education Trust Fund beneficiary, and 1 Trustees’ Scholarship Award beneficiary at the tertiary level.	8,942,641
IV Infrastructural upgrade at Family Support Programme (FSP) Nursery and Primary Schools, Katsina and Daura, Katsina State.	49,586,488
V In partnership with Sumitomo Chemical, deployed the fifth phase of the Clean Our World (COW) project, strengthening environmental education and sustainable practices in 50 schools across 37 communities in Delta, Abuja, Plateau, and Lagos States, reaching 119,350+ students.	96,539,710
VI Co-sponsorship of the 2025 edition of the Nigerian Education Innovation Summit (NEDIS) 2025	2,000,000
VII Partnered with K2U Puzzles to commemorate Children’s Day at the Abagana IDP Camp in Benue State.	7,200,000
VIII Employee Volunteer Activities: A mentorship and empowerment session led by humans of Oando.	9,048,133
IX “2025 World Environment Day” event in partnership with the Federal Ministry of Environment and Oxfam Nigeria.	5,913,200
X Co-sponsorship of the 2025 Africa Social Impact Summit (ASIS)	5,000,000
XI Green Youth Upskilling Program (GYUP) pilot.	39,241,618
XII Teach for Nigeria’s 2025 Incubation Hub Program.	3,500,000
XIII Co-sponsorship of the maiden edition of the Nigeria Education Forum (NEF) 2025.	5,000,000
XIV School Steam Project, strengthening the capacity of 300 educators in basic sciences, the establishment of an innovation lab, and the delivery of young student innovators’ competition across 30 public primary schools in Rivers State.	67,631,179
XV Refurbishment of the ICT Centre at Archbishop Taylor Memorial Primary School, enhancing access to digital learning resources for pupils and teachers.	4,824,000
XVI Advocacy on stakeholder engagement, awareness activities, and logistics.	4,846,848
XVII Clean Our World (COW V) project across states in Nigeria.	22,995,810
XVIII Decoration of an ECCD classroom for COW IV prize winner.	1,600,000
XIX Supply and distribution of 5,214 Mu Karanta teacher learning Materials.	31,284,000

Other CSR Initiatives by the Group:

XX Afrexim INTRA-AFRICAN TRADE FAIR 2025 and the 2025 Annual General Meeting	2,633,572,652
XXI Gold sponsorship of the Lagos E1 GP competition	1,504,898,658
XXII Sponsorship of Alake @ 82 Golf tournament	68,493,205
XXIII Emarld Invitational Gold sponsorship for the 2025 Golf tournament.	102,390,671
XXIV Platinum sponsorship of the 9th OPEC International Seminar	228,360,997
XXV Sponsorship for the S&P Global 2025 executive group conference	79,007,180
XXVI Sponsorship for the 2025 International Conference on sustainable urban mobility	10,005,975
XXVII Associate Sponsorship partnership for the 2025 Annual Directors Conference	10,000,000
XXVIII Donation towards the 20th Coronation Anniversary Activities of Oba Gbadebo	50,000,000
XXIX Sponsorship to the Association of Corporate Treasurers Ltd/GTE for the Treasury 360 event	5,000,000
XXX Sponsorship of Motorsport	50,201,342

XXVII Donations to Stakeholder Alliance for Corporate Accountability (SACA)	-
XXVIII Sponsorship of the 2024 Africa Energy Week Event	-
XXIX Donations to the 2024 Annual Nchaka Festival	-
XXX Donations to Borno state flood victims in 2024	-
XXI Awards to 269 participants of the Oando JV Bursary award to host communities	-
	5,545,912,386

Directors’ Report

continued

For the year ended 31 December 2025

11. Employment and Employees

Equal Employment Opportunity

The Company pursues an equal employment opportunity policy. It does not discriminate against any person on the ground of race, religion, colour, or physical disability.

Employment of Physically Disabled Persons

The Company maintains a policy of giving fair consideration to applications from persons with disabilities, bearing in mind their respective aptitudes and abilities. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and that the appropriate training is arranged. The Group currently has no physically challenged persons.

Industrial/Employees Relation

The Company places considerable value on the involvement of its employees and keeps them informed on matters affecting them as employees and the various factors affecting the performance of the Company. This is achieved through management’s open door policy and improved communication channels. These channels include the e-mail and intranet, the revised in-house magazine, the entrenchment of regular departmental meetings and town hall meetings. Regular dialogue takes place at informal and formal levels.

Training and Development

The Company places great emphasis on the training and development of its staff and believes that its people are its greatest assets. Training courses are geared towards the development needs of staff and the improvement in their skill sets to face the increasing challenges in the industry. The Company will continue to invest in its human capital to ensure that the employees are well motivated and positioned to compete in the industry.

12 Audit Committee

In accordance with section 404(3) of the Companies and Allied Matters Act, 2020 the following shareholders and directors were members of the Audit Committee during the year ended 31 December 2025:

- | | |
|------------------------------|--|
| a) Mr. Ike Osakwe | Non-Executive Director (Chairman) |
| b) Mr. Ken Igbokwe | Non-Executive Director |
| c) Mr. Segun Oguntoye | Shareholder, Resigned August 11, 2025 |
| d) Dr. Anthony Omojola | Shareholder |
| e) Mrs. Faith E. George | Shareholder, Deceased September 16, 2025 |
| f) Mr. Kolawole Kalejaiye | Shareholder, Appointed August 11, 2025 |

13 Auditors

The Company’s auditors, BDO Professional Services were re-appointed on 11 August 2025 at the 46th Annual General Meeting and have indicated their willingness to continue in office in accordance with section 401(1) of the Companies and Allied Matters Act, 2020.

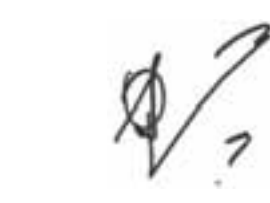
Dated this 26th May 2026

By Order of the Board



Group Chief Executive

Mr. Jubril Adewale Tinubu
FRC/2013/NBA/00000003348



Group Chief Financial Officer

Mr. Adeola Ogunsemi
FRC/2016/ICAN/00000014639

Corporate Responsibility for Financial Reports

For the year ended 31 December 2025

Certification Pursuant to Section 405 of CAMA 2020

We the undersigned have reviewed the audited consolidated and separate financial statements for the year ended 31 December 2025 and based on our knowledge we confirm that:

- a)

the audited consolidated and separate financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading, in the light of the circumstances under which such statement was made.
- b)

the audited consolidated and separate financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operations of the company as of and for, the periods covered by the audited consolidated and separate financial statements.
- c)

we are responsible for establishing and maintaining internal controls and we have designed such internal controls to ensure that material information relating to the company and its subsidiaries (hereinafter referred to as the “Group”) is made known to us by other officers of the companies, particularly during the period in which these audited consolidated and separate financial statements are being prepared.
- d)

we have evaluated the effectiveness of the Group’s internal controls within ninety days prior to the date of their audited financial statements and we certify that the internal controls are effective as of that date.
- e)

we have disclosed all significant deficiencies in the design or operation of internal controls which could adversely affect the Group’s ability to record, process, summarise and report as of the financial date to the auditors. We have also identified for the Group’s auditors any material weaknesses in internal controls and disclosed whether or not there is any fraud that involves management or other employees who have a significant role in the Group.
- f)

we have indicated in these consolidated and separate financial statements, whether or not, there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Group Chief Executive

Mr. Jubril Adewale Tinubu
FRC/2013/NBA/00000003348

Group Chief Financial Officer

Mr. Adeola Ogunsemi
FRC/2016/ICAN/00000014639

Statement of Directors’ Responsibilities

For the year ended 31 December 2025

i. Responsibilities in respect of financial statements

The Companies and Allied Matters Act, 2020 requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the Company and its subsidiaries at the end of the year and of its profit or loss. The responsibilities include ensuring that the Company:

- (a)

keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and its subsidiaries and comply with the requirements of International Financial Reporting Standards (IFRS), Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023;
- (b)

establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other irregularities; and
- (c)

prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates, and are consistently applied.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with the International Financial Reporting Standards (IFRS) and the requirements of the Companies and Allied Matters Act, 2020.

The directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Group and the Company and their profit for the year. The directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of the financial statements, as well as adequate systems of internal controls over financial reporting.

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

ii. Responsibilities in respect of Corporate Governance

The Company is committed to the principles and implementation of good corporate governance. The Company recognises the valuable contribution that it makes to long term business prosperity and to ensuring accountability to its shareholders. The Company is managed in a way that maximises long term shareholder value and takes into account the interests of all of its stakeholders.

The Company believes that full disclosure and transparency in its operations are in the interests of good governance. As indicated in the statement of responsibilities of directors and notes to the accounts, the business adopts standard accounting practices and ensures sound internal controls to facilitate the reliability of the financial statements.

Director

26th May 2025
Mr. Jubril Adewale Tinubu
FRC/2013/NBA/00000003348

Director

26th May 2025
Mr. Adeola Ogunsemi
FRC/2016/ICAN/00000014639

The Board of Directors

The Board is responsible for setting the Company’s strategic direction, for leading and controlling the Company and for monitoring activities of the executive management. The Board presents a balanced and understandable assessment of the Company’s progress and prospects.

During the year under review, the Chairman, four executive Directors and seven non-executive Directors served on the board of the Company. The non-executive Directors have experience and knowledge of the industry, markets, financial and/or other business information to make valuable contributions to the Company’s progress. The Group Chief Executive is a separate individual from the Chairman and he implements the management strategies and policies approved by the Board. The Board meets at least four times a year.

The Audit Committee

The Audit Committee (the "Committee") is made up of five members - two non-executive Directors and three shareholders in compliance with section 404(3) of the Companies and Allied Matters Act, 2020. The Committee members meet at least four times a year.

The Committee’s duties include keeping under review the scope and results of the external audit, as well as the independence and objectivity of the auditors. The Committee also keeps under review the risk and controls over financial reporting, compliance with laws and regulations and the safeguarding of assets. In addition, the Committee reviews the adequacy of the internal audit plan and implementation status of internal audit recommendations.

Systems of Internal Control

The Company has well-established internal control system for identifying, managing and monitoring risks. The Risk and Controls and Internal Audit functions have reporting responsibilities to the Risk, Environmental, Social and Governance Committee and Audit Committee respectively. Both functions have appropriately trained personnel and undergo training on current business and best practices.

Code of Business Ethics

Management has communicated the principles of business ethics in the Company’s Code of Business Conduct and Ethics to all employees in the discharge of their duties. This Code sets the professionalism and integrity required for business operations which covers compliance with laws, conflicts of interest, environmental issues, reliability of financial reporting, bribery and strict adherence to the principles so as to eliminate the potential for illegal practices.s.

Report of the Statutory Audit Committee

For the year ended 31 December 2025

We have exercised our statutory functions in compliance with Section 404 (7) of the Companies and Allied Matters Act, 2020 and we the members of the Oando PLC Audit Committee have, on the documents and information made available to us;

- a) ascertained whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices;
- b) reviewed the scope and planning of audit requirements;
- c) reviewed findings on management matters in conjunction with the external auditor and management responses thereon;
- d) keep under review the effectiveness of the Company's system of accounting and internal control;
- e) make recommendations to the board with regard to the appointment, removal and remuneration of the external auditors of the Company; and
- f) authorise the internal auditor to carry out investigation into any activities of the Company which may be of interest or concern to the committee

We ascertain that the accounting and reporting policies of the Company for the year ended December 31, 2025 are in accordance with legal requirements and agreed ethical practices. We also ascertain review of audit plan, effectiveness of internal controls and system of accounting and made appropriate recommendations to the board as they relate to our functions.

Dated this 26th May 2026



Ike Osakwe
FRC/2017/ICAN/00000016455

Members of the Audit Committee are:

Mr. Ike Osakwe	Non-Executive Director (Chairman)
Mr. Ken Igbokwe	Non-Executive Director
Mr. Segun Oguntoye	Shareholder, Resigned August 11, 2025
Dr. Anthony Omojola	Shareholder
Mrs. Faith E. George	Shareholder, Deceased September 16, 2025
Mr. Kolawole Kalejaiye	Shareholder, Appointed August 11, 2025

Management’s Certification on Internal Control over Financial Reporting

For the year ended 31 December 2025

We, Mr. Jubril Adewale Tinubu and Mr. Adeola Ogunsemi, certify that:

- a) We have reviewed this management assessment on internal control over financial reporting of Oando PLC;
- b) Based on our knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- c) Based on our knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
- d) We, the Company's certifying officers:

1) are responsible for establishing and maintaining internal controls;

2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

4) have evaluated the effectiveness of the Company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation;
- e) We have disclosed, based on our most recent evaluation of internal control system, to the Company's auditors and the Audit Committee of the Company's board of Directors (or persons performing the equivalent functions):

1) All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

2) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system.
- f) We have identified in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.



Group Chief Executive

26th May 2026
Mr. Jubril Adewale Tinubu
FRC/2013/PRO/DIR/003/00000003348



Group Chief Financial Officer

26th May 2026
Mr. Adeola Ogunsemi
FRC/2016/PRO/ICAN/001/00000014639

Independent Auditor’s Report

For the year ended 31 December 2025



Assurance Report of Independent Auditor To the Shareholders of Oando Plc Assurance Report on Management’s Assessment of Controls over Financial Reporting

We have performed a limited assurance engagement on Oando Plc (“the Company”) and its subsidiaries (together “the Group”) internal control over financial reporting as of 31 December 2025, based on Financial Reporting Council (FRC) Guidance on Management Report on Internal Control Over Financial Reporting and Securities and Exchange Commission (SEC) Guidance on Management Report on Internal Control Over Financial Reporting. Oando Plc’s Board of Directors and Management are responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s Internal Control over Financial Reporting based on our Assurance engagement.

In our opinion, nothing has come to our attention that the internal control procedures over financial reporting put in place by management are not adequate as of the specified date, based on the FRC Guidance on Management Report on Internal Control Over Financial Reporting/SEC Guidance on Management Report on Internal Control Over Financial Reporting.

We have complied with independence and other ethical requirements of the Code of Ethics for professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behaviour.

The firm applies the International Standard on Quality Management 1, Quality Management for firms that perform audit or review of financial statements, or other assurance or related services engagement which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

We conducted our Assurance engagement in accordance with FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting. That Guidance requires that we plan and perform the Assurance engagement and provide a limited assurance report on the Group’s internal control over financial reporting based on our assurance engagement.

As prescribed in the Guidance, the procedures we performed included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our engagement also included performing such other procedures as we considered necessary in the circumstances. We believe the procedures performed provide a basis for our report on the internal control put in place by management over financial reporting.

A Company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal control over financial reporting includes those policies and procedures that:

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We also have audited, in accordance with the International Standards on Auditing, the consolidated and separate financial statements of the Group, which comprise the consolidated and separate statements of financial position as at 31 December 2025, and the consolidated and separate statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and our report dated 6 July 2026 expressed an unmodified opinion.



BDO Professional Services, a firm of Chartered Accountants registered in Nigeria, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.
Partners: Oluigberriga A. Akibayo, Henry B. Omodigbo, Gideon Adewale, Olusegun Agbani-Aribaba, Ajibola O. Fajola, Wahab O. Afolabi, Emmanuel O. Dosunmu Bk: 170585

Independent Auditor’s Report continued

For the year ended 31 December 2025



INDEPENDENT AUDITOR’S REPORT Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Oando Plc (“the Company”) and its subsidiaries (together, “the Group”), which comprise the consolidated and separate statements of financial position as at 31 December 2025, and the consolidated and separate statements of profit or loss and other comprehensive income, changes in equity, and cash flows for the year then ended, as well as the accompanying notes, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the Group as at 31 December 2025, and its consolidated and separate financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS), the provisions of the Companies and Allied Matters Act, 2020 (CAMA), and in compliance with the Financial Reporting Council of Nigeria Act, No. 6, 2011 (As amended).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group and the Company in accordance with the IESBA Code of Ethics for Professional Accountants, and we have fulfilled our other ethical responsibilities in accordance with that Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Notes 42(x) and 33 to the financial statements, which describe certain transactions undertaken during the year that have implications under the Companies and Allied Matters Act, 2020 (“CAMA”). While the accounting treatment of these transactions is in accordance with International Financial Reporting Standards (IFRS), aspects of the transactions are not compliant with relevant provisions of CAMA. Our opinion is not modified in respect of these matters.

(a) Intra-group Debt Forgiveness in Contravention of Companies and Allied matters Act,2020

As disclosed in Note 42(x), and as part of arrangements leading to the shareholder settlement described in our Key Audit Matter section, on 3 January 2025, Oando Oil Limited (“OOL”) and Oando Servco Nigeria Limited (“OSNL”) novated to Oando Plc receivables of USD 218.7m and USD 34.8m respectively, previously owed to them by Whitmore Asset Management Limited (“Whitmore”). Following the novation, Oando Plc recognised receivables from Whitmore and corresponding payables to OOL and OSNL.

On the same date, OOL and OSNL together executed a Deed of Release forgiving Oando Plc of the debt. The debt forgiveness was recognised by both subsidiaries directly in equity as distributions to Oando Plc. At the date of the release, OOL and OSNL had accumulated losses of ₦257.1 billion and ₦536.5 billion respectively, as reported in their 2024 audited financial statements. In the absence of distributable profits, these transactions had the effect of distributions out of capital rather than distributions out of realised profits and were therefore in contravention of Sections 426-427 of the Companies and Allied Matters Act, 2020 (“CAMA”).

Furthermore, during the year, the Board of Directors of Oando Servco Nigeria Limited (“OSNL”) authorized additional debt forgiveness in favour of Oando Plc amounting to N447.9 billion (including a receivable of N86.0 billion), despite OSNL’s aforementioned accumulated losses position.

While these transactions are inconsistent with the provisions of CAMA, their accounting treatment in the financial statements is in accordance with IFRS and the effects have been appropriately presented and disclosed.

Independent Auditor’s Reportcontinued

For the year ended 31 December 2025



(b) Treasury Share Transactions and Related Regulatory Non-compliance

As disclosed in Note 33, the Company undertook some transactions involving the settlement of a shareholder loan through the acquisition of the Company’s own shares, followed by a pro rata distribution of a portion of those treasury shares to existing shareholders. These transactions were accounted for as equity transactions in accordance with applicable International Financial Reporting Standards, with no impact on profit or loss or retained earnings.

While the accounting treatment is consistent with IFRS, the acquisition and subsequent redistribution of the Company’s own shares were not undertaken in compliance with the requirements of Sections 184-187, 189, 426 and 427 of the Companies and Allied Matters Act, 2020, and accordingly represent impermissible returns of capital.

These matters have implications for compliance with statutory provisions relating to capital maintenance and equity distributions. Notwithstanding this, the transactions have been appropriately recognised and disclosed in the financial statements in accordance with International Financial Reporting Standards.

Material Uncertainty Related to Going Concern
We draw attention to Note 49 in the financial statements which indicate that the Group and the Company have incurred recurring negative retained earnings over the past five financial years and, as at 31 December 2025, reported negative working capital and net liabilities. In addition, certain loan covenants including project reserve account balance and restricted cash balance were contravened. Furthermore, certain loan obligations were not settled as and when due.

As disclosed in Note 49, management has prepared cash flows forecast which assumes continued operations and the successful execution of funding plans, supported by a letter of guarantee provided by Directors of the Company, who are also Directors of Ocean and Oil Development Partners Limited (OODP), with significant shareholdings in Oando Plc.

This condition and those set out in Note 49 indicate that a material uncertainty exists that may cast significant doubt about the Group’s and the Company’s ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Key Audit Matters
Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current year. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern and Emphasis of Matters sections, we have determined the matters described below to be the key audit matters to be communicated in our report, and for those matters, our description of how our audit addressed them is provided in that context.

We have fulfilled the responsibilities described in the Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated and separate financial statements.

Independent Auditor’s Reportcontinued

For the year ended 31 December 2025



The Key Audit Matters apply only to the audit of the consolidated financial statements.

Key Audit Matter - Group	How the matter was addressed in the audit
Risk 1: Carrying value of exploration and evaluation assets We identified and assessed the value of exploration and evaluation assets as one of the significant risks of material misstatement due to error. The carrying value of exploration and evaluation (“E&E”) assets as at 31 December 2025 is ₦2.9 trillion (2024: ₦3.1 trillion). This is in respect of some projects where the Group is currently in the exploration phase. These costs are being capitalized. Management has to consider the specific recognition criteria under IFRS 6: Exploration and Evaluation for Mineral Resources for which costs can be capitalized and management judgement is required to determine which costs fall under the IFRS 6 capitalization criteria. The E&E assets have been accumulating over several years and the projects are not yet in the production phase. As a result, there is the risk that carrying value of assets may not be recoverable and impairment may be required.	Our audit procedures included, among others: - considering management’s assessment of any indicators of impairment as outlined in IFRS 6: Exploration and Evaluation of Mineral Resources and their assertion that none are applicable, including the status and expiration dates of the various licenses; - challenging management on the CGUs and the key assumptions used in the impairment assessment of E&E assets; by independently verifying the forecast crude, Natural gas and NGL prices and the discount rate applied on the cash flows; - assessing the accuracy and relevance of management’s forecasts, judgements including Competent Person Report challenging the recognition of the assets; and - performing substantive testing on a sample of additions to E&E assets during the year to assess if these were in line with capitalization criteria per IFRS 6.
Relevant disclosures in the Consolidated and separate 2025 Financial statements: Note 16(a), Exploration and evaluation assets impairment losses.	Outcome of our audit procedures: The assessment above resulted in nil impairment loss in 202 (2024: nil).
Risk 2: Oil and gas revenue recognition We identified manual adjustments to oil and gas revenue recognition as one of the most significant assessed risks of material misstatement due to fraud. OML 56, OML 13 and OML 60-63 are currently the crude oil and gas producing assets, while Oando Plc engages in supply and trading of crude, refined and unrefined petroleum products. These entities account for 100% of Group revenue recognized being N3.2 trillion, for the year ended 31 December 2025 (2024: N4.1 trillion). IFRS 15: Revenue from Contracts with customers was applicable to the above noted entities, there is a risk around the appropriate recognition of revenue in the current year due to contract modification which could result in manual adjustments to revenue.	Our audit procedures included, among others: - agreeing the inputs within the calculation of revenue and contract liability to the underlying contracts for the contractual values; - performing substantive testing of inputs for the calculation to relevant third-party evidence including Bill of Lading or Gas Consumption Certificates; - assessing management’s application of IFRS 15 requirements and challenged them on their assessment of the contract modification; and - assessing the appropriateness of the manual journals that were recorded in revenue against the results of the substantive work performed.

Independent Auditor’s Reportcontinued

For the year ended 31 December 2025



Relevant disclosures in the Consolidated and separate financial statements: Note 5b, Other material accounting policies; and Note 8a, Revenue from contracts with customers.	Outcome of our audit procedures: The substantive test performed did not identify any material misstatements in the occurrence of revenue. We did not identify any inappropriate contract modification; hence no adjustment was processed.
Risk 3: Accuracy of the decommissioning provision We identified the accuracy of the decommissioning provision as one of the most significant assessed risks of material misstatement due to error. The decommissioning provisions balance as of 31 December 2025 is ₦417.4 billion (2024: ₦698.3 billion) with the movement being an adjustment due to change in assumptions and revision of estimates. The change in assumptions was management judgement which caused a material change to the provision calculation. The estimate is sensitive to changes in assumptions due to the time period the assessment was performed.	Our audit procedures included, among others: - considering the expert report commissioned by management on the determination of the basis of the provision for decommissioning including challenging underlying assumptions; - assessing the competence of management expert and the report prepared by management to inform our work in particular around industry expectations; - substantive testing of the inputs to the provision calculation, re-performance of calculations and management’s judgements were carried out; and - ensuring appropriate correction of material misstatement identified in our reperformance of the calculations.
Relevant disclosures in the Consolidated and separate financial statements: Note 35, Decommissioning provisions	Outcome of our audit procedures: As a result of the work performed above there were no material misstatements in the accuracy of the decommissioning provisions in the financial statements.
Risk 4: Going Concern The Group and Company have going concern indicators as described in the Material Uncertainty Relating to Going Concern section of our report. Management’s going concern assessment required significant judgement, particularly in relation to the feasibility of projected cash flows and the successful execution of funding plans supported by the letter of guarantee provided by Directors with significant shareholding. Given the fundamental importance of going concern to the preparation of the consolidated and separate financial statements, and the judgement involved in assessing the availability of sufficient funding, we considered this matter to be of most significance in our audit.	Our audit procedures included, among others: - obtaining management’s going concern assessment and evaluating whether it covered at least twelve months from the date of approval of the consolidated and separate financial statements; - assessing the methodology used in preparing forecast cash flows and testing the accuracy of the underlying data used in those forecasts; - challenging the key assumptions applied in the forecasts; - performing sensitivity analyses on key assumptions; - assessing whether management’s funding plans were supported by sufficient, independently verifiable audit evidence.
Relevant disclosures in the Consolidated and separate financial statements: Note 49, Going Concern	Outcome of our audit procedures: As described in the Material Uncertainty Related to Going Concern section of our report, the Group and the Company are dependent on financial support arrangements, including support indicated by shareholders. The conditions outlined in Note 49, together with other relevant factors, indicate that a material uncertainty exists that may cast significant doubt on the Group’s and the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Independent Auditor’s Reportcontinued

For the year ended 31 December 2025



Risk 5: Accounting for Measurement Period Adjustments Relating to NAOC Acquisition The Group completed the acquisition of Nigerian Agip Oil Company Limited (“NAOC”) in August 2024 and recognised a significant gain on bargain purchase of ₦784.8 billion arising from the excess of the fair value of identifiable net assets over the consideration transferred. At 31 December 2024, certain identifiable assets and liabilities were recognised on a provisional basis, pending finalisation of valuation inputs and assumptions. In accordance with IFRS 3, management is required, within the measurement period (up to 12 months), to: - obtain new information about facts and circumstances that existed at the acquisition date, and - adjust provisional amounts retrospectively where appropriate. During the current period, management performed a reassessment of the provisional fair values; however, uncertainty remains as to whether additional information may emerge before the end of the measurement period that could result in further adjustments, including potential impacts on the previously recognised gain on bargain purchase. This matter required significant auditor attention due to: - the size and sensitivity of the bargain purchase gain; - the complex valuation assumptions (including reserves, future cash flows, and decommissioning obligations); and - the judgement involved in determining whether subsequent information relates to conditions existing at the acquisition date or post-acquisition events.	Our audit procedures included, among others: ▪ Evaluating management’s process for identifying and assessing potential measurement period adjustments, including reviewing whether appropriate procedures were performed to identify relevant acquisition-date information; ▪ Assessing the reasonableness of provisional fair values, including: - reviewing valuation reports prepared by management experts; - involving internal valuation specialists where necessary; - challenging key assumptions such as reserve estimates, discount rates, and cost projections; ▪ Reviewing post-acquisition information, including operational performance, cost trends and other events, to determine whether such information: - provided evidence of conditions existing at the acquisition date (requiring adjustment), or - related to post-acquisition developments; ▪ Assessing whether the absence of further adjustments is reasonable based on the procedures performed and evidence obtained; ▪ Evaluating the appropriateness of disclosures, including the description of: - provisional amounts; - measurement period uncertainty; and - sensitivity of the gain on bargain purchase
Relevant disclosures in the Consolidated and separate financial statements: Note 9a, Business Combination-Gain on Bargain purchase	Outcome of our audit procedures: Based on the audit procedures performed, we found that: - management has applied the requirements of IFRS 3 in accounting for the business combination; and - the current recognition of provisional amounts and the absence of material measurement period adjustments to date are consistent with the evidence available at the reporting date. We also conclude that the related disclosures appropriately reflect: - the use of provisional amounts, and - the inherent uncertainty associated with completion of the measurement period assessment
Risk 6: Settlement of Shareholder Loan Through Equity Instruments and Subsequent Share Distribution During the year, a major shareholder settled an outstanding loan owed to the Company by relinquishing part of his equity interest. The transaction was accounted for as an acquisition of the Company’s own shares (treasury shares), resulting in derecognition of the loan receivable and an adjustment to equity. Subsequently, the Company undertook a pro-rata distribution of one ordinary share for every twelve ordinary shares held, which was satisfied through the transfer of treasury shares to shareholders.	Our audit procedures included, among others: - obtaining and reviewing the contractual arrangements relating to the settlement of the shareholder loan and the subsequent share distribution; - evaluating management’s accounting treatment of the acquisition of own shares against the requirements of IAS 32, including whether treasury shares meet the definition of assets under IFRS; - assessing whether the pro-rata distribution represented a distribution to owners and whether it constituted a permissible form of distribution under IFRS; - considering the applicability or otherwise of IFRIC 17 <i>Distributions of Non-cash Assets to Owners</i> to the transactions;

Independent Auditor’s Reportcontinued

For the year ended 31 December 2025



The accounting and presentation of these transactions involved significant judgement, particularly in assessing their substance, the appropriate treatment of treasury shares under IAS 32 <i>Financial Instruments: Presentation</i>, and compliance with the requirements of the Companies and Allied Matters Act, 2020 relating to the acquisition of own shares and distributions to shareholders. Given the significance of the amounts involved and the legal and regulatory implications, we considered this matter to be of most significance in our audit.	- assessing compliance with relevant provisions of the Companies and Allied Matters Act, 2020; and - evaluating the adequacy of related disclosures in the consolidated and separate financial statements.
Relevant disclosures in the Consolidated and separate financial statements: Note 32, Share Distribution; Note 33, Treasury Shares and Capital distribution reserve; and Note 42x, Project Restore-Related Party Transactions; Note 44j and Note 44(n).	Outcome of our audit procedures: Based on the audit procedures performed, we noted that the accounting treatment and presentation of the acquisition and subsequent pro rata distribution of treasury shares, while recognised and disclosed in accordance with IFRS, give rise to matters relating to compliance with applicable company law. These matters are highlighted in the Emphasis of Matter section of our report. Our opinion is not modified in respect of this matter.
Risk 7: Expiration of the Okpai (Kwale) IPP PPA and Transition from Finance Lease to Property, Plant and Equipment As disclosed in Notes 22i and 44i, the Power Purchase Agreement (PPA) relating to the Okpai (Kwale) Independent Power Plant (IPP) with Nigeria Bulk Electricity Trading Plc (NBET) expired in December 2025. NBET did not exercise its contractual options to extend the PPA or purchase the plant. Consequently, the finance lease arrangement under which the Group previously recognised its proportionate share of finance lease receivables ceased. As the Okpai IPP qualifies as a joint operation under IFRS 11, the Group recognised its share of the underlying power plant as property, plant and equipment at fair value in accordance with IAS 16, based on an independent valuation of USD 381 million at the transition date, and derecognised its share of finance lease receivables in accordance with IFRS 9. The Group’s consolidated financial statements also include significant receivable balances from NBET arising from a multiyear reconciliation exercise completed pursuant to a Ministerial Directive issued in December 2025. This matter was significant to our audit due to the magnitude of the balances involved, the complexity of the contractual and regulatory arrangements, and the significant judgments applied in valuing the power plant and adjusting NBET receivables.	Our audit procedures included, among others: - Reviewing the PPA, Joint Venture Agreements and the Interim Energy Sales Agreement to confirm the expiry of the PPA and the resulting accounting implications; - Assessing the appropriateness of derecognising the Group’s share of finance lease receivables in accordance with IFRS 9. - Evaluating the recognition of the Group’s proportionate share of the Okpai IPP as property, plant and equipment under IAS 16 within a joint operation. - Involving our valuation specialists to assess the external valuation and key assumptions, including capacity utilisation, tariff assumptions, discount rate (WACC) and estimated useful life. - Testing the reconciliation journals arising from the NBET reconciliation process and assessing the classification and completeness of receivable balances. - Assessing the adequacy of related disclosures in the consolidated financial statements.

Independent Auditor’s Reportcontinued

For the year ended 31 December 2025



Relevant disclosures in the Consolidated and separate financial statements: Note 15, Property Plant and Equipment; Note 22(i), Expiration of the Okpai (Kwale) IPP PPA; and Note 44(i), Transition from Finance Lease to Property, Plant and Equipment	Outcome of our audit procedures: Based on the audit procedures performed, we found management’s accounting treatment of the PPA expiry, derecognition of finance lease receivables, recognition of the Group’s proportionate share of the Okpai IPP, and the related disclosures to be consistent with the requirements of the applicable financial reporting framework.
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Other Information

The Directors are responsible for the other information. The other information comprises the Directors’ Report, Statement of Directors’ Responsibilities, Report of the Audit Committee, and other national disclosures, which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available after that date. The other information does not include the consolidated and separate financial statements and our auditor’s report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The Directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with the International Financial Reporting Standards, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria, Act 2006 (As amended), and for such internal controls as the Directors determine are necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Directors are responsible for assessing the Group and Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and or the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group’s financial reporting processes.

Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

Independent Auditor’s Reportcontinued

For the year ended 31 December 2025



As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s and Group’s internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- conclude on the appropriateness of the Director’s use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group and /or the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure, and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about matters or when, in extremely rare circumstances, we determine that matters should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent Auditor’s Reportcontinued

For the year ended 31 December 2025



Report on Other Legal and Regulatory Requirements

In accordance with the **Fifth Schedule of the Companies and Allied Matters Act, 2020**, we report that:

- i. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
- ii. In our opinion, proper books of account have been kept by the Group and the Company, so far as appears from our examination of those books;
- iii. In our opinion, the consolidated and separate statements of financial position and the consolidated and separate statements of profit or loss and other comprehensive income are in agreement with the books of account
- iv. **Specific Non-Compliance:**
As disclosed in the Emphasis of Matter paragraph, Oando Plc did not comply with Sections 184-187, 189, 426, and 427 of the Companies and Allied Matters Act, 2020, in relation to the acquisition and subsequent distribution of its own shares during the year.

Report on Assurance Engagement on Internal Control over Financial Reporting

In accordance with the requirements of the Financial Reporting Council of Nigeria (“FRC”) Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, we performed a limited assurance engagement on management’s assessment of the Company’s internal control over financial reporting as at 31 December 2025.

Our work was conducted in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information*, and the FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting.

Based on the procedures performed, we issued an unmodified conclusion on 6 July 2026. The report is included on page 11 of the financial statements.

Lagos, Nigeria
6 July 2026

BDO Professional Services - FRC/2024/COY/398515
Henry B. Omodigbo - FRC/2013/PRO/ICAN/004/00000003977
For: BDO Professional Services
Chartered Accountants



Annual Consolidated and Separate Financial Statements

Statement of profit or loss

For the year ended 31 December 2025

	Notes	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Continuing operations					
Revenue from contracts with customers	8c	3,180,090,462	4,086,650,996	–	343,861,081
Cost of sales	10a	(3,182,852,287)	(3,993,312,826)	–	(343,607,965)
Gross (loss)/profit		(2,761,825)	93,338,170	–	253,116
Other operating income	9	203,792,110	1,100,879,352	537,355,401	836,911,482
(Impairment)/reversal on impairment on non-financial assets	10d	(2,295,800)	–	(99,196)	50,970,378
Reversal of impairment/(impairment) on financial assets, net	10d	441,482,557	(76,227,627)	(12,867,095)	(195,258,431)
Administrative expenses	10c	(399,253,106)	(548,308,754)	(27,365,069)	(521,781,435)
Operating profit		240,963,936	569,681,141	497,024,041	171,095,110
Finance costs	12a	(394,689,242)	(235,835,820)	(24,664,433)	(52,865,038)
Finance income	12b	288,032,431	47,197,353	2,065,581	4,061,008
Finance costs- net		(106,656,811)	(188,638,467)	(22,598,852)	(48,804,030)
Share of profit of associate	19	1,452,835	2,777,443	–	–
Profit before income tax		135,759,960	383,820,117	474,425,189	122,291,080
Income tax credit/(expense)	13a	69,048,613	(163,700,064)	(5,837,734)	(10,484,456)
Profit for the year		204,808,573	220,120,053	468,587,455	111,806,624
Profit attributable to:					
Equity holders of the parent		204,010,628	224,856,266	468,587,455	111,806,624
Non-controlling interest		797,945	(4,736,213)	–	–
		204,808,573	220,120,053	468,587,455	111,806,624
Profit per share attributable to ordinary equity holders of the parent during the year (expressed in Naira per share):					
Basic and diluted profit per share					
From profit for the year	14	23	18	54	9

The statement of material accounting policies and notes on pages 148 to 269 and other national disclosures on pages 270 to 273 form an integral part of these consolidated and separate financial statements.

Annual Consolidated and Separate Financial Statements

Statement of other comprehensive income

For the year ended 31 December 2025

	Notes	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Profit for the year		204,808,573	220,120,053	468,587,455	111,806,624
Other comprehensive income:					
Items that may be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of foreign operations		46,435,791	(307,486,704)	–	–
Share of associate's foreign currency translation reserve	33c	(578,344)	3,603,776	–	–
		45,857,447	(303,882,928)	–	–
Items that may not be reclassified to profit or loss in subsequent periods:					
Remeasurement gain on defined benefit plan	33,37c	83,547	721,730	–	–
Other comprehensive profit/(loss) for the year		45,940,994	(303,161,198)	–	–
Total comprehensive profit/(loss) for the year		250,749,567	(83,041,145)	468,587,455	111,806,624
Attributable to:					
– Equity holders of the parent		252,377,116	(66,027,051)	468,587,455	111,806,624
– Non-controlling interests		(1,627,549)	(17,014,094)	–	–
Total comprehensive profit/(loss) for the year		250,749,567	(83,041,145)	468,587,455	111,806,624

Exchange differences on translation of foreign operations relate to exchange differences arising on a monetary item that forms part of the net investment in a foreign operation and translation of foreign subsidiaries.

The statement of material accounting policies and notes on pages 148 to 269 and other national disclosures on pages 270 to 273 form an integral part of these consolidated and separate financial statements.

Annual Consolidated Financial Statements

Consolidated statement of financial position

As at 31 December 2025

Assets	Notes	Group 2025 N'000	Group 2024 N'000
Non-current assets			
Property, plant and equipment	15	2,934,015,302	3,166,414,760
Intangible assets	16	989,434,897	1,031,074,278
Right-of-use assets	17	1,487,796	26,904,265
Investment properties	18	21,725,000	15,195,950
Investment in associates	19	5,946,163	7,842,436
Deferred income tax assets	20	120,662,760	60,515,346
Derivative financial assets	21	3,071,888	7,708,825
Finance lease receivables	22	–	463,975,857
Non-current receivables	23	483,594,729	495,590,553
Prepayments	27	6,719,263	4,815,723
Restricted cash	31(b)	37,431,198	54,243,431
		4,604,088,996	5,334,281,424
Current assets			
Inventories	24	46,087,435	46,847,250
Finance lease receivables	22	–	9,289,527
Derivative financial assets	21	9,213,449	–
Trade, other receivables and contract assets	25	2,186,524,980	750,257,945
Prepayments	27	129,222,284	68,467,292
Financial assets at fair value through profit or loss	28	1,089,032	442,671
Short-term investments	30	29,575,865	2,797,958
Cash and cash equivalents	31(a)	439,882,748	221,775,277
		2,841,595,793	1,099,877,920
Total assets		7,445,684,789	6,434,159,344
Equity and Liabilities			
Equity attributable to equity holders of the parent			
Share capital	32	6,215,706	6,215,706
Share premium	32	176,588,527	176,588,527
Retained profit/(loss)		(88,487,223)	(292,497,851)
Treasury shares	33(a)	(378,785,999)	–
Capital distribution reserve	33(b)	(77,956,558)	–
Other reserves	33(c)	(167,511,438)	(215,877,926)
		(529,936,985)	(325,571,544)
Non controlling interest		(37,035,382)	(35,407,833)
Total equity		(566,972,367)	(360,979,377)
Liabilities			
Non-current liabilities			
Borrowings	34(a)	616,518,033	1,458,388,478
Deferred income tax liabilities	20	170,345,455	81,011,280
Decommissioning provisions	35	417,397,418	672,710,465
Lease liabilities	36	218,846	23,363,480
Other long term payables	38(a)	111,961,593	139,005,774
Retirement benefit obligations	37	92,689,538	2,114,213
		1,409,130,883	2,376,593,689
Current liabilities			
Trade and other payables	38(b)	4,075,658,239	2,547,443,382
Borrowings	34(d)	2,078,852,065	1,313,495,410
Lease liabilities	36	825,751	8,043,281
Current income tax liabilities	13b	446,539,941	522,302,869
Decommissioning provisions	35	–	25,609,812
Dividend payable	39	1,650,277	1,650,277
		6,603,526,273	4,418,545,031
Total liabilities		8,012,657,156	6,795,138,721
Total equity and liabilities		7,445,684,789	6,434,159,344

The financial statements and notes on pages 140 to 269 were approved and authorised for issue by the Board of Directors on 26th May 2026 and were 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 statement of material accounting policies and notes on pages 148 to 269 form an integral part of these consolidated and separate financial statements.

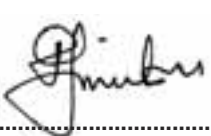
Annual Separate Financial Statements

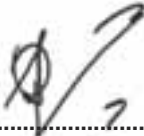
Statement of financial position

As at 31 December 2025

	Notes	Company 2025 N'000	Company 2024 N'000
Assets			
Non-current assets			
Property, plant and equipment	15	6,049,299	1,641,670
Intangible assets	16	522,365	–
Right-of-use assets	17	189,625	1,493,090
Investment properties	18	21,725,000	15,195,950
Finance lease receivables	22	–	14,133,109
Investment in subsidiaries	29	54,619,740	54,645,763
		83,106,029	87,109,582
Current assets			
Finance lease receivables	22	39,194,457	36,706,936
Trade, other receivables and contract assets	25	12,700,088	21,727,248
Prepayments	27	181,839	214,372
Financial assets at fair value through profit or loss	28	339,029	422,562
Short-term investments	30	2,671,203	2,797,958
Cash and cash equivalents (excluding bank overdrafts)	31(a)	2,899,294	4,410,854
		57,985,910	66,279,930
Total assets		141,091,939	153,389,512
Equity and Liabilities			
Equity attributable to equity holders			
Share capital	32	6,215,706	6,215,706
Share premium	32	176,588,527	176,588,527
Retained earnings		(62,483,450)	(531,070,905)
Treasury shares	33(a)	(378,785,999)	–
Capital distribution reserve	33(b)	(41,577,089)	–
Total Equity		(300,042,305)	(348,266,672)
Liabilities			
Non-current liabilities			
Borrowings	34(a)	6,969,337	10,525,847
Decommissioning provisions	35	282,418	241,474
Lease liabilities	36	100,745	14,118,480
		7,352,500	24,885,801
Current liabilities			
Trade and other payables	38(b)	255,505,813	286,752,088
Borrowings	34(d)	99,692,001	113,615,915
Current income tax liabilities	13b	36,790,560	30,952,825
Lease liabilities	36	40,143,093	43,799,278
Dividend payable	39	1,650,277	1,650,277
		433,781,744	476,770,383
Total liabilities		441,134,244	501,656,184
Total equity and liabilities		141,091,939	153,389,512

The financial statements and notes on pages 140 to 269 were approved and authorised for issue by the Board of Directors on 26th May 2026 and were 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 statement of material accounting policies and notes on pages 148 to 269 form an integral part of these consolidated and separate financial statements.

Annual Consolidated Financial Statements

Consolidated statement of changes in equity

For the year ended 31 December 2025

Group	Share capital & Share premium¹ N'000	Capital distribution reserves² N'000	Other reserves³ N'000	Treasury shares⁴ 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)
Profit/(loss) for the year	–	–	–	–	224,856,266	224,856,266	(4,736,213)	220,120,053
Other comprehensive loss for the year	–	–	(290,883,317)	–	–	(290,883,317)	(12,277,881)	(303,161,198)
Change in ownership interests in subsidiaries that do not result in a loss of control (Note 46c)	–	–	992,536	–	(11,346,601)	(10,354,065)	(405,446)	(10,759,511)
Balance as at 31 December 2024	182,804,233	–	(215,877,926)	–	(292,497,851)	(325,571,544)	(35,407,833)	(360,979,377)
Balance as at 1 January 2025	182,804,233	–	(215,877,926)	–	(292,497,851)	(325,571,544)	(35,407,833)	(360,979,377)
Profit/(loss) for the year	–	–	–	–	204,010,628	204,010,628	797,945	204,808,573
Other comprehensive Profit/(loss) for the year (Note 33c)	–	–	48,366,488	–	–	48,366,488	(2,425,494)	45,940,994
Treasury shares	–	–	–	(378,785,999)	–	(378,785,999)	–	(378,785,999)
Capital distribution reserve	–	(77,956,558)	–	–	–	(77,956,558)	–	(77,956,558)
Balance as at 31 December 2025	182,804,233	(77,956,558)	(167,511,438)	(378,785,999)	(88,487,223)	(529,936,985)	(37,035,382)	(566,972,367)

¹ Share capital includes Ordinary Shares and share premium (Note 32)

² Capital distribution reserves (Note 33b)

³ Other reserves include remeasurement gain/(loss) on defined benefit plan, currency translation reserves and share based payment reserves (SBPR). See Note 33(c).

⁴ Treasury shares (Note 33a)

The statement of material accounting policies and notes on pages 148 to 269 form an integral part of these consolidated and separate financial statements.

Annual Financial Statements

Separate statement of changes in equity

For the year ended 31 December 2025

Company	Share capital & Share premium¹ N'000	Treasury shares³ N'000	Capital distribution reserves² N'000	Retained earnings N'000	Equity holders of parent/ Total equity N'000
Balance as at 1 January 2024	182,804,233	–	–	(642,877,529)	(460,073,296)
Profit for the year	–	–	–	111,806,624	111,806,624
Balance as at 31 December 2024	182,804,233	–	–	(531,070,905)	(348,266,672)
Balance as at 1 January 2025	182,804,233	–	–	(531,070,905)	(348,266,672)
Profit for the year	–	–	–	468,587,455	468,587,455
Treasury shares	–	(378,785,999)	–	–	(378,785,999)
Capital distribution reserve	–	–	(41,577,089)	–	(41,577,089)
Balance as at 31 December 2025	182,804,233	(378,785,999)	(41,577,089)	(62,483,450)	(300,042,305)

¹ Share capital includes Ordinary Shares and share premium (Note 32)

² Capital distribution reserves (Note 33b)

³ Treasury shares (Note 33a)

The statement of material accounting policies and notes on pages 148 to 269 form an integral part of these consolidated and separate financial statements.

Annual Consolidated and Separate Financial Statements

Consolidated and Separate Statement of Cash flows

For the year ended 31 December 2025

	Notes	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Cash flows from operating activities					
Cash generated from/(used in) operations	40	258,285,652	(500,310,425)	39,112,643	(7,029,215)
Interest paid		(214,399,687)	(33,360,319)	(12,399,683)	(272,909)
Income tax paid	13b	(2,902,214)	(1,690)	–	–
Gratuity benefit paid	37c	(8,652,531)	(1,607,653)	–	–
Net cash generated from/(used in) operating activities		32,331,220	(535,280,087)	26,712,960	(7,302,124)
Cash flows from investing activities					
Purchases of property plant and equipment ¹	15	(102,423,156)	(18,526,009)	(5,351,680)	(637,092)
Acquisition of subsidiary, net of cash	41(d)	–	(847,735,341)	–	–
Acquisition of financial assets at fair value through profit or loss	28	(731,207)	–	–	–
Purchase of intangible assets	16	(32,596,248)	(2,267,891)	(1,253,676)	–
Premium paid on hedges	21(b)	(16,152,077)	(10,842,798)	–	–
Dividend income from financial assets at fair value through profit or loss (Note 28)		9,843		9,843	
Dividend received from an associate	19	–	3,585,389	–	–
Cash received from finance lease	22iii	25,116,124	5,996,123	10,761,670	10,298,980
Interest received		224,413,819	505,685	385,777	287,050
Net cash generated from/(used in) investing activities		97,637,097	(869,284,842)	4,551,934	9,948,938
Cash flows from financing activities					
Proceeds from borrowings	40b	1,022,815,217	2,236,904,097	2,914,196	16,646,000
Repayment of borrowings	40b	(863,137,162)	(752,930,279)	(35,723,849)	(4,050,101)
Lease payments	36	(7,226,972)	(3,659,958)	(16,860,000)	(13,048,035)
Restricted cash		13,277,053	(46,588,241)	–	–
Net cash generated from/(used in) financing activities		165,728,136	1,433,725,619	(49,669,653)	(452,136)
Net change in cash and cash equivalents		295,696,453	29,160,690	(18,404,759)	2,194,678
Cash and cash equivalents at the beginning of the year		155,346,281	73,317,626	4,410,854	999,848
Exchange (loss)/gain on cash and cash equivalents		(28,163,055)	52,867,965	(109,870)	1,216,328
Cash and cash equivalents at end of the year		422,879,679	155,346,281	(14,103,775)	4,410,854
Cash and cash equivalent at year end is analysed as follows:					
Cash and bank balance	31a	439,882,748	221,775,277	2,899,294	4,410,854
Bank overdrafts	34	(17,003,069)	(66,428,996)	(17,003,069)	–
		422,879,679	155,346,281	(14,103,775)	4,410,854

¹ Purchases of property, plant and equipment exclude capitalised interest (2024: nil)

The statement of material accounting policies and notes on pages 148 to 269 form an integral part of these consolidated and separate financial statements.

Built for the Journey Ahead

The richly adorned Sirdi (Durbar saddle) represents honour, discipline, and readiness. Celebrated during one of Nigeria's most iconic festivals, it reflects the confidence to embrace every journey with courage and purpose. We believe the future belongs to those bold enough to ride towards it.

This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria's story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria's diverse cultures and traditions.

Annual Consolidated and Separate Financial Statements

Notes to the consolidated and separate financial statements

For the year ended 31 December 2025

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 disposed Oando Energy Services and Akute Power Ltd effective 31 March 2016 and also target companies in the Downstream division effective 30 June 2016. It also divested its interest in the Gas and Power segment in December 2016 with the exception of Alausa Power Ltd which was disposed off on 31 March 2017. The Company retains its significant ownership in Oando Trading Bermuda (OTB), Oando Trading Dubai (OTD) and its upstream businesses (See Note 8 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 in the TSX was not achieved and the Company judges that the continued listing on the TSX was not economically justified.

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 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 Holdings now 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 E&P Holdings Limited (OEPH), a subsidiary of Oando PLC. The Borrower agreed to repay the loans in 12 instalments 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 Holdings. The Borrower and Lenders are not related parties to the Guarantor.

Annual Consolidated and Separate Financial Statements

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

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 (~~₦3~~ billion) in 2018 and \$13.5 million (~~₦4.9~~ 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 (~~₦1.8~~ billion/\$4 million at December 2022 plus \$3 million payment made in Q4 2023) was transferred to Calabar Power on 16 February 2024 thereby increasing Oando PLC’s (direct and indirect) percentage interest in OEPH to 98.789% at same date (see Note 46c).

On 21 October 2025, the Group cancelled 783,358 shares of OEPH having identified an error in the company’s central securities register (“CSR”), which incorrectly records the following share issuances to Eric Brentjens and Yannis Korakakis (the “Former Employees”) on May 12, 2016 “pursuant to an arrangement”. Oando PLC’s (direct and indirect) percentage interest in OEPH increased to 98.89% at same date.

Treasury Share Transactions

During the year ended 31 December 2025, the Company executed a series of equity transactions involving its own shares. These transactions comprised:

- the settlement of a loan receivable from a significant shareholder through the transfer of the Company’s own equity instruments; and
- the subsequent pro rata distribution of a portion of the treasury shares to existing shareholders.

These transactions were accounted for as equity transactions in accordance with IAS 32 – Financial Instruments: Presentation. No gain or loss was recognised in profit or loss, and no distribution of retained earnings occurred.

See further details in Notes 32 to 33.

2. Basis of preparation

The consolidated financial statements of Oando PLC. have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). The annual 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, investment properties, 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 certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in Note 6.

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

3. Changes in accounting policies and disclosures

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

The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2025. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Although these new standards and amendments were applied for the first time in 2025, they did not have a material impact on the annual consolidated financial statements of the Group. The nature and the impact of each new standard or amendment is described below:

– Lack of exchangeability – Amendments to IAS 21

The amendment to IAS 21 specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. If a currency is not exchangeable into another currency, an entity is required to estimate the spot exchange rate at the measurement date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments note that an entity can use an observable exchange rate without adjustment or another estimation technique. When an entity estimates a spot exchange rate because a currency is not exchangeable into another currency, it discloses information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The amendments will be effective for annual reporting periods beginning on or after 1 January 2025. Early adoption is permitted, but will need to be disclosed. These amendments does not have a significant impact on the Group's consolidated financial statement.

(b) New standards, amendments and interpretations issued but not yet effective for the financial year beginning 1 January 2025

A number of new standards and amendments to standards and interpretations are not yet effective for annual periods beginning 1 January 2025, and have not been applied in preparing these consolidated financial statements. None of these is expected to have significant effect on the consolidated financial statements of the Group, except the following set out below:

– Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7

In May 2024, the Board issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7), which; Clarifies that a financial liability is derecognised on the 'settlement date' i.e. when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. It also clarifies how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features, the treatment of non-recourse assets and contractually linked instruments. It details the additional required disclosures in IFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income The amendment is not expected to have a significant impact on the Group's consolidated financial statement. The amendments will be effective for annual reporting periods beginning on or after 1 January 2026. Entities can early adopt the amendments that relate to the classification of financial assets plus the related disclosures and apply the other amendments later.

– Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7

In December 2024, the Board issued Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7). The amendments include:

- Clarifying the application of the 'own-use' requirements
- Permitting hedge accounting if these contracts are used as hedging instruments
- Adding new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows.

The amendment is not expected to have a significant impact on the Group's consolidated financial statement. The 'own-use' amendments are to be applied retrospectively, while the hedge accounting amendments are applied prospectively to new hedging relationships. Comparative information need not be restated. The amendments will be effective for annual reporting periods beginning on or after 1 January 2026. Early adoption is permitted, but will need to be disclosed.

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

– IFRS 18 – Presentation and Disclosure in Financial Statements

In April 2024, the Board issued IFRS 18 Presentation and Disclosure in Financial Statements which replaces IAS 1. IFRS 18 introduces new categories and subtotals in the statement of profit or loss. It also requires disclosure of management-defined performance measures (as defined) and includes new requirements for the location, aggregation and disaggregation of financial information. IFRS 18, and the consequential amendments to the other accounting standards, is effective for reporting periods beginning on or after 1 January 2027 and must be applied retrospectively. Early adoption is permitted and must be disclosed. The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

– Annual Improvements to IFRS Accounting Standards – Volume 11

'In July 2024, the International Accounting Standards Board (IASB) issued the Annual Improvements to IFRS Accounting Standards-Volume 11. It contains amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 7 Financial Instruments: Disclosures, IFRS 9 Financial Instruments, IFRS 10 Consolidated Financial Statements and IAS 7 Statement of Cash Flows. These amendments are effective for financial years beginning on or after 1 January 2026; earlier application is permitted. These amendments are limited to providing clarity in the wordings of the aforementioned standards or correction of relatively minor unintended consequences, oversights or conflicts between requirements in the standards. These amendments will have no significant impact on the group.

– IFRS 19 – Subsidiaries without Public Accountability: Disclosures

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards. IFRS 19 will become effective for reporting periods beginning on or after 1 January 2027, with early application permitted. The Group expects IFRS 19 to have an impact on the presentation and disclosure of its subsidiaries' financial statements but has not early adopted the standard.

(c) New and amended standards and interpretations that do not relate to the Group

– Translation to a Hyperinflationary Presentation Currency – Amendments to IAS 21

In November 2025, the IASB issued amendments to IAS 21. The amendments require translation from a non-hyperinflationary functional currency into a hyperinflationary presentation currency at the closing rate. If an entity's functional currency is the currency of a non-hyperinflationary economy, but its presentation currency is the currency of a hyperinflationary economy, its results and financial position are translated into the presentation currency by translating all amounts (i.e., assets, liabilities, equity items, income and expenses) and all comparatives at the closing rate at the date of the most recent statement of financial position. The amendments apply for annual reporting periods beginning on or after 1 January 2027 and earlier application is permitted. These amendments will have no significant impact on the group.

– Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37

In November 2025 the IASB issued Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37 – Disclosures about Uncertainties in the Financial Statements ("the examples"), which added illustrative examples to several IFRS accounting standards. The examples are intended to improve the reporting of climate-related and other uncertainties in the financial statements, particularly to address stakeholders' concerns about consistency of information within the general-purpose financial reports and sufficient information on climate-related risks and other uncertainties in the financial statements. The examples illustrate existing requirements in IFRS accounting standards. They do not add to, or change, existing requirements. The examples do not have an effective date or transition requirements. Entities are entitled to sufficient time to implement any changes as a result of the illustrative examples.

– Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The IASB has deferred the effective date of these amendments until such time as it has finalised any amendments that result from its research project on the equity method of accounting. Early application of the amendments is still permitted.

Annual Consolidated and Separate Financial Statements

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

4. 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 statements, investment in subsidiaries is measured at cost less accumulated impairment. Investment in subsidiary is impaired when its recoverable amount is lower than its carrying value and when there are indicators of impairment. Investment in subsidiary is tested annually for impairment or more frequently if events or changes in circumstances indicate a potential impairment.

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) Loss of control and 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. The aggregate cash flows arising from losing control of subsidiaries are separately and classified as investing activities.

Where the Group disposes a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interests;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

Annual Consolidated and Separate Financial Statements

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

(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 (which is the higher of value in use and the fair value less costs to sell) 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.

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

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).

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

A business combination is a “common control combination” if:

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

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

- The assets and the liabilities of the acquiree are recorded at book value and not at fair value
- 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).
- 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.
- Any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities.
- Any expenses of the combination are written off immediately in the statement of comprehensive income.
- Comparative amounts are restated as if the combination had taken place at the beginning of the earliest comparative period presented; and
- 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.

Acquisition-related costs are costs the acquirer incurs to effect a business combination. These costs are expensed in the periods in which the costs are incurred and the services received.

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

5. Other material 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

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

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.

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For the year ended 31 December 2025

(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

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".

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

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.

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For the year ended 31 December 2025

(c) Concession contracts

The Group, through its subsidiaries, has 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

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).

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

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 31 December 2025 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.

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For the year ended 31 December 2025

(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.

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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.

(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.

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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 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 12 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 the lessors 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.

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For the year ended 31 December 2025

(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

(i) Retirement benefit obligations

Employee benefits are considerations given by the Group in exchange for service rendered by employees or for the termination of employment.

Post-employment benefit plans, including informal arrangements, are classified as either defined contribution plans or defined benefit plans depending on the economic substance of the plan as derived from its principal terms and conditions. Under defined contribution plans, 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 liabilities related to defined benefit plans, net of any plan assets, are determined on the basis of actuarial assumptions and charged on accrual basis during the employment period required to obtain the benefits.

Net interest includes the return on plan assets and the interests cost to be recognized in the profit and loss account. Net interest is measured by applying to the liability, net of any plan assets, the discount rate used to calculate the present value of the liability; net interest of defined benefit plans is recognized in "Financial income (expense)".

Re-measurements of the net defined benefit liability, comprising actuarial gains and losses, resulting from changes in the actuarial assumptions used or from changes arising from experience adjustments, and the return on plan assets excluding amounts included in net interest, are recognized within statement of other comprehensive income. Re-measurements of net defined benefit liability, recognised in the equity reserve related to other comprehensive income, are not reclassified to the profit and loss account in a subsequent period.

Obligations for long-term benefits are determined by adopting actuarial assumptions. The effects of re-measurements are taken to profit and loss account in their entirety

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

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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.

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

Defined benefit plans

For defined benefit plans the cost of providing the benefits is determined using the projected unit credit method. Actuarial valuations are conducted on an annual basis by independent actuaries separately for each plan.

Consideration is given to any event that could impact the funds up to the end of the reporting period where the interim valuation is performed at an earlier date.

Past service costs are recognised immediately to the extent that the benefits are already vested, and are otherwise amortised on a straight line basis over the average period until the amended benefits become vested.

Actuarial gains and losses are recognised in the year in which they arise, in other comprehensive income.

Gains or losses on the curtailment or settlement of a defined benefit plan is recognised when the Group is demonstrably committed to curtailment or settlement.

When it is virtually certain that another party will reimburse some or all of the expenditure required to settle a defined benefit obligation, the right to reimbursement is recognised as a separate asset. The asset is measured at fair value. In all other respects, the asset is treated in the same way as plan assets. In profit or loss, the expense relating to a defined benefit plan is presented as the net of the amount recognised for a reimbursement.

The amount recognised in the statement of financial position represents the present value of the defined benefit obligation as adjusted for unrecognised actuarial gains and losses and unrecognised past service costs, and reduces by the fair value of plan assets.

Any asset is limited to unrecognised actuarial losses and past service costs, plus the present value of available refunds and reduction in future contributions to the plan.

The following defined benefits plans are currently operated by Oando Energy Resources Nigeria Limited (OERNL) – an indirect subsidiary of Oando PLC:

(a) Pension:

OERNL operates a pension scheme which is managed by Oando CPFA Limited. OERNL's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed annually using the projected unit credit method. When the calculation results in a potential asset for OERNL, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

(b) Gratuity:

OERNL also operates a gratuity scheme for qualified employees. OERNL's net obligation in respect of defined benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods and that benefit is discounted to determine its present value. In determining the liability for employee benefits under the defined benefit scheme, consideration is given to future increases in salary rates and its experience with staff turnover.

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The recognized liability is determined by an independent actuarial valuation every year using the projected unit credit method. Alexander Forbes Consulting Actuaries Nigeria was engaged as an independent actuary for the valuation of the scheme. Actuarial gains and losses arising from differences between the actual and expected outcome in the valuation of the obligation are recognized fully in Other Comprehensive Income. The effect of any curtailment is recognized in full in the profit or loss immediately the curtailment occurs. The discount rate is the yield on Federal Government of Nigeria issued bonds that have maturity dates approximating the terms of the OERNL's obligation. This is due to the unavailability of market yield data on high quality corporate bonds. The demographic assumptions (mortality in service) are based on rates published in the A67/70 Ultimate tables, published jointly by the Institute and Faculty of Actuaries in the UK. Although the scheme is not funded, OERNL ensures that adequate arrangements are in place to meet its obligations under the scheme.

(c) Post employment medical plan

OERNL's post medical plan represents post retirement medical scheme instituted for all retired employees. OERNL's obligations in respect of this scheme are the amount of future medical cost that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value. The cost to be recognized in the period is determined by the actuary

The liabilities related to post employment medical plan are determined on the basis of the projected unit credit method. Net interest includes the return on plan assets and the interests cost to be recognized in the profit and loss account. Net interest is measured by applying to the liability, net of any plan assets, the discount rate used to calculate the present value of the liability. Remeasurements of the net defined benefit liability, comprising actuarial gains and losses, resulting from changes in the actuarial assumptions used or from changes arising from experience adjustments, and the return on plan assets excluding amounts included in net interest, are recognized within statement of comprehensive income. Furthermore, in presence of net assets, changes in their value different from those included in net interest are recognized within statement of comprehensive income.

(d) Other long-term employee benefits

OERNL's other long-term employee benefits consist of Long Service Awards scheme instituted for all permanent employees; Diesel and Fuel for serving Divisional and General managers who continue to receive such benefits at retirement. It's obligations in respect of these schemes are the amount of future benefits that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value. The discount rate is the yield at the reporting date on Federal Government of Nigeria issued bonds that have maturity dates approximating the term of the OERNL's obligation. The calculation is performed using the Projected Unit Credit method. Obligations for long-term benefits are determined by adopting actuarial assumptions. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are taken to profit and loss account in their entirety.

The following defined benefits plan is currently operated by Oando Trading FZCO – a direct subsidiary of Oando PLC:

Oando Trading FZCO operates an unfunded employees' end of service benefits ("EOSB") for its employees in accordance with the respective laws in Dubai.

(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.

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Share-based compensation is 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.

(l) 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 described in Note 6iv. 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 3% 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.

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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. The E&P division entities 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 profit or 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 producing assets. If it is determined that commercial discovery has not been achieved, these costs are charged to expense.

Pre-licence costs 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 oil and gas development assets and 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 the statement of 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, plant 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.

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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. The resulting depreciation, depletion and amortization is posted to cost of sales. 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.

Refer to Note “5L” and Note 35 for information on the provision for estimated site restoration, abandonment costs and decommissioning costs.

(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 relating 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. As of the reporting date, an impairment charge of ~~₦~~3.1 billion (2024: Nil) was recognised in intangible assets. See Note 16.

(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.

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(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 the 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.

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The Group acting in the capacity of a principal under IFRS 15

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 counterparty 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 under IFRS 15

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 properties

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.

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(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.

(xi) Treasury shares

The Group's own equity instruments that are reacquired are recognised as treasury shares. In accordance with IAS 32, treasury shares:

- are not recognised as assets;
- are presented as a deduction from equity;
- are not remeasured after initial recognition; and
- do not give rise to gains or losses in profit or loss.

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Any consideration paid on the acquisition, or received from reissue of treasury shares is recognised directly within equity. No gain or loss shall be recognised in profit or loss on the purchase, sale, issue or cancellation of an entity's own equity instruments. Transactions involving treasury shares are treated as capital transactions between the Group and its owners in their capacity as owners.

Where the Company or any of its subsidiaries incurred various costs in issuing or acquiring its own equity instruments (registration, regulatory fees, legal fees, accounting or other professional advisory fees, printing cost and stamp duties), such transaction costs are accounted for as a deduction from equity (net of any related income tax benefits) to the extent they are incremental cost directly attributable to the equity transaction, which otherwise would have been avoided. The costs of an equity transaction that is abandoned are recognised as an expense.

The subsequent distribution of treasury shares is accounted for as an equity reclassification and does not constitute a dividend unless it involves a distribution of assets or an appropriation of retained earnings.

Distributions to owners are recognised as equity transactions when authorised and represent a reduction in retained earnings only where such distributions arise from profits. Transactions that involve the reclassification or redistribution of the Company's own equity instruments without the transfer of assets or reduction of retained earnings are not accounted for as dividends under IFRS.

6. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

(a) Joint arrangements (Note 48b)

Judgement is required to determine when the Group has joint control over an arrangement, which requires an assessment of the relevant activities and when the decisions in relation to those activities require unanimous consent. The Group has determined that the relevant activities for its joint arrangements are those relating to the operating and capital decisions of the arrangement, including the approval of the annual capital and operating expenditure work program and budget for the joint arrangement, and the approval of chosen service providers for any major capital expenditure as required by the joint operating agreements applicable to the entity's joint arrangements. The considerations made in determining joint control are similar to those necessary to determine control over subsidiaries, as set out in Note 4i.

Judgement is also required to classify a joint arrangement. Classifying the arrangement requires the Group to assess their rights and obligations arising from the arrangement. Specifically, the Group considers:

- The structure of the joint arrangement – whether it is structured through a separate vehicle
- When the arrangement is structured through a separate vehicle, the Group also considers the rights and obligations arising from: the legal form of the separate vehicle; the terms of the contractual arrangement; and other facts and circumstances, considered on a case by case basis. This assessment often requires significant judgement. A different conclusion about both joint control and whether the arrangement is a joint operation or a joint venture, may materially impact the accounting.

(b) Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

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The following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- For leases of land and/or buildings, if any leasehold improvements are expected to have a significant remaining value, the Group is reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors, including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and is within the control of the Group.

(c) Capitalisation of borrowing costs

Management exercises sound judgement when determining which assets are qualifying assets, taking into account, among other factors, the nature of the assets. An asset that normally takes more than one year to prepare for use is usually considered as a qualifying asset.

(d) Exploration costs

Exploration costs are capitalised pending the results of evaluation and appraisal to determine the presence of commercially producible quantities of reserves. Following a positive determination, continued capitalisation is subject to further exploration or appraisal activity in that either drilling of additional exploratory wells is under way or firmly planned for the near future or other activities are being undertaken to sufficiently progress the assessment of reserves and the economic and operating viability of the project. In making decisions about whether to continue to capitalise exploration costs, it is necessary to make judgments about the satisfaction of each of these conditions. If there is a change in one of these judgments in any period, then the related capitalised exploration costs would be expensed in that period, resulting in a charge to the statement of profit or loss.

(e) Offshore processing arrangements

Judgement is required in order to determine whether the Group or any of its affiliates acts as a principal or an agent in an offshore processing arrangement. In doing so, the Group considers the nature of arrangements, terms and conditions agreed to by the Group and counterparties and other relevant information. A different conclusion about the role of the Group in an offshore processing arrangement may materially impact the accounting for offshore processing arrangements.

(f) Treasury share transactions

Management exercised significant judgement in determining the appropriate accounting treatment for transactions involving the acquisition and pro rata redistribution of the Company's own shares.

In making this judgement, management considered:

- the requirements of IAS 32, which govern transactions in an entity's own equity instruments;
- the prohibition on recognising gains, losses, or value differentials arising from such transactions; and
- the requirement under IAS 1 to reflect the substance of transactions and ensure faithful presentation.

Management concluded that both the acquisition and redistribution of the Company's own shares constituted equity transactions that should be recognised entirely within equity, without any impact on profit or loss or retained earnings.

(g) Legal and regulatory uncertainty

Management also exercised judgement in assessing whether matters arising under local company law created a present obligation requiring recognition under IAS 37 – Provisions,

Contingent Liabilities and Contingent Assets.

- At the reporting date, management concluded that:
- no court order, regulatory directive, or enforceable demand existed; and
 - consequently, no present obligation had arisen that required recognition of a provision or adjustment of equity balances.

Accordingly, management determined that disclosure of the uncertainty, rather than recognition, was appropriate.

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(h) Tax uncertainty (IFRIC 23)

Management assessed whether the pro rata distribution of treasury shares could give rise to withholding tax or other tax exposures under Nigerian tax law.

Applying IFRIC 23 – Uncertainty over Income Tax Treatments, management concluded that it is probable that the tax treatment adopted will be accepted by the relevant tax authority. As no present obligation existed at the reporting date, no tax liability was recognised. The uncertainty has been disclosed in the notes to the financial statements.

Estimates and assumptions

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

The estimates and assumptions that have significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

i Fair value estimation

Financial instruments

The fair value of financial instruments traded in active markets (such as available-for-sale securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flows analysis, and option pricing models refined to reflect the issuer's specific circumstances. See Note 7 on details of fair value estimation methods applied by the Group.

The carrying value less (impairment) provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

Employee share based payments

The fair value of employee share options is determined using valuation techniques such as the binomial lattice/black scholes model. The valuation inputs such as the volatility, dividend yield is based on the market indices of Oando PLC's shares.

Property, plant and equipment

Land and building are carried at revalued amounts. Formal revaluations are performed every three years by independent experts for these asset classes. Appropriate indices, as determined by independent experts, are applied in the intervening periods to ensure that the assets are carried at fair value at the reporting date. Judgement is applied in the selection of such indices. Fair value is derived by applying internationally acceptable and appropriately benchmarked valuation techniques such as depreciated replacement cost or market value approach.

The depreciated replacement cost approach involves estimating the value of the property in its existing use and the gross replacement cost. For this appropriate deductions are made to allow for age, condition and economic or functional obsolescence, environmental and other factors that might result in the existing property being worth less than a new replacement.

The market value approach involves comparing the properties with identical or similar properties, for which evidence of recent transaction is available or alternatively identical or similar properties that are available in the market for sale making adequate adjustments on price information to reflect any differences in terms of actual time of the transaction, including legal, physical and economic characteristics of the properties.

The useful life of each asset group has been determined by independent experts based on the build quality, maintenance history, operational regime and other internationally recognised benchmarks relative to the assets.

ii Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 5e. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. See Note 16 for detailed assumptions and methods used for impairment calculation.

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iii Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgment is required in determining the Group's provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

iv Provision for environmental restoration

The Group records a liability for the fair value of legal obligations associated with the decommissioning of oil and gas and any other relevant assets in the period in which they are incurred, normally when the asset is purchased or developed. On recognition of the liability there is a corresponding increase in the carrying amount of the related asset known as the decommissioning cost, which is depleted on a unit-of-production basis over the life of the reserves for oil and gas assets. The liability is adjusted each reporting period to reflect the passage of time using the risk free rate, with the interest charged to earnings, and for revisions, to the estimated future cash flows. The changes in the estimate for decommissioning obligation are recorded both under the related asset and liability. When the estimate results in a reduction, the changes deducted from the carrying amount of the asset shall not exceed the carrying amount of the asset. Actual costs incurred upon settlement of the obligations are charged against the liability.

v Estimation of oil and gas reserves

Oil and gas reserves are key elements in Oando's investment decision-making process that is focused on generating value. They are also an important factor in testing for impairment. Changes in proved oil and gas reserves will affect the standardised measure of discounted cash flows and unit-of-production depreciation charges to the statement of profit or loss.

Proved oil and gas reserves are the estimated quantities of crude oil that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. Proved developed reserves are reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Estimates of oil and gas reserves are inherently imprecise, require the application of judgement and are subject to future revision. Accordingly, financial and accounting measures (such as the standardised measure of discounted cash flows, depreciation, depletion and amortisation charges, and decommissioning and restoration provisions) that are based on proved reserves are also subject to change.

Proved reserves are estimated by reference to available reservoir and well information, including production and pressure trends for producing reservoirs and, in some cases, subject to definitional limits, to similar data from other producing reservoirs. Proved reserves estimates are attributed to future development projects only where there is a significant commitment to project funding and execution and for which applicable governmental and regulatory approvals have been secured or are reasonably certain to be secured.

Furthermore, estimates of proved reserves only include volumes for which access to market is assured with reasonable certainty. All proved reserves estimates are subject to revision, either upward or downward, based on new information, such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. Changes in the technical maturity of hydrocarbon reserves resulting from new information becoming available from development and production activities have tended to be the most significant cause of annual revisions.

In general, estimates of reserves for undeveloped or partially developed fields are subject to greater uncertainty over their future life than estimates of reserves for fields that are substantially developed and depleted. As a field goes into production, the amount of proved reserves will be subject to future revision once additional information becomes available through, for example, the drilling of additional wells or the observation of long-term reservoir performance under producing conditions. As those fields are further developed, new information may lead to revisions.

vi Impairment of assets

For oil and gas properties with no proved reserves, the capitalisation of exploration costs and the basis for carrying those costs on the statement of financial position are explained above. For other properties, the carrying amounts of major property, plant and equipment are reviewed for possible impairment annually, while 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. For this purpose, assets are grouped into cash-generating units based on separately identifiable and largely independent cash inflows. Impairments can also occur when decisions are taken to dispose off assets.

Impairments, except those relating to goodwill, are reversed as applicable to the extent that the events or circumstances that triggered the original impairment have changed. Estimates of future cash flows are based on current year end prices,

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management estimates of future production volumes, market supply and demand and product margins. Expected future production volumes, which include both proved reserves as well as volumes that are expected to constitute proved reserves in the future, are used for impairment testing because the Group believes this to be the most appropriate indicator of expected future cash flows, used as a measure of value in use.

Estimates of future cash flows are risk-weighted to reflect expected cash flows and are consistent with those used in the Group's business plans. A discount rate based on the Group's weighted average cost of capital (WACC) is used in impairment testing. Expected cash flows are then risk-adjusted to reflect specific local circumstances or risks surrounding the cash flows. Oando reviews the discount rate to be applied on an annual basis. The discount rate applied in 2025 was 22.4% (2024: 16.09). Asset impairments or their reversal will impact income.

vii Useful lives and residual value of property, plant and equipment

The residual values, depreciation methods and estimated useful lives of property, plant and equipment are reviewed at least on an annual basis. The review is based on the current market situation.

The residual value of the various classes of assets were estimated as follows:

Land and building	–	10%
Plant and machinery	–	10%
Motor vehicles	–	10%
Furniture and fittings	–	10%
Computer and IT equipment	–	10%

These estimates have been consistent with the amounts realised from previous disposals for the various asset categories.

viii Investment properties

In 2017, the Company had an investment property (a land (5,168.14 sqms) in Abuja, Nigeria and in 2019, the Company perfected the title of another land of 10,864.11 sqm located in Oniru, Lagos, Nigeria as the sublease lease agreement for the Oniru Land was consented to by the Honourable Commissioner, Ministry of Physical Planning and Urban Development on February 01, 2019.

The fair value of the properties 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) in December 2025. The direct comparison method involves the analysis of similar properties that have recently been transacted upon in the open market within the locality and adjusting appropriately to take care of the peculiarities and level of completion of the subject property in arriving at the value. This has therefore been classified under level 3.

ix Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default, expected loss rates and maximum contractual period. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 7.

7. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flows interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effect on its financial and operational performance.

The Group has a risk management function that manages the financial risks relating to the Group's operations under the policies approved by the Board of Directors. The Group's liquidity, credit, foreign currency, interest rate and price risks are continuously monitored. The Board approves written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest-rate risk and credit risk. The Group uses derivative financial instruments to manage certain risk exposures.

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Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, trade and other receivables and payables, non current receivables, financial assets measured at fair value through profit or loss and derivative financial instruments.

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising primarily from various product sourcing activities as well as other currency exposures, mainly US Dollars. Foreign exchange risk arises when future commercial transactions and recorded assets and liabilities are denominated in a currency that is not the entity's functional currency e.g. foreign currency denominated loans, purchases and sales transactions etc. The Group manages their foreign exchange risk by revising cost estimates of orders based on exchange rate fluctuations, forward contracts and cross currency swaps transacted with commercial banks. The Group also apply internal hedging strategies with subsidiaries with USD functional currency.

Group		2025		2024	
Instrument	Sensitivity Range	Pre-tax impact on total equity	Decrease in	Pre-tax impact on total equity	Decrease in
		Increase in variable N'000	variable N'000	Increase in variable N'000	variable N'000
US Dollar denominated bank balances and receivables	+/- 12%	536,347,714	(536,347,714)	220,528,059	(220,528,059)
US Dollar denominated trade payables and borrowing balances	+/- 12%	(969,993,241)	969,993,241	(731,597,336)	731,597,336

Company		2025		2024	
Instrument	Sensitivity Range	Pre-tax impact on total equity	Decrease in	Pre-tax impact on total equity	Decrease in
		Increase in variable N'000	variable N'000	Increase in variable N'000	variable N'000
US Dollar denominated bank balances and receivables	+/- 12%	8,672,513	(8,672,513)	9,103,683	(9,103,683)
US Dollar denominated trade payables and borrowing balances	+/- 12%	(2,266,051)	2,266,051	(4,495,644)	4,495,644

Equity price risk

The Group is exposed to equity security price risk because of its investments in the marketable securities classified as financial assets measured at fair value through profit or loss. The shares held by the Group are traded on the Nigerian Exchange Group. A 10% change in the market price of the instrument would result in an additional N328.1 million gain/(loss) (2024: ₦42.3 million), to be recognised in equity.

Commodity price risk

Fluctuations in the international prices of crude oil would have corresponding effects on the results of operations of the Group. In order to mitigate against the risk of fluctuation in international crude oil prices, the Group hedges its exposure to fluctuations in the price of the commodity by entering into hedges for minimum volumes and prices in US\$ per barrel of oil.

The table below provides a summary of the impact of changes in crude oil prices and interest rates on income before tax, with all other variables held constant for the year ended December 31, 2025 and December 31, 2024.

		2025		2024	
Instrument	Sensitivity Range	Income/(loss) before tax	Decrease in	Income/(loss) before tax	Decrease in
		Increase in variable N'000	variable N'000	Increase in variable N'000	variable N'000
Financial commodity contracts	+/- \$10 per barrel change in Brent crude oil price	(4,175)	8,822	26	21

(iii) Interest rate risk

The Group had a short term, highly liquid bank deposits of ₦2.7 billion with ARM with an annual yield of 17.49% and ₦26.9 billion with Afrinvest with an annual yield of 1.24% as at 31 December 2025 (2024: ₦2.8 billion with ARM with an annual yield of 22.29% as at 31 December 2024). No limits are placed on the ratio of variable rate borrowing to fixed rate borrowing.

The Group does not have any investments in quoted corporate bonds that are of fixed rate and carried at fair value through profit or loss. Therefore the Group is not exposed to fair value interest rate risk arising from corporate bonds.

The Group has borrowings at variable rates, which expose the Group to cash flow interest rate risk. The Group regularly monitors financing options available to ensure optimum interest rates are obtained.

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Management enters into derivative contracts as an economic hedge against interest and foreign currency exposures. As at the reporting date, the Group does not have any outstanding derivatives with respect to interest and foreign currency hedge.

Group		2025 Income/(loss) before tax Increase in variable N'000 Decrease in variable N'000		2024 Income/(loss) before tax Increase in variable N'000 Decrease in variable N'000	
Instrument	Sensitivity Range				
Variable rate borrowings	+/- 100 basis points	(23,618,296)	23,618,296	(24,639,044)	24,639,044

Company		2025 Income/(loss) before tax Increase in variable N'000 Decrease in variable N'000		2024 Income/(loss) before tax Increase in variable N'000 Decrease in variable N'000	
Instrument	Sensitivity Range				
Variable rate borrowings	+/- 100 basis points	(268,429)	268,429	(289,497)	289,497

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, finance lease receivables, non-current receivables and deposits with banks as well as trade and other receivables. The Group has policies in place to ensure that credit limits are set for commercial customers taking into consideration the customers' financial position, past trading relationship, credit history and other factors.

Credit risk is monitored by the credit risk department of the Group's Financial Control Unit. It is their responsibility to review and manage credit risk, including environmental and social risk for all types of counterparties.

The Group has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties. Counterparties are assigned a risk rating and risk ratings are subject to regular revision. The credit quality review process aims to allow the Group to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

The Group assesses the credit risk of its financial assets based on the information obtained during periodic review of publicly available information, industry trends and payment records.

Impairment of financial assets

The Group has five types of financial assets that are subject to the expected credit loss model. These financial assets have been assessed using the simplified approach and general approach. See classification below:

Simplified approach:

- trade receivables and contract assets from sales of goods and provision of services

General approach:

- other receivables; comprises of inter-company receivables and inter-company loan receivables
- non-current receivables
- restricted cash, short term fixed deposits and bank balances
- finance lease receivable

Simplified approach

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the payment profiles of sales over a period of at least 2 years and the corresponding historical credit losses experienced within this period for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The Group has identified the gross domestic product (GDP) growth rate, oil prices, unemployment rate, interest rate, inflation rate and the exchange rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

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The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 25. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions.

Trade receivables are written off 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. Impairment losses on trade receivables are presented within operating profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

The Group considered that there was evidence of impairment if any of the following indicators were present:

- significant financial difficulties of the debtor
- probability that the debtor will enter bankruptcy or financial reorganisation, and
- default or late payments (more than 30 days overdue).

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

GROUP

	Current	1 and 30 days past due	31 and 60 days past due	61 and 90 days past due	91 and 360 days past due	360 days past due	Total
31 December 2025							
Expected credit loss	110,996	24,266	13,042	1,959,231	2,324,499	269,732,256	274,164,290
Oando Energy Resources (OER)	22,702	413	4,474	1,949,270	2,066,123	1,158,774	5,201,757
Oando Energy Resources Nigeria Limited (OERNL)	–	8,080	3,677	2,192	19,527	254,656,706	254,690,183
Oando Petroleum and Natural Gas Ltd (OPNGL)	–	2,931	252	268	3,524	–	6,975
Oando Trading DMCC Dubai (OTD)	81,754	–	–	2	1,391	1,291,805	1,374,952
Oando Logistics Services (OLS)	6,540	12,842	4,639	7,498.0	233,933	146,463	411,915
Company	–	–	–	–	–	12,478,510	12,478,510
Gross carrying amount – trade receivables	300,882,182	37,644,256	18,725,527	51,523,338	91,419,013	196,365,654	696,559,970
Loss allowance							
Oando Energy Resources (OER)	28,143,956	512,387	5,560,186	43,248,602	7,322,682	5,158,775	89,946,588
Oando Energy Resources Nigeria Limited (OERNL)	–	26,932,396	12,258,836	7,303,928	65,096,571	177,290,103	288,881,835
Oando Petroleum and Natural Gas Ltd (OPNGL)	–	9,954,612	854,418	911,008	13,550,855	–	25,270,892
Oando Trading DMCC Dubai (OTD)	272,510,117	–	–	6,833	4,637,524	1,291,805	278,446,280
Oando Logistics Services (OLS)	228,109	244,861	52,086	52,967	811,381	146,462	1,535,866
Company	–	–	–	–	–	12,478,510	12,478,510

The breakdown of the above table is shown below:

	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		
Oando Energy Resources (OER)	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	Total expected credit loss
Current	8,647,424	19,496,532	28,143,956	0.08%	0.08%	7,016	15,686	22,702
1 and 30 days past due	–	512,387	512,387	0.03%	0.08%	–	413	413
31 and 60 days past due	–	5,560,186	5,560,186	0.03%	0.08%	–	4,474	4,474
61 and 90 days past due	–	43,248,602	43,248,602	0.03%	4.51%	–	1,949,270	1,949,270
91 and 360 days past due	45,928	7,276,753	7,322,682	0.03%	86.58%	14	2,066,109	2,066,123
360 days past due	–	5,158,775	5,158,775	100.00%	100.00%	–	1,158,774	1,158,774
Total	8,693,352	81,253,236	89,946,588			7,030	5,194,727	5,201,757

	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		
Oando Energy Resources Nigeria Limited (OERNL)	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	Total expected credit loss
Current	–	–	–	0.03%	0.03%	–	–	–
1 and 30 days past due	7,630,695	19,301,700	26,932,396	0.03%	0.03%	2,289	5,791	8,080
31 and 60 days past due	2,880,755	9,378,081	12,258,836	0.03%	0.03%	864	2,813	3,677
61 and 90 days past due	3,454,136	3,849,793	7,303,928	0.03%	0.03%	1,037	1,155	2,192
91 and 360 days past due	61,858,766	3,237,805	65,096,571	0.03%	0.03%	18,558	969	19,527
360 days past due	43,393,241	133,896,863	177,290,103	100.00%	100.00%	43,393,241	211,263,466	254,656,706
Total	119,217,593	169,664,242	288,881,835			43,415,989	211,274,194	254,690,183

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Oando Petroleum and Natural Gas Ltd (OPNGL)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	–	–	–	0.03%	0.03%	–	–	–
1 and 30 days past due	8,293,008	1,661,604	9,954,612	0.03%	0.03%	2,442	489	2,931
31 and 60 days past due	165	854,253	854,418	0.03%	0.03%	0	252	252
61 and 90 days past due	41,576	869,432	911,008	0.03%	0.03%	12	256	268
91 and 360 days past due	100,607	13,450,247	13,550,855	0.03%	0.03%	30	3,494	3,524
360 days past due	–	–	–	100.00%	100.00%	–	–	–
Total	8,435,356	16,835,537	25,270,892			2,484	4,491	6,975

Oando Trading DMCC Dubai (OTD)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	272,510,117	–	272,510,117	0.03%	–	81,754	–	81,754
1 and 30 days past due	–	–	–	0.03%	–	–	–	–
31 and 60 days past due	–	–	–	0.03%	–	–	–	–
61 and 90 days past due	6,833	–	6,833	0.03%	–	2	–	2
91 and 360 days past due	4,637,524	–	4,637,524	0.03%	–	1,391	–	1,391
360 days past due	1,291,805	–	1,291,805	100.00%	–	1,291,805	–	1,291,805
Total	278,446,280	–	278,446,280			1,374,952	–	1,374,952

Oando Logistics Services (OLS)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	224,921	3,188	228,108	2.82%	5.95%	6,350	190	6,540
1 and 30 days past due	244,409	452	244,861	5.22%	18.34%	12,759	83	12,842
31 and 60 days past due	52,086	–	52,086	8.91%	34.33%	4,639	–	4,639
61 and 90 days past due	52,967	–	52,967	14.16%	37.24%	7,498	–	7,498
91 and 360 days past due	811,381	–	811,381	19.56%	42.27%	233,933	–	233,933
360 days past due	89,508	56,955	146,463	100.00%	100.00%	89,508	56,955	146,463
Total	1,475,271	60,595	1,535,866			354,687	57,228	411,915

COMPANY	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Individuals	Oil & Gas	Total	Individuals	Oil & Gas	Individuals	Oil & Gas	
Current – Third parties	–	–	–	0.03%	0.03%	–	–	–
Current – Related party*	–	4,459,885	4,459,885	0.03%	0.03%	–	1,313	1,313
360 days past due – Third party	–	12,478,510	12,478,510	100.00%	100.00%	–	12,478,510	12,478,510
Total	–	16,938,395	16,938,395			–	12,479,823	12,479,823

* The impairment of trade receivables from the related party is eliminated on consolidation.

31 December 2024 GROUP	Current	1 and 30 days past due	31 and 60 days past due	61 and 90 days past due	91 and 360 days past due	360 days past due	Total
Expected credit loss	77,210	26,613	45,155	106,864	14,831,118	193,037,984	208,124,945
Oando Energy Resources (OER)	10,572	129	1,795	102,992	14,646,891	27,089,244	41,851,623
Oando Energy Resources Nigeria Limited (OERNL)	–	8,643	3,934	2,345	13,310	150,576,478	150,604,710
Oando Petroleum and Natural Gas Ltd (OPNGL)	11,217	133	–	120	–	–	11,470
Oando Trading DMCC Dubai (OTD)	35,931	1,728	324	1,155	101,877	1,645,528	1,786,543
Oando Logistics Services (OLS)	19,490.00	15,980	39,102	252	69,041	378,047	521,912
Company	–	–	–	–	–	13,348,689	13,348,689
Gross carrying amount – trade receivables	151,811,069	35,464,804	16,863,309	14,359,018	401,234,813	196,288,191	816,021,204
Oando Energy Resources Nigeria Limited (OERNL)	13,085,717	160,094	2,230,908	2,285,091	16,916,921	27,089,245	61,767,976
Oando Petroleum and Natural Gas Ltd (OPNGL)	–	28,810,017	13,113,474	7,813,130	44,374,602	153,826,685	247,937,908
Oando Trading DMCC Dubai (OTD)	17,293,324	452,935	–	408,498	–	–	18,154,757
Oando Resources Limited (ORL)	119,771,479	5,760,809	1,079,860	3,850,521	339,590,788	1,645,527	471,698,985
Oando Logistics Services (OLS)	975,290	–	–	–	–	–	975,290
Company	685,258	280,949	439,066	1,779	352,501	378,046	2,137,599
	–	–	–	–	–	13,348,689	13,348,689

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The breakdown of the above table is shown below;

Oando Energy Resources (OER)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	6,462,336	6,623,381	13,085,717	0.08%	0.08%	5,243	5,329	10,572
1 and 30 days past due	–	160,094	160,094	0.03%	0.08%	–	129	129
31 and 60 days past due	–	2,230,908	2,230,908	0.03%	0.08%	–	1,795	1,795
61 and 90 days past due	–	2,285,091	2,285,091	0.03%	4.51%	–	102,992	102,992
91 and 360 days past due	–	16,916,921	16,916,921	0.03%	86.58%	–	14,646,891	14,646,891
360 days past due	511	27,088,733	27,089,244	100.00%	100.00%	511	27,088,733	27,089,244
Total	6,462,847	55,305,128	61,767,975			5,754	41,845,869	41,851,623

Oando Energy Resources Nigeria Limited (OERNL)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	–	–	–	0.03%	0.00	–	–	–
1 and 30 days past due	8,162,678	20,647,339	28,810,017	0.03%	0.00	2,449	6,194	8,643
31 and 60 days past due	3,081,590	10,031,884	13,113,474	0.03%	0.00	924	3,010	3,934
61 and 90 days past due	3,694,945	4,118,185	7,813,130	0.03%	0.00	1,110	1,235	2,345
91 and 360 days past due	40,911,070	3,463,532	44,374,602	0.03%	0.00	12,273	1,037	13,310
360 days past due	10,595,058	143,231,627	153,826,685	100.00%	0.78	10,595,058	139,981,420	150,576,478
Total	66,445,340	181,492,568	247,937,908			10,611,814	139,992,896	150,604,710

Oando Petroleum and Natural Gas Ltd (OPNGL)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	8,197,811	9,095,513	17,293,324	0.03%	0.00	2,414	8,803	11,217
1 and 30 days past due	–	452,935	452,935	0.03%	0.00	–	133	133
31 and 60 days past due	–	–	–	0.03%	0.00	–	–	–
61 and 90 days past due	–	408,498	408,498	0.03%	0.00	–	120	120
91 and 360 days past due	–	–	–	0.03%	0.00	–	–	–
360 days past due	–	–	–	100.00%	1.00	–	–	–
Total	8,197,811	9,956,946	18,154,757			2,414	9,056.00	11,470

Oando Resources Limited (ORL)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	975,290	–	975,290	0.00%	0.00	–	–	–
Total	975,290	–	975,290			–	–	0

Oando Trading DMCC Dubai (OTD)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	119,771,479	–	119,771,479	0.03%	–	35,931	–	35,931
1 and 30 days past due	5,760,809	–	5,760,809	0.03%	–	1,728	–	1,728
31 and 60 days past due	1,079,860	–	1,079,860	0.03%	–	324	–	324
61 and 90 days past due	3,850,521	–	3,850,521	0.03%	–	1,155	–	1,155
91 and 360 days past due	339,590,788	–	339,590,788	0.03%	–	101,877	–	101,877
360 days past due	1,645,527	–	1,645,527	100.00%	–	1,645,528	–	1,645,528
Total	471,698,984	–	471,698,984			1,786,543	–	1,786,543

Oando Logistics Services (OLS)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	680,690	4,569	685,258	2.82%	5.95%	19,218	272	19,490
1 and 30 days past due	270,933	10,016	280,949	5.22%	18.34%	14,143	1,837	15,980
31 and 60 days past due	439,066	–	439,066	8.91%	34.33%	39,102	–	39,102
61 and 90 days past due	1,779	–	1,779	14.16%	37.24%	252	–	252
91 and 360 days past due	352,116	385	352,501	19.56%	42.27%	68,878	163	69,041
360 days past due	306,525	71,522	378,047	100.00%	100.00%	306,525	71,522	378,047
Total	2,051,108	86,491	2,137,599			448,118	73,794	521,912

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COMPANY	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Individuals	Oil & Gas	Total	Individuals	Oil & Gas	Individuals	Oil & Gas	
Current – Third parties	–	–	–	0.03%	0.03%	–	–	–
Current – Related party*	–	4,618,013	4,618,013	0.03%	0.03%	–	1,360	1,360
360 days past due	–	13,348,689	13,348,689	100.00%	100.00%	–	13,348,689	13,348,689
Total	–	17,966,702	17,966,702			–	13,350,049	13,350,049

* The impairment of trade receivables from the related party is eliminated on consolidation.

Set out below is the movement in the allowance for expected credit losses of trade receivables:

	Group		Company	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Balance as at 1 January	208,124,945	12,955,337	13,350,049	7,876,878
Business acquisition (Note 41)		133,396,070	–	
Increase in trade receivables loss allowance recognised in the statement of profit or loss during the year	90,755,545	62,263,535	(870,339)	5,473,171
Exchange difference	(24,716,200)	(489,997)	–	–
At 31 December	274,164,290	208,124,945	12,479,710	13,350,049

General approach – Expected credit loss measurement

The Group applied the IFRS 9 general approach to measuring expected credit losses which uses a three-stage approach in recognising the expected loss allowance for finance lease receivables, other receivables, non-current receivables, restricted cash, short-term fixed deposits and bank balances.

Expected credit loss (ECL) recognised for the period is a probability of weighted estimate of credit losses under different scenarios discounted at the effective interest rate of the financial asset. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are recognised in three stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (12-months ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (lifetime ECL). For those credit exposures that have already defaulted, a loss allowance equal to the exposure is recognised.

The ECL is determined by projecting the probability of default (PD), loss given default (LGD) and exposure at default (EAD) for each future month and for each individual exposure. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not been prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

Basis of inputs to the ECL model

Probability of default (PD)

The credit rating of the countries of the counterparties was used to reflect the assessment of the probability of default on these receivables. This was derived from Standard & Poor's (S&P) 2024 annual global rating scale to arrive at a PD for the respective countries. The PD for Stage 3 receivables was 100% as these amounts were deemed to be in default using the days past due criteria. The PD was adjusted for macro economics factors.

Loss given default (LGD)

The LGD is the average recovery rate for Moody's Senior Unsecured Corporate Bonds.

Exposure at default (EAD)

This is the amount that best represents the maximum exposure to credit risk at the end of the reporting period without taking account of any collateral.

Macroeconomic indicators

The real historical gross domestic product (GDP) growth rate in Nigeria, inflation rate, unemployment rate and crude oil price were identified as the key economic variables impacting the credit risk on these receivables. Forecasts of these economic variables (the “base economic scenario”) provide the best estimate view of the economy in the last thirty (30) years. In addition to the base economic scenario, two additional scenarios (upturn and downturn) were derived as the scenario weightings.

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The probability weight attached to each of the scenarios was determined using the GDP growth rates. The historical GDP growth rates were evaluated at 95% confidence interval. Based on this confidence interval, 78.33% (2024:78.33%) of historical GDP growth rate observation falls within the acceptable bounds, 12.5% (2024:12.5%) of the observation relates to upturn while 9.12% (2024:9.12%) of the observation relate to periods of recession/downturn.

Staging

The Group considers both quantitative and qualitative indicators in classifying its receivables into the relevant stages for impairment calculation.

Stage 1 includes receivables that are less than 30 days past due (performing).

Stage 2 includes receivables that have been assessed to have experienced a significant increase in credit risk using the days past due criteria (i.e. the outstanding receivables amount are more than 30 days past due but less than 360 days past due) and other qualitative indicators such as the operational performance of the counterparty, increase in political risk concerns or other macro-economic factors and the risk of legal action, sanction or other regulatory penalties that may impair future financial performance.

Stage 3 receivables are receivables that have been assessed as being in default (i.e. receivables that are more than 360 days past due) or there is a clear indication that the imposition of financial or legal penalties and/or sanctions will make the full recovery of indebtedness highly improbable.

Definition of default and credit impaired financial assets

The Group considers a financial asset in default when contractual payments are 30 days past due except for receivables from Nigeria Bulk Electricity Trading PLC which is 60 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group (if any). A financial asset is written off 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.

Group

Other receivables

The table below shows the credit quality of other receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	2025				2024
	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000	Total N'000
Performing	1,392,227,586	–	–	1,392,227,586	93,195,984
Non – performing					
Individually impaired	–	–	522,312,081	522,312,081	559,393,151
	1,392,227,586	–	522,312,081	1,914,539,667	652,589,135

The closing loss allowances for other receivables as at 31 December 2025 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2025	(44,433,579)	–	559,393,151	514,959,572
New assets originated or purchased	290,156,750	–	5,980	290,162,730
Impairment of assets	(541,232,384)	–	3,798,025	(537,434,359)
Exchange difference	396,071	–	(40,885,075)	(40,489,004)
At 31 December 2025	(295,113,142)	–	522,312,081	227,198,939

Group	2024			
	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
Performing	93,195,984	–	–	93,195,984
Non – performing				
Individually impaired	–	–	559,393,151	559,393,151
	93,195,984	–	559,393,151	652,589,135

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	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2024	82,438	–	387,409,130	387,491,568
New assets originated or purchased	(50,455,452)	–	5,980	(50,449,472)
Impairment/(reversal) of impairment of assets	5,543,363	–	3,798,025	9,341,388
Exchange difference	396,072	–	168,180,016	168,576,088
At 31 December 2024	(44,433,579)	–	559,393,151	514,959,572

Non-current receivables

The table below shows the credit quality of non-current receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	Stage 1 N'000	2025 Stage 2 N'000	Stage 3 N'000	Total N'000	2024 Total N'000
Group					
Performing	483,594,729	–	–	483,594,729	495,590,553
Non – performing					
Individually impaired	–	–	–	–	–
Less: current portion of joint operations receivables reclassified to other receivables	–	–	–	–	–
	483,594,729	–	–	483,594,729	495,590,553

The closing loss allowances for non-current receivables as at 31 December 2025 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2025	–	–	–	–
Reversal of impairment	–	–	–	–
At 31 December 2025	–	–	–	–

	Stage 1 N'000	2024 Stage 2 N'000	Stage 3 N'000	Total N'000
Group				
Performing	495,590,553	–	–	495,590,553
Non – performing				
Individually impaired	–	–	–	–
Less: current portion of joint operations receivables reclassified to other receivables	–	–	–	–
	495,590,553	–	–	495,590,553

The closing loss allowances for non-current receivables as at 31 December 2024 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2024	–	–	–	–
Reversal of impairment of assets	–	–	–	–
At 31 December 2024	–	–	–	–

Finance lease receivables

The table below shows the credit quality of finance lease receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	Stage 1 N'000	2025 Stage 2 N'000	Stage 3 N'000	Total N'000	2024 Total N'000
Group					
Performing (Note 22ii)	–	–	–	–	481,330,550
Non – performing					
Individually impaired	–	–	–	–	–
	–	–	–	–	481,330,550

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The closing loss allowances for finance lease receivables as at 31 December 2025 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2025	8,065,165	–	–	8,065,165
Reversal of impairment of assets	(5,196,257)	–	–	(5,196,257)
Exchange difference	(2,868,908)	–	–	(2,868,908)
At 31 December 2025	–	–	–	–

	Stage 1 N'000	2024 Stage 2 N'000	Stage 3 N'000	Total N'000
Group				
Performing (Note 22ii)	481,330,550	–	–	481,330,550
Non – performing				
Individually impaired	–	–	–	–
	481,330,550	–	–	481,330,550

The closing loss allowances for finance lease receivables as at 31 December 2024 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2024	1,981,998	–	–	1,981,998
Reversal of impairment of assets	4,622,704	–	–	4,622,704
Exchange difference	1,460,463	–	–	1,460,463
At 31 December 2024	8,065,165	–	–	8,065,165

Company

Other receivables

The table below shows the credit quality of other receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	Stage 1 N'000	2025 Stage 2 N'000	Stage 3 N'000	Total N'000	2024 Total N'000
Company					
Performing	7,015,118	–	–	7,015,118	13,372,772
Non – performing					
Individually impaired	–	–	293,686,615	293,686,615	282,063,719
	7,015,118	–	293,686,615	300,701,733	295,436,491

The closing loss allowances for other receivables as at 31 December 2025 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2025	–	–	282,063,719	282,063,719
Impairment of assets	–	–	14,134,434	14,134,434
Transfers to stage 3	–	–	–	–
At 31 December 2025	–	–	296,198,153	296,198,153

	Stage 1 N'000	2024 Stage 2 N'000	Stage 3 N'000	Total N'000
Performing	13,372,772	–	–	13,372,772
Non – performing				
Individually impaired	–	–	282,063,719	282,063,719
	13,372,772	–	282,063,719	295,436,491

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The closing loss allowances for other receivables as at 31 December 2024 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2024	4,596,636	–	88,156,146	92,752,782
Impairment of assets	–	–	189,310,937	189,310,937
Transfers to stage 3	(4,596,636)	–	4,596,636	–
At 31 December 2024	–	–	282,063,719	282,063,719

Company Finance lease receivables

The table below shows the credit quality of finance lease receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	2025				2024
Company	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000	Total N'000
Performing	40,070,572	–	–	40,070,572	52,113,160
Non – performing					
Individually impaired	–	–	–	–	–
	40,070,572	–	–	40,070,572	52,113,160

The closing loss allowances for finance lease receivables as at 31 December 2025 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2025	1,273,115	–	–	1,273,115
Impairment of assets	(397,000)	–	–	(397,000)
At 31 December 2025	876,115	–	–	876,115

The table below shows the credit quality of finance lease receivables as at 31 December 2024 which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	2024			
	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
Performing	52,113,160	–	–	52,113,160
Non – performing				
Individually impaired	–	–	–	–
	52,113,160	–	–	52,113,160

The closing loss allowances for finance lease receivables as at 31 December 2024 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2024	798,792	–	–	798,792
Impairment of assets	474,323	–	–	474,323
At 31 December 2024	1,273,115	–	–	1,273,115

At 31 December 2025

The table below shows the ECL charges on financial instruments for the year recorded in the income statement:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Simplified model N'000	Total N'000
Group					
Other receivables measured at amortised cost – charged to statement of profit or loss	(541,232,385)	–	3,798,025	–	(537,434,360)
Finance lease receivables measured at amortised cost – charged to statement of profit or loss	5,196,257	–	–	–	5,196,257
Trade receivables measured at amortised cost – charged to statement of profit or loss	–	–	–	90,755,545	90,755,545
	(536,036,128)	–	3,798,025	90,755,545	(441,482,558)

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	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Simplified model N'000	Total N'000
Company					
Other receivables measured at amortised cost – charged to statement of profit or loss	–	–	14,134,434	–	14,134,434
Finance lease receivables measured at amortised cost – charged to statement of profit or loss	(397,000)	–	–	–	(397,000)
Trade receivables measured at amortised cost – charged to statement of profit or loss	–	–	–	(870,339)	(870,339)
	(397,000)	–	14,134,434	(870,339)	12,867,095

At 31 December 2024

The table below shows the ECL charges on financial instruments for the year recorded in the income statement:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Simplified model N'000	Total N'000
Group					
Other receivables measured at amortised cost – charged to statement of profit or loss	5,543,363	–	3,798,025	–	9,341,388
Finance lease receivables measured at amortised cost – charged to statement of profit or loss	4,622,704	–	–	–	4,622,704
Trade receivables measured at amortised cost – charged to statement of profit or loss	–	–	–	62,263,535	62,263,535
	10,166,067	–	3,798,025	62,263,535	76,227,627

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Simplified model N'000	Total N'000
Company					
Other receivables measured at amortised cost – charged to statement of profit or loss	–	–	189,310,937	–	189,310,937
Finance lease receivables measured at amortised cost – charged to statement of profit or loss	474,323	–	–	–	474,323
Trade receivables measured at amortised cost – charged to statement of profit or loss	–	–	–	5,473,171	5,473,171
	474,323	–	189,310,937	5,473,171	195,258,431

Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group and aggregated by Group treasury. Group treasury monitors cash forecast on a periodic basis in response to liquidity requirements of the Group. This helps to ensure that the Group has sufficient cash to meeting operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal targets.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table below are the contractual undiscounted cash flows.

	Less than 1 year N'000	Between 1 and 2 years N'000	Between 2 and 5 years N'000	Over 5 years N'000	Total N'000
Group					
At 31 December 2025:					
Borrowings*	1,576,395,117	661,147,431	430,840,256	304,925,117	2,973,307,921
Lease liabilities**	987,678	84,657	–	–	1,072,335
Dividend payable	1,650,277	–	–	–	1,650,277
Trade and other payables***	3,866,800,319	–	–	–	3,866,800,319
Total	5,445,833,391	661,232,088	430,840,256	304,925,117	6,842,830,852

At 31 December 2024:					
Borrowings*	1,913,554,487	704,651,678	762,587,965	227,205,221	3,607,999,351
Lease liabilities**	32,385,618	669,491	55,556	–	33,110,665
Dividend payable	1,650,277	–	–	–	1,650,277
Trade and other payables***	2,500,047,570	–	–	–	2,500,047,570
Total	4,447,637,953	705,321,169	762,643,521	227,205,221	6,142,807,863

* Included in borrowings is a total interest of ₦738.5 billion (2024: ₦836.1 billion)

** Included in lease liabilities is a total interest of ₦27.7 million (2024: ₦1.7 billion)

*** Trade and other payables excludes statutory payables.

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Company	Less than 1 year N'000	Between 1 and 2 years N'000	Between 2 and 5 years N'000	Over 5 years N'000	Total N'000
At 31 December 2025:					
Borrowings*	121,728,597	17,394,047	3,978,927	–	143,101,571
Lease liabilities**	40,368,909	84,444	–	–	40,453,353
Dividend payable	1,650,277	–	–	–	1,650,277
Trade and other payables***	241,687,838	–	–	–	241,687,838
Total	405,435,621	17,478,491	3,978,927	–	426,893,039
	Less than 1 year N'000	Between 1 and 2 years N'000	Between 2 and 5 years N'000	Over 5 years N'000	Total N'000
At 31 December 2024:					
Borrowings*	109,253,719	49,553,295	6,744,117	–	165,551,131
Lease liabilities**	45,511,770	14,582,617	55,556	–	60,149,942
Dividend payable	1,650,277	–	–	–	1,650,277
Trade and other payables***	277,263,361	–	–	–	277,263,361
Total	433,679,127	64,135,912	6,799,672	–	504,614,710

* Included in borrowings is a total interest of N31 billion (2024: ~~N~~41.4 billion)

** Included in lease liabilities is a total interest of ~~N~~209.5 million (2024: ~~N~~2.2 billion)

*** Trade and other payables excludes statutory payables.

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may issue new capital or sell assets to reduce debt.

Various financial ratios and internal targets are assessed and reported to the Board on a quarterly basis to monitor and support the key objectives set out above. These ratios and targets include:

- Gearing ratio;
- Earnings before interest, tax, depreciation and amortisation (EBITDA);
- Fixed/floating debt ratio;
- Current asset ratio;
- Interest cover;

The Group's objective is to maintain these financial ratios in excess of any debt covenant restrictions and use them as a performance measurement and hurdle rate. The failure of a covenant test could render the facilities in default and repayable on demand at the option of the lender.

Accordingly, in situations where these ratios are not met, the Group takes immediate steps to redress the potential negative impact on its financial performance. Such steps include additional equity capital through rights issue and special placement.

Total capital is calculated as equity plus net debt. The gearing ratios as at the end of December 2025 and 2024 were as follows:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Total borrowings	2,695,370,098	2,771,883,888	106,661,338	124,141,762
Less: cash and cash equivalents (Note 31)	(439,882,748)	(221,775,277)	(2,899,294)	(4,410,854)
Net debt	2,255,487,350	2,550,108,611	103,762,044	119,730,908
Total equity	(566,972,367)	(360,979,377)	(300,042,305)	(348,266,672)
Total capital	1,688,514,983	2,189,129,234	(196,280,261)	(228,535,764)
Gearing ratio	134%	116%	–53%	–52%

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Fair Value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2025.

Financial instruments measured at fair value	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	1,089,032	–	–	1,089,032
– Commodity option contracts	–	12,285,337	–	12,285,337
Investment properties	–	–	21,725,000	21,725,000
Total assets	1,089,032	12,285,337	21,725,000	35,099,369

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2024.

	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	442,671	–	–	442,671
– Commodity option contracts	–	7,708,825	–	7,708,825
Investment properties	–	–	15,195,950	15,195,950
Total assets	442,671	7,708,825	15,195,950	23,347,446

The following table presents the Company's assets and liabilities that are measured at fair value at 31 December 2025.

	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	339,029	–	–	339,029
Investment properties	–	–	21,725,000	21,725,000
Total assets	339,029	–	21,725,000	22,064,029

The following table presents the Company's assets and liabilities that are measured at fair value at 31 December 2024.

	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	422,562	–	–	422,562
Investment properties	–	–	15,195,950	15,195,950
Total assets	422,562	–	15,195,950	15,618,512

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Financial instruments not measured at fair value but for which fair values are disclosed

Group	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
31 December 2025				
Finance lease receivable	–	–	–	–
31 December 2024				
Finance lease receivable	–	–	470,478,263	470,478,263
Liabilities				
31 December 2025				
Borrowings	–	–	2,702,992,066	2,702,992,066
Lease liabilities	–	–	1,072,335	1,072,335
31 December 2024				
Borrowings	–	–	2,338,523,613	2,338,523,613
Lease liabilities	–	–	7,314,954	7,314,954

Company	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
31 December 2025				
Finance lease receivable	–	–	32,192,016	32,192,016
Non-current receivables	–	–	–	–
31 December 2024				
Finance lease receivable	–	–	40,878,660	40,878,660
Liabilities				
31 December 2025				
Borrowings	–	–	103,162,795	103,162,795
Lease liabilities	–	–	32,349,172	32,349,172
31 December 2024				
Borrowings	–	–	121,879,474	121,879,474
Lease liabilities	–	–	45,765,046	45,765,046

The fair value of borrowings and finance lease receivables is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The own non-performance risk for borrowings as at 31 December 2025 and 2024 has been considered in the determination of the fair value and is immaterial. For receivables, the models incorporate various inputs including the credit quality of counterparties. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The individual credit worthiness of the customers have been considered in the valuation. The discount rate used for finance lease receivables and borrowings are 25% (2024: 25%) and 25% (2024: 25%) respectively.

There were no transfers between levels 1 and 2 during the year.

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on unadjusted quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry Group, and pricing market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily of Nigerian Exchange Group listed instruments classified as financial assets measured at fair value through profit or loss.

(b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Instruments included in level 2 comprise primarily of interest swaps and derivatives. Their fair values are determined based on marked to market values provided by the counterparty financial institutions. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity.

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Specific valuation techniques used to value financial instruments include:

- The fair value of commodity contracts are calculated based on observable inputs which include forward prices of crude oil.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves;
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date, with the resulting value discounted back to present value;
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(c) Financial instruments in level 3

The level 3 instruments comprises of convertible loans with OES Integrated Services Limited (“OES”) and investment properties.

The tables below presents the changes in level 3 instruments for the year ended 31 December 2025.

The fair value changes on the instruments were recognized in other operating income.

i Convertible loans – Financial assets at fair value through profit or loss

OES Integrated Services Limited (“OES”) was incorporated as the Special Purpose Vehicle used to purchase the shares from Oando PLC, following which OES Energy Services Limited (“OESL”) became a standalone company fully divested from the Oando Group. OES is a leading indigenous energy services company that provides oilfield services, particularly drilling rig services, to exploration & production companies operating in Nigeria.

On 22nd October 2018, a Convertible Note Purchase Agreement (“CNPA”) was executed between Oando PLC and OES Integrated Services Limited (“OES”) as part of the Management Buy Out transaction. The parties agreed to defer the payment of the debt on the terms stated in the CNPA and in consideration of this, OES agreed that it shall issue the Note to Oando PLC with a face value equal to the debt amount and no interest shall accrue on the Note. As at 31 December 2025, the debt amount of ₦12,485,094,736.70 was owed by OES to Oando PLC.

ii Investment properties

The Company (through Unipetrol Nigeria PLC) signed a sublease agreement with Oniru Chieftaincy Family Property Company Limited, a limited liability company incorporated in Nigeria in 2002 for a parcel of land measuring approximately 10,864.112 sqm and known as Plot 13 in Block VI within the Oniru Chieftaincy Family Private Layout, Lekki Peninsula, Victoria Island, Lagos State, Nigeria for a consideration of ₦95 million. This agreement did not have the consent of the Attorney General and Commissioner for Justice for and on behalf of the Governor of Lagos State.

On 13 December 2006, the Commissioner for Lands on behalf of the Executive Governor of Lagos State revoked the right of occupancy of a part of the land (4,906.097 sqm) which was needed for public purpose (site/works yard for Lekki-Epe expressway expansion). However, on 11 December 2014 by a notice in the Lagos State of Nigeria official Gazette No 82 Vol. 47, the Executive Governor of Lagos State reinstated the revoked right of occupancy in the said portion of the land.

Another sublease agreement was signed on 3 November 2018 with Oniru Chieftaincy Family Property Company Limited for the same parcel of land which was consented to by the Honorable Commissioner, Ministry of Physical Planning and Urban Development on 1 February 2019. This land has been classified as an investment property as management's intention for use is yet to be determined.

(a) Oniru Land

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
At 1 January	9,234,000	6,760,900	9,234,000	6,760,900
Fair value gain	4,591,000	2,473,100	4,591,000	2,473,100
At 31 December	13,825,000	9,234,000	13,825,000	9,234,000

The fair value gain on the investment property has been recognized in the statement of profit or loss under other operating income.

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(b) Abuja Land*

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
At 1 January	5,961,950	5,300,000	5,961,950	5,300,000
Fair value gain	1,938,050	661,950	1,938,050	661,950
At 31 December	7,900,000	5,961,950	7,900,000	5,961,950

* Details of the Abuja land had been reported in the 2017 audited consolidated financial statements and management is yet to decide on the use of the land.

The fair value gain on the investment property has been recognized in the statement of profit or loss under other operating income.

The fair value of the investment properties were determined in December 2025 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). The direct comparison method involves the analysis of similar properties that have recently been transacted upon in the open market within the locality and adjusting appropriately to take care of the peculiarities and level of completion of the subject property in arriving at the value. This has therefore been classified under level 3.

Description of valuation techniques used and key inputs to valuation of investment properties:

2025	Valuation technique	Significant unobservable inputs	Sensitivity Range	Sensitivity of the input to fair value	
Investment properties (Abuja and Lagos, Nigeria)	Direct Market Comparison Method	Estimated value per square metre (Abuja Land – ₦1,529,000/ LagosLand – ₦1,272,506)	5%	5% decrease in estimated value per sqm would result in a decreasein the fair value by ₦395 million (Abuja)/ ₦691.3 million (Lagos)	5% increase in estimated value per sqm would result in an increase in the fair value by ₦395 million (Abuja)/ ₦691.3462 million (Lagos)
			10%	10% decrease in estimated value per sqm would result in a decrease in the fair value by ₦790 million (Abuja)/ ₦1.4 billion (Lagos).	10% increase in estimated value per sqm would result in an increase in the fair value by ₦790 million (Abuja)/ ₦1.4 billion (Lagos).
			15%	15% decrease in estimated value per sqm would result in a decrease in the fair value by ₦1.2 billion (Abuja)/ ₦2.1 billion (Lagos).	15% increase in estimated value per sqm would result in an increase in the fair value by ₦1.2 billion (Abuja)/ ₦2.1 billion (Lagos).
2024	Valuation technique	Significant unobservable inputs	Sensitivity Range	Sensitivity of the input to fair value	
Investment properties (Abuja and Lagos, Nigeria)	Direct Market Comparison Method	Estimated value per square metre (Abuja Land – ₦1,154,000/ Lagos Land – ₦850,000)	5%	5% decrease in estimated value per sqm would result in a decrease in the fair value by ₦298 million (Abuja)/ ₦462 million (Lagos)	5% increase in estimated value per sqm would result in an increase in the fair value by ₦298 million (Abuja)/ ₦462 million (Lagos)
			10%	10% decrease in estimated value per sqm would result in a decrease in the fair value by ₦596 million (Abuja)/ ₦923 million (Lagos).	10% increase in estimated value per sqm would result in an increase in the fair value by ₦596 million (Abuja)/ ₦923 million (Lagos).
			15%	15% decrease in estimated value per sqm would result in a decrease in the fair value by ₦894 million (Abuja)/ ₦1.4 billion (Lagos).	15% increase in estimated value per sqm would result in an increase in the fair value by ₦894 million (Abuja)/ ₦1.4 billion (Lagos).

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8. Segment information

The Group Leadership Council (GLC) is the Group's chief operating decision-maker. Management has determined the operating segments based on the performance reports reviewed monthly by Group Leadership Council (GLC) and these reports are used to make strategic decisions. GLC considers the businesses from a divisional perspective. Each of the division's operations may transcend different geographical locations.

The GLC assesses the performance of the operating segments by reviewing actual results against set targets on revenue, operating profit and profit after tax for each division. Interest expenses suffered by the corporate division on loans raised on behalf of the other divisions and similar operating expenses are transferred to the relevant divisions. Transactions between operating segments are on arm's length basis in a manner similar to transactions with third parties.

The Group was re-organised following the sale of target entities in the marketing, refining and terminals segment, gas and power segment and energy services segment. The Group discontinued the energy services segment, marketing, refining and terminals segment and gas and power segment (excluding Alausa Power Ltd) effective 31 March 2016, 30 June 2016 and 31 December 2016 respectively whereas Alausa Power Ltd was discontinued 31 March 2017. At 31 December 2025, the Group has 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

(a) The segment results for the year ended 31 December, 2025 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Total gross segment revenue	451,861,448	3,356,514,131	–	25,437,891	3,833,813,470
Intra-group revenue	(5,787,570)	(628,196,751)	–	(19,738,687)	(653,723,008)
Revenue from external customers	446,073,878	2,728,317,380	–	5,699,204	3,180,090,462
Operating (loss)/profit	497,756,986	3,987,882	77,971	(260,858,903)	240,963,936
Finance cost	(296,834,703)	(162,974)	–	(97,691,565)	(394,689,242)
Finance income	298,867,636	–	–	(10,835,205)	288,032,431
Net finance income/(cost)	2,032,933	(162,974)	–	(108,526,770)	(106,656,811)
Share of profit in associate	1,452,835	–	–	–	1,452,835
Profit/(loss) before income tax	501,242,754	3,824,908	77,971	(369,385,673)	135,759,960
Income tax credit/(expense)	97,994,408	(559,619)	–	(28,386,176)	69,048,613
Profit/(loss) for the year	599,237,162	3,265,289	77,971	(397,771,849)	204,808,573

* Corporate & Others include consolidation adjustments

The segment results for the year ended 31 December, 2024 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Total gross segment revenue	388,850,466	3,693,135,829	–	370,424,426	4,452,410,721
Intra-group revenue	–	–	–	(365,759,725)	(365,759,725)
Revenue from external customers	388,850,466	3,693,135,829	–	4,664,701	4,086,650,996
Operating profit/(loss)	621,763,379	30,750,315	(2,164,562)	(80,667,991)	569,681,141
Finance cost	(154,418,669)	(19,574,116)	–	(61,843,035)	(235,835,820)
Finance income	46,370,494	213,620	–	613,239	47,197,353
Net finance cost	(108,048,175)	(19,360,496)	–	(61,229,796)	(188,638,467)
Share of profit in associate	2,777,443	–	–	–	2,777,443
Profit/(loss) before income tax	516,492,647	11,389,819	(2,164,562)	(141,897,787)	383,820,117
Income tax (expense)/credit	(168,814,973)	(5,073,645)	–	10,188,554	(163,700,064)
Profit/(loss) for the year	347,677,674	6,316,174	(2,164,562)	(131,709,233)	220,120,053

* Corporate & Others include consolidation adjustments

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(b) Reconciliation of reporting segment information

	Revenue N'000	Operating profit N'000	Finance income N'000	Finance cost N'000	Profit before income tax N'000	Income tax expense N'000
2025						
As reported in the segment report	3,833,813,470	240,963,936	288,032,431	(394,689,242)	135,759,960	69,048,613
Elimination of inter-segment transactions on consolidation	(653,723,008)	–	–	–	–	–
As reported in the statement of profit or loss	3,180,090,462	240,963,936	288,032,431	(394,689,242)	135,759,960	69,048,613
	Revenue N'000	Operating profit N'000	Finance income N'000	Finance cost N'000	Profit before income tax N'000	Income tax expense N'000
2024						
As reported in the segment report	4,452,410,721	569,681,141	47,197,353	(235,835,820)	383,820,117	(163,700,064)
Elimination of inter-segment transactions on consolidation	(365,759,725)	–	–	–	–	–
As reported in the statement of profit or loss	4,086,650,996	569,681,141	47,197,353	(235,835,820)	383,820,117	(163,700,064)

Inter-segment revenue represents intercompany dividend income, sales between subsidiaries. Profit on inter-segment sales and intercompany dividend income have been eliminated on consolidation.

Other information included in the statement of profit or loss by segment are:

Year ended 31 December 2025:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Depreciation	89,331,663	35,788	873	4,046,803	93,415,127
Depreciation of right of use asset (Note 17, 10c)	15,028,842	307,693	–	(12,392,765)	2,943,770
Amortisation of intangible assets (Note 10c)	1,747,386	–	–	731,311	2,478,697
Impairment (losses)/reversals on assets, net (Note 10d)	(877,524,168)	(7,902,597)	(119,489)	446,359,496	(439,186,758)

* Corporate & Others include consolidation adjustments.

Year ended 31 December 2024:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Depreciation	64,835,185	27,770	961	3,202,619	68,066,535
Depreciation of right of use asset (Note 17, 10c)	15,660,730	309,949	–	(12,793,809)	3,176,870
Reversal of impairment/(impairment losses) on assets, net (Note 10d)	89,283,911	15,698,770	823,927	(29,578,981)	76,227,627

* Corporate & Others include consolidation adjustments.

The segment assets and liabilities and capital expenditure for the year ended 31 December, 2025 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Assets	5,994,354,841	1,038,143,892	3,939,038	409,247,018	7,445,684,789
Investment in an associate	5,946,163	–	–	–	5,946,163
Liabilities	6,382,776,656	1,144,869,186	287,356	484,723,959	8,012,657,157
Capital Expenditure**	128,746,752	31,079	–	6,241,573	135,019,404

* Corporate & Others include consolidation adjustments.

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The segment assets and liabilities as of 31 December, 2024 and capital expenditure for the year then ended are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Assets	5,135,084,281	1,191,229,128	8,315,155	99,530,780	6,434,159,344
Investment in an associate	7,842,436	–	–	–	7,842,436
Liabilities	4,969,868,568	1,343,403,295	244,417	481,622,441	6,795,138,721
Capital Expenditure**	19,798,353	15,103	48,900	931,544	20,793,900

* Corporate & Others include consolidation adjustments.

** Capital expenditure comprises additions to property, plant and equipment and intangible asset, excluding goodwill.

The Group's business segments operate in three main geographical areas. The group derives revenue from the transfer of goods and services over time and at a point in time.

Segment information on a geographical basis for the year ended 31 December 2025 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segment revenue:					
Within Nigeria	445,988,916	–	–	25,437,891	471,426,807
Other countries	5,872,532	3,356,514,131	–	–	3,362,386,663
Inter-segment revenue	(5,787,570)	(628,196,751)	–	(19,738,687)	(653,723,008)
Revenue from external customers	446,073,878	2,728,317,380	–	5,699,204	3,180,090,462
Total assets					
Within Nigeria	5,993,702,867	–	3,939,038	409,247,018	6,406,888,923
Other West African countries	–	51,577	–	–	51,577
Other countries	651,974	1,038,092,315	–	–	1,038,744,289
	5,994,354,841	1,038,143,892	3,939,038	409,247,018	7,445,684,789
Capital expenditure					
Within Nigeria	108,743,120	–	–	6,084,849	114,827,969
Other countries	20,003,632	31,079	–	156,724	20,191,435
	128,746,752	31,079	–	6,241,573	135,019,404

* Corporate & Others include consolidation adjustments

Segment information on a geographical basis for the year ended 31 December 2024 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segment revenue:					
Within Nigeria	384,968,739	–	–	370,424,426	755,393,165
Other countries	3,881,727	3,693,135,829	–	–	3,697,017,556
Inter-segment revenue	–	–	–	(365,759,725)	(365,759,725)
Revenue from external customers	388,850,466	3,693,135,829	–	4,664,701	4,086,650,996
Total assets					
Within Nigeria	5,133,823,878	–	8,315,155	99,530,780	5,241,669,813
Other West African countries	–	55,173	–	–	55,173
Other countries	1,260,403	1,191,173,955	–	–	1,192,434,358
	5,135,084,281	1,191,229,128	8,315,155	99,530,780	6,434,159,344

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	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Capital expenditure					
Within Nigeria	19,798,353	–	48,900	924,495	20,771,748
Other countries	–	15,103	–	7,049	22,152
	19,798,353	15,103	48,900	931,544	20,793,900

* Corporate & Others include consolidation adjustments.

Revenue are disclosed based on the country in which the customer is located. Total assets are allocated based on where the assets are located. Glencore, Litasco SA, NTSA and OQ Trading Limited contribute more than 61% of the Group's revenue.

Capital expenditure is allocated based on where the assets are located.

(c) Disaggregated revenue information

Group

Set out below is the disaggregation of the Group's revenue from contracts with customers for the year ended 31 December 2025:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segments					
Sale of crude oil	312,386,316	3,356,514,131	–	25,437,891	3,694,338,338
Sale of gas	105,258,991	–	–	–	105,258,991
Sale of energy	13,083,700	–	–	–	13,083,700
Sale of natural gas liquid	5,369,591	–	–	–	5,369,591
Revenue from service	15,762,850	–	–	–	15,762,850
Inter-segment revenue	(5,787,570)	(628,196,751)	–	(19,738,687)	(653,723,008)
Total revenue from contracts with customers	446,073,878	2,728,317,380	–	5,699,204	3,180,090,462

Geographical markets					
Within Nigeria	445,988,916	–	–	25,437,891	471,426,807
Other countries	5,872,532	3,356,514,131	–	–	3,362,386,663
Inter-segment revenue	(5,787,570)	(628,196,751)	–	(19,738,687)	(653,723,008)
Total revenue from contracts with customers	446,073,878	2,728,317,380	–	5,699,204	3,180,090,462

Timing of revenue recognition:					
Goods transferred at a point in time	330,839,607	3,356,514,131	–	25,437,891	3,712,791,629
Services transferred over time	121,021,841	–	–	–	121,021,841
Inter-segment revenue	(5,787,570)	(628,196,751)	–	(19,738,687)	(653,723,008)
	446,073,878	2,728,317,380	–	5,699,204	3,180,090,462

* Corporate & Others include consolidation adjustments

Set out below is the disaggregation of the Group's revenue from contracts with customers for the year ended 31 December 2024:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segments					
Sale of crude oil	282,457,246	3,693,135,829	–	370,424,426	4,346,017,501
Sale of gas	84,633,469	–	–	–	84,633,469
Sale of energy	10,687,560	–	–	–	10,687,560
Sale of natural gas liquid	357,378	–	–	–	357,378
Terminal service	10,714,813	–	–	–	10,714,813
Inter-segment revenue	–	–	–	(365,759,725)	(365,759,725)
Total revenue from contracts with customers	388,850,466	3,693,135,829	–	4,664,701	4,086,650,996

* Corporate & Others include consolidation adjustments

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	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segments					
Geographical markets					
Within Nigeria	384,968,739	–	–	370,424,426	755,393,165
Other countries	3,881,727	3,693,135,829	–	–	3,697,017,556
Inter-segment revenue	–	–	–	(365,759,725)	(365,759,725)
Total revenue from contracts with customers	388,850,466	3,693,135,829	–	4,664,701	4,086,650,996

* Corporate & Others include consolidation adjustments

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segments					
Timing of revenue recognition:					
Goods transferred at a point in time	293,502,184	3,693,135,829	–	370,424,426	4,357,062,439
Services transferred over time	95,348,282	–	–	–	95,348,282
Inter-segment revenue	–	–	–	(365,759,725)	(365,759,725)
	388,850,466	3,693,135,829	–	4,664,701	4,086,650,996

* Corporate & Others include consolidation adjustments

Company

Set out below is the disaggregation of the Company's revenue from contracts with customers for the year:

	2025 N'000	2024 N'000
Type of goods or service		
Sale of crude oil	–	343,861,081
Geographical markets		
Within Nigeria	–	343,861,081

	2025 N'000	2024 N'000
Timing of revenue recognition:		
Goods transferred at a point in time	–	343,861,081

(d) Assets related to contracts with customers

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Trade receivables (Note 25)	696,559,970	816,021,204	16,938,395	17,966,702
Reclassification from finance lease receivables (Note 22 iii)	73,016,742	–	–	–
Loss allowance (Note 25)	(274,164,290)	(208,124,945)	(12,479,710)	(13,350,049)
	495,412,422	607,896,259	4,458,685	4,616,653

(e) Performance obligations

Information about the Group's performance obligations are summarised below:

Sale of oil, gas and energy

The Group delivers products to customers in volumes depending on annual contract quantity and all variations provided by the contract in the case of sale of crude oil. The Group recognizes its revenue for oil and energy at a point in time. Revenue for gas is recognised over time with an appropriate measure of progress. This measure is based on volume delivered.

Terminal service revenue

The Group recognizes revenue as a terminal service is being performed.

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9. Other operating income/(expense)

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Net foreign exchange gain (Note 10b)	67,733,242	305,987,027	12,483,467	234,600,366
Fair value gain/(loss) on commodity options (Note 10b)	134,353,904	(3,231,317)	–	–
Fair value gain on investment properties (Note 10b, 18)	6,529,050	3,135,050	6,529,050	3,135,050
Fair value loss on modification of financial asset (Note 42x)	(311,567,487)	–	–	–
Rental income	–	–	94,760	94,271
Fair value (loss)/gain on quoted equity instruments (Note 28)	(90,525)	283,160	(90,525)	283,908
Insurance claim received	32,414	63,130	8,690	39,258
Gain on bargain purchase (Note 9a)	–	784,815,612	–	–
Intercompany debt forgiveness*	–	–	506,394,453	594,409,655
Profit/(loss) on sale of asset	37,330,165	–	(12,669)	–
Provision no longer required	126,215,946	–	–	–
Sundry income (Note 9c)	143,255,401	9,826,690	11,948,175	4,348,974
	203,792,110	1,100,879,352	537,355,401	836,911,482

Intercompany debt forgiveness* – see note 42ix for details.

(a) Business Combination – Prior Year Gain on Bargain Purchase

As required by IFRS 3 Business Combinations, in 2024, the Group, through the acquirers of the 19% working interest in OML 60–63 previously owned by Nigerian Agip Oil Company Limited (“NAOC”) and the 100% equity interest in NAOC, engaged PricewaterhouseCoopers (FRC/2013/PRO/ICAN/004/00000002010) to perform a fair valuation of the acquired businesses. The valuation was based on projected oil and gas reserves and costs contained in the Competent Person’s Report (CPR) prepared by DeGolyer and MacNaughton, USA, with sensitivities applied to historical production performance.

The fair valuation incorporated management’s cost assumptions, which reflect the Group’s cost optimisation strategies and expected efficiency improvements. Accordingly, projected costs were not adjusted beyond the assumptions derived from the CPR. In addition, the valuation considered the tax benefits arising from directly attributable interest costs on borrowings at the applicable tax rate.

The resulting fair value of the identifiable net assets acquired exceeded the total consideration transferred, giving rise to a gain on bargain purchase of ₦784.8 billion, recognised in the prior year.

At the acquisition date, certain identifiable assets and liabilities were recognised using provisional amounts, as permitted under IFRS 3, due to the complexity of the transaction and the ongoing refinement of key valuation inputs, including reserves, future cash flows and decommissioning obligations.

Under IFRS 3, the Group is required, within a measurement period of up to twelve months, to reassess provisional amounts and recognise adjustments only where new information becomes available about facts and circumstances that existed at the acquisition date.

As at the reporting date, management has reassessed the provisional fair values and has not identified any material adjustments to the amounts previously recognised. However, given the inherent estimation uncertainty and the nature of the valuation inputs, the measurement period remains open, and further information obtained within this period may result in adjustments to the recognised amounts, which could impact the gain on bargain purchase and the carrying values of the related assets and liabilities.

Any such adjustments will be recognised retrospectively in accordance with IFRS 3.

The acquired mineral assets will continue to be subject to periodic impairment assessment during and after the measurement period in accordance with IAS 36 Impairment of Assets.

- (b) During the year, the Group realised a net derivative loss of ₦10.3 billion (2024 – loss of ₦3.3 billion) on commodity contracts (see Note 21b for further details of fair value loss on the financial commodity contract).
- (c) The Group’s sundry income largely relates to income from provision of JV services of ₦28.1 billion (2024: ₦2.2 billion), income from service agreements with customers of ₦8.1 million (2024: 63.8 million), miscellaneous income of ₦1.5 billion (2024: ₦2.4 billion) and loss from underlift of ₦2.1 billion (2024: income of ₦4.9 billion), reversal of intercompany write off of ₦171.9 billion (2024: nil), offset by a loss on lease modifications of ₦68.4 billion (2024: nil).
- (d) The Company’s sundry income largely relates to income from service agreements with customers of ₦11.9 billion (2024: ₦4.3 billion).

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10. Expenses by nature of operating profit

The following items have been charged/(credited) in arriving at the operating profit:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
(a) Cost of sales:				
Inventory cost and other directly attributable costs	3,094,004,308	3,930,449,913	–	343,607,965
Depletion/depreciation on property plant and equipment (Note 15)*	88,847,979	62,862,913	–	–
	3,182,852,287	3,993,312,826	–	343,607,965
(b) Included in other operating income:				
Realised foreign exchange (gain) (Note 9)	(268,791,770)	(463,015,411)	(12,483,467)	(234,600,366)
Unrealised Foreign exchange loss/(gain) (Note 9)	201,058,528	157,028,384	–	–
Fair value (gain)/loss on commodity options (Note 9)	(134,353,904)	3,231,317	–	–
Fair value gain on investment properties (Note 9, 18, 40a)	(6,529,050)	(3,135,050)	(6,529,050)	(3,135,050)
(c) Administrative expenses				
Depletion/depreciation on property plant and equipment (Note 15)	4,567,148	5,203,622	934,234	463,012
Depreciation on right of use asset (Note 17, 40a)	2,943,770	3,176,870	1,373,770	1,511,782
Amortisation of intangible assets (Note 16, 40a)	2,478,697	–	731,311	–
Foreign exchange (gain)/loss	(1,289,588)	173,313,847	18,831,498	500,059,349
Employees benefit expense (Note 11b)	27,474,733	10,773,057	1,183,006	638,343
Auditors remuneration**	1,694,161	1,044,756	234,415	131,671
Professional fees	99,977,473	127,341,565	3,367,875	854,712
Rent and other hiring costs	5,488,700	844,900	1,568,480	10,282
Travelling expenses	6,699,721	14,911,259	1,010,437	381,958
Handling charges	4,547,881	4,734,553	–	–
ECL on financial guarantee	–	–	(7,250,400)	5,443,369
Business development expenses	–	484,783	–	–
Utilities and entertainment	2,402,490	4,125,022	6,037	137,342
Business communication expenses	8,477,647	6,011,650	36,835	69,564
Licences and permits	211,136	895,204	25,252	8,205
Board expenses	5,651,268	3,247,940	3,384,736	1,264,020
Government penalties	145,023	2,144,968	16,950	102,100
Subscription	9,399,998	11,354,148	830,598	676,088
Insurance	3,418,984	443,616	113,331	89,260
Write off of receivables (Note 40a)	183,759,505	–	–	–
Sundry expenses	31,204,358	178,256,994	966,704	9,940,379
	399,253,106	548,308,754	27,365,069	521,781,435

Sundry expenses mainly includes repair & maintenance, stationery & consumables, statutory payments, product consumption and cleaning expenses.

- * During the current period, the Group changed the classification of depletion, depreciation and amortisation of oil and gas assets from administrative expenses to cost of sales. Comparative figures for 2024 have been reclassified to ensure comparability.
- ** The auditors did not render non-audit services during the year to the Company and other members of the Group. Accordingly, they were not paid for non-audit services.

(d) Impairment of assets/(reversal of impairment) of assets *Impairment of non-financial assets*

Impairment loss/(reversal of impairment) on investment in a subsidiary (Note 29)	–	–	99,196	(50,970,378)
Impairment loss on investment in an associate (Note 19,40a)	2,295,800	–	–	–
Total impairment loss/(reversal of impairment) on non-financial assets	2,295,800	–	99,196	(50,970,378)
<i>Impairment of financial assets</i>				
Impairment loss/(reversal of impairment) on finance lease (Note 22ii)	5,196,257	4,622,704	(397,000)	474,323
(Reversal of impairment)/impairment loss on trade and other receivables, net (Note 25b)	(446,678,815)	71,604,923	13,264,095	194,784,108
Total (reversal of impairment)/impairment loss on financial assets	(441,482,558)	76,227,627	12,867,095	195,258,431
Total impairment loss/(reversal of impairment) on financial assets	(439,186,758)	76,227,627	12,966,291	144,288,053

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11. Employee benefit expense

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
(a) Directors' remuneration:				
The remuneration paid to the directors who served during the year was as follows:				
Chairman fees	601,000	5,556	601,000	5,556
Other non-executive fees*	1,698,665	549,434	1,171,950	18,859
	2,299,665	554,990	1,772,950	24,414
Executive directors' salaries	7,131,139	3,113,574	4,070,969	1,570,101
	9,430,803	3,668,564	5,843,919	1,594,515
Other emoluments*	3,508,164	2,517,302	1,868,727	1,114,895
	12,938,967	6,185,866	7,712,645	2,709,410

* Included in other emoluments and other non-executive fees is the board duty allowance of ₦2.3 billion (2024: ₦2.1 billion) received by five executive directors of the Company (2024: four executive directors of the Company) and eight executive directors for other subsidiaries within the Group during the year (2024: eight executive directors for other subsidiaries within the Group).

The executive directors defined above received emoluments (excluding pension contributions) in the following ranges:

	Group 2025 Number	Group 2024 Number	Company 2025 Number	Company 2024 Number
₦1,000,000 – ₦50,000,000	6	9	4	4
Above ₦50,000,000	14	12	9	9

Included in the above analysis is the highest paid director at ₦2.7 billion (2024: ₦1.8 billion).

	Group 2025 Number	Group 2024 Number	Company 2025 Number	Company 2024 Number
(b) Staff costs				
Wages, salaries and staff welfare cost	25,079,697	5,531,817	1,153,225	623,686
Gratuity (Note 37b)	2,329,274	1,996,677	–	–
Pension costs – defined contribution scheme	65,762	3,244,563	29,781	14,657
	27,474,733	10,773,057	1,183,006	638,343

The pension costs in these consolidated and separate financial statements comprise 8% contribution by each employee and 10% contribution by the employer in line with the provision of the Pensions Act 2014, as amended.

The average number of full-time persons employed during the year was as follows:

	Group 2025 Number	Group 2024 Number	Company 2025 Number	Company 2024 Number
Executives	6	5	4	4
Management staff	341	322	4	5
Senior staff	698	671	–	–
	1,045	998	8	9

Employees other than directors, whose duties were wholly or mainly discharged in Nigeria, received remuneration (excluding pension contributions) in the following ranges:

	Group 2025 Number	Group 2024 Number	Company 2025 Number	Company 2024 Number
₦8,000,001 – ₦20,000,000	–	–	–	–
Above ₦20,000,000	1,027	982	4	5
	1,027	982	4	5

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12 Net finance costs

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
(a) Finance cost:				
On bank borrowings	(357,301,691)	(239,059,298)	(8,427,853)	(37,459,018)
Interest expenses on lease liabilities (Note 36)	(396,872)	(1,092,621)	(1,987,418)	(4,815,580)
Intercompany interest expense	–	–	(14,208,218)	(10,574,123)
Interest expense calculated using effective interest rate	(357,698,563)	(240,151,919)	(24,623,489)	(52,848,721)
Unwinding of discount on deferred consideration (Note 40a)	(20,050,963)	–	–	–
Unwinding of discount on provisions (Note 35, 40a)	(16,939,716)	4,316,099	(40,944)	(16,317)
Total finance cost	(394,689,242)	(235,835,820)	(24,664,433)	(52,865,038)

Included in bank borrowings above are interest paid of ₦181 billion (2024: N33.4 billion) for Group and ₦24.6 million (2024: ₦272.9 million) for Company.

(b) Finance income:	224,413,819	3,089,335	385,777	287,050
Interest income on bank deposits, loans and advances	63,618,612	44,108,018	1,679,804	3,773,958
Interest income on finance lease (Note 22iii)				
Total finance income	288,032,431	47,197,353	2,065,581	4,061,008
Net finance income/(costs)	(106,656,811)	(188,638,467)	(22,598,852)	(48,804,030)

Included in the total finance income above are interest received of ₦131.7 billion (2024: ₦505.7 million) for Group and N385.8 million (2024: ₦287.1 million) for Company.

13. (a) Income tax expense

(i) Analysis of income tax charge for the year:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Current income tax	(117,689,492)	144,283,547	–	–
Minimum tax	2,128,683	4,733,539	2,202,840	4,733,539
Income tax charged during the year (Note 13b)	(115,560,809)	149,017,086	2,202,840	4,733,539
Education tax (Note 13b)	15,471,683	9,157,644	3,634,894	5,750,917
	(100,089,126)	158,174,730	5,837,734	10,484,456
Deferred income tax				
Deferred income tax charge for the year (Note 20)	31,040,513	5,525,334	–	–
Income tax (credit)/expense	(69,048,613)	163,700,064	5,837,734	10,484,456

The tax on the Group and Company's profit/(loss) before income tax differs from the theoretical amount that would arise using the statutory income tax rate as follows:

(ii)Reconciliation of effective tax rate

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Profit/(loss) before income tax	135,759,960	383,820,117	474,425,189	122,291,080
Tax calculated at Nigeria's domestic rates applicable to profits in respective countries – 30% (2024: 30%)	40,727,988	115,146,035	142,327,557	36,687,324
Minimum tax	2,128,683	4,733,539	2,202,840	4,733,539
Education tax	15,471,683	9,157,644	3,634,894	5,750,917
Tax effect of income not subject to tax	(260,512,722)	(201,166,505)	(224,497,499)	(1,025,687)
Effect of associate tax	(435,851)	(833,233)	–	–
Effect of tax rate differential	(30,911,308)	(2,074,801,525)	–	–
Expenses not deductible for tax purposes	(1,626,911)	1,870,139,104	4,087,114	(56,490,192)
Tax loss carried forward	(11,879,148)	(12,449,232)	(36,351,879)	–
Unutilised Capital allowance	(4,956,230)	–	–	–
Tax charge/recovery in disposal group	2,945	–	2,945	–
Movement in deferred tax not recognised	29,843,626	98,517,460	114,431,762	–
Impact of unutilised tax credits carried forward	153,098,633	355,256,777	–	20,828,555
Income tax expense	(69,048,613)	163,700,064	5,837,734	10,484,456
Effective tax rate	–51%	43%	1%	9%

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	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
(b) Current income tax liabilities				
Movement in current income tax for the year:				
At 1 January	522,302,869	194,124,481	30,952,825	20,468,369
Payment during the year	(2,902,214)	(1,690)	–	–
On acquisition of business (Note 41)	–	47,087,515	–	–
Adjustments in respect of prior years tax*	54,262,248	–	–	–
Charge for the year:				
Income tax (credit)/charge during the year (Note 13a)	(115,560,809)	149,017,086	2,202,841	4,733,539
Education tax charge during the year (Note 13a)	15,471,683	9,157,644	3,634,894	5,750,917
Exchange difference	(27,033,836)	122,917,833	–	–
At 31 December	446,539,941	522,302,869	36,790,560	30,952,825

* This relates to tax provisions from prior periods, which were expensed through the profit or loss in prior periods and is being reversed in the current period.

14. Basic and diluted earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Ordinary Shares outstanding during the year.

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Profit attributable to equity holders of the parent	204,010,628	224,856,266	468,587,455	111,806,624
Weighted average number of ordinary shares outstanding (thousands):	8,746,814	12,431,412	8,746,814	12,431,412
Basic/diluted profit per share (expressed in Naira per share)	23	18	54	9

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 the year end. The treasury shares has been excluded for the computation of the weighted average number of the ordinary shares for the period.

15 Property, plant and equipment

	Upstream Assets' N'000	Land & Leasehold improvements N'000	Plant & machineries N'000	Fixtures, fittings, computer & equipment, motor vehicles N'000	Total N'000
At 1 January 2023					
Group					
Cost or valuation					
Opening balance	1,655,655,254	868,929	28,760,026	13,677,257	1,698,961,466
Decommissioning costs (revision of estimates)	(363,694,768)	–	–	–	(363,694,768)
Decommissioning costs from business acquisition – Note 41	363,658,946	–	–	–	363,658,946
Additions	15,822,467	(422,084)	59,372	3,066,254	18,526,009
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
	4,289,039,004	446,845	51,334,566	26,507,836	4,367,328,251
Accumulated depreciation					
Opening balance	(638,805,599)	(528,700)	(15,234,036)	(9,944,371)	(664,512,706)
Depletion/depreciation charge (Note 40a)	(62,774,663)	(79,652)	(2,689,276)	(2,522,944)	(68,066,535)
Disposal of asset	–	–	–	431	431
Exchange difference	(452,476,563)	–	(10,726,055)	(5,132,063)	(468,334,681)
	(1,154,056,825)	(608,352)	(28,649,367)	(17,598,947)	(1,200,913,491)
Net book amount at 31 December 2024					
Cost or valuation	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)
	3,134,982,179	(161,507)	22,685,199	8,908,889	3,166,414,760

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	Upstream Assets' N'000	Land & Leasehold improvements N'000	Plant & machineries N'000	Fixtures, fittings, computer & equipment, motor vehicles N'000	Total N'000
Year ended 31 December 2024					
Group					
Year ended 31 December 2025					
Cost or valuation					
Opening balance	4,289,039,004	446,845	51,334,566	26,507,836	4,367,328,251
Decommissioning costs (revision of estimates)	(271,337,751)	–	–	–	(271,337,751)
ARO Addition	7,545,330	–	–	–	7,545,330
Addition from IPP valuation	218,851,327	–	–	–	218,851,327
Additions	95,414,089	2,719,871	12,620	4,276,576	102,423,156
Disposal	–	–	–	(98,175)	(98,175)
Write off*	(2,142,379)	–	(31,593)	–	(2,173,972)
Exchange difference	(271,637,621)	(19,247)	(3,330,995)	(1,504,319)	(276,492,182)
	4,065,731,999	3,147,469	47,984,598	29,181,918	4,146,045,984
Accumulated depreciation					
Opening balance	(1,154,056,825)	(608,352)	(28,649,367)	(17,598,947)	(1,200,913,491)
Depletion/depreciation charge (Note 40a)	(88,238,839)	(143,748)	(2,669,706)	(2,362,834)	(93,415,127)
Disposal	–	–	–	88,358	88,358
Exchange difference	79,296,170	–	1,983,345	930,063	82,209,578
	(1,162,999,494)	(752,100)	(29,335,728)	(18,943,360)	(1,212,030,682)
Net book amount at 31 December 2025					
Cost or valuation	4,065,731,999	3,147,469	47,984,598	29,181,918	4,146,045,984
Accumulated depreciation	(1,162,999,494)	(752,100)	(29,335,728)	(18,943,360)	(1,212,030,682)
	2,902,732,505	2,395,369	18,648,870	10,238,558	2,934,015,302

* Write off represents capital projects that are deemed irrecoverable.

1 See Note 48(a) for details of upstream assets.

See Note 43 for the Group's capital commitments.

	Land & Leasehold improvements N'000	Plant & machineries N'000	Fixtures, fittings, computer & equipment, motor vehicles N'000	Total N'000
Company				
Year ended 31 December 2024				
Cost or valuation				
Opening balance	868,929	123,641	3,789,533	4,782,103
Additions	–	–	637,092	637,092
	868,929	123,641	4,426,625	5,419,195
Year ended 31 December 2024				
Accumulated depreciation				
Opening balance	(528,700)	(112,736)	(2,673,077)	(3,314,513)
Depreciation charge (Note 10c, 40a)	(79,652)	–	(383,360)	(463,012)
	(608,352)	(112,736)	(3,056,437)	(3,777,525)
Net book amount at 31 December 2024				
Cost or valuation	868,929	123,641	4,426,625	5,419,195
Accumulated depreciation	(608,352)	(112,736)	(3,056,437)	(3,777,525)
	260,577	10,905	1,370,188	1,641,670
Year ended 31 December 2025				
Cost or valuation				
Opening balance	868,929	123,641	4,426,625	5,419,195
Additions	1,524,196	–	3,827,484	5,351,680
Disposal	–	–	(98,175)	(98,175)
	2,393,125	123,641	8,155,934	10,672,700

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	Land & Leasehold improvements N'000	Plant & machineries N'000	Fixtures, fittings, computer & equipment, motor vehicles N'000	Total N'000
Accumulated depreciation				
Opening balance	(608,352)	(112,736)	(3,056,437)	(3,777,525)
Disposal	–	–	88,358	88,358
Depreciation charge (Note 10c, 40a)	(143,748)	–	(790,486)	(934,234)
	(752,100)	(112,736)	(3,758,565)	(4,623,401)
Net book amount at 31 December 2025				
Cost or valuation	2,393,125	123,641	8,155,934	10,672,700
Accumulated depreciation	(752,100)	(112,736)	(3,758,565)	(4,623,401)
	1,641,025	10,905	4,397,369	6,049,299

Impairment testing of property, plant and equipment

Impairment assessment was carried out on the property, plant and equipment and there was no impairment loss on the assets.

16. Intangible assets

	Goodwill N'000	Software costs N'000	Exploration and Evaluation asset N'000	Total N'000
At 1 January 2024				
Group Cost				
Opening balance	938,897,517	714,200	232,442,233	1,172,053,950
Additions	–	–	2,267,891	2,267,891
Transfer to Upstream Asset	–	–	(33,508,222)	(33,508,222)
Exchange difference	649,303,449	–	164,129,031	813,432,480
	1,588,200,966	714,200	365,330,933	1,954,246,099
Accumulated amortization and impairment				
Opening balance	(374,813,886)	(714,200)	(174,089,467)	(549,617,553)
Exchange difference	(250,462,613)	–	(123,091,655)	(373,554,268)
	(625,276,499)	(714,200)	(297,181,122)	(923,171,821)
Net book amount as at 31 December 2024				
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)
	962,924,467	–	68,149,811	1,031,074,278

	Goodwill N'000	Software costs N'000	Exploration and Evaluation asset N'000	Total N'000
Year ended 31 December 2025				
Cost				
Opening balance	1,588,200,966	714,200	365,330,933	1,954,246,099
Additions	–	21,156,840	11,439,408	32,596,248
Write off	–	(845)	(107,001)	(107,846)
Exchange difference	(102,165,615)	(921,050)	(23,949,579)	(127,036,244)
	1,486,035,351	20,949,145	352,713,761	1,859,698,257
Accumulated amortization and impairment				
Opening balance	(625,276,499)	(714,200)	(297,181,122)	(923,171,821)
Amortisation charge (Note 10c, 40a)	–	(2,478,697)	–	(2,478,697)
Impairment loss	–	–	(3,105,671)	(3,105,671)
Exchange difference	39,409,411	80,863	19,002,555	58,492,829
	(585,867,088)	(3,112,034)	(281,284,238)	(870,263,360)

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	Goodwill N'000	Software costs N'000	Exploration and Evaluation asset N'000	Total N'000
Net book amount as at 31 December 2025				
Cost	1,486,035,351	20,949,145	352,713,761	1,859,698,257
Accumulated amortisation and impairment	(585,867,088)	(3,112,034)	(281,284,238)	(870,263,360)
	900,168,263	17,837,111	71,429,523	989,434,897
Year ended 31 December 2024				Software costs N'000
Company Cost				
Opening balance				714,200
Additions				–
				714,200
Accumulated amortization				
Opening balance				(714,200)
Amortisation charge (Note 10c, 40a)				–
				(714,200)
Net book amount at 31 December 2024				Software costs N'000
Cost				714,200
Accumulated amortisation				(714,200)
				–
Year ended 31 December 2025				
Cost				
Opening balance				714,200
Additions				1,253,676
				1,967,876
Accumulated amortization				
Opening balance				(714,200)
Amortisation charge (Note 10c, 40a)				(731,311)
Impairment				–
				(1,445,511)
Net book amount at 31 December 2025				
Cost				1,967,876
Accumulated amortisation				(1,445,511)
				522,365

i Impairment of intangible assets

(a) Exploration and evaluation asset impairment losses

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, therefore, they remain classified as exploration and evaluation assets at December 31, 2025.

Key assumptions in the determination of cash flows from reserves include crude oil, natural gas and natural gas liquids “NGL” prices, loss factors and the discount rate. Reserves evaluation as at December 31, 2025 were performed by a foreign independent and qualified reserves evaluator (Degolyer and MacNaughton) and management respectively. The table below summarizes the forecast prices used to determine cash flows from crude oil reserves and resources which is based on the futures market forward curve for Brent.

Year	2026	2027	2028	2029	2030	2031	2032
Dated Brent (US\$/barrel)	65.00	66.97	73.02	73.87	76.00	74.48	72.99
NGL (US\$/barrel)	7.08	8.92	8.99	9.06	9.14	9.21	9.29
Natural gas (US\$/mcf)	2.06	2.03	2.15	2.19	2.22	2.20	2.18

Year	2033	2034	2035	2036	2037	2038	Beyond
Dated Brent (US\$/barrel)	71.53	70.10	68.70	67.32	65.98	67.30	+2%
NGL (US\$/barrel)	9.36	9.44	9.52	9.60	9.68	9.76	+1%
Natural gas (US\$/mcf)	2.16	2.14	2.12	2.11	2.09	2.13	+2%

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Crude oil loss factors of 19% on an annual basis from 2026, projected to decline from 17.5% to 4% from 2027 to 2030 (with the exception of Ebendo where a 15% annual loss factor was applied to the remaining field life). The discount rate applied on the cash flows was 22.4% (2024: 8.5%). For exploration and evaluation assets, OER used \$0.48/boe as the implied value/boe on 2C unrisked contingent resources based on comparable market transactions and consideration of forward price declines.

Management determined that exploration and evaluation assets are qualifying assets and therefore eligible for capitalisation of borrowing cost. However, no borrowing cost was capitalised during the year under review. The assessment above led to an impairment loss of ₦3.1 billion in 2025 (2024: nil).

(b) Goodwill impairment losses

As at December 31, 2025, the Group prepared an impairment test for goodwill in which the recoverable amount was compared to the carrying value and determined that the carrying value of goodwill was not impaired (2024: nil). The recoverable amounts have been determined based on the fair value less costs of disposal using a discounted cash flow technique and comparative market transaction data. Key assumptions in the determination of cash flows from reserves include crude oil and natural gas prices, the discount rate, and per boe values. Reserves and resources as at December 31, 2025 have been evaluated by a foreign independent and qualified reserves evaluator and management respectively. Refer to Note 16 (i)(a) above for the prices used to determine the future cash flows from reserves and the discount rates and per boe values applied to resource quantities.

As per the Group’s accounting policy, goodwill is allocated to the Group’s cash generating units (CGUs) identified according to the operating segments. A segment-level summary of the goodwill allocation is presented below:

	Group 2025	Group 2024
Nigeria		
Exploration and production division	900,168,263	962,924,467

The goodwill for the Trading segment has been fully impaired.

17. Right-of-use assets

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Opening balance	43,546,367	19,535,433	12,410,009	12,310,177
Additions (Note 36)	325,672	280,229	–	–
Business acquisition (Note 41)	–	23,559,514	–	–
Change in estimate of restoration cost (Note 35)	–	102,833	–	102,833
Modification*	(21,276,643)	(3,001)	70,305	(3,001)
Exchange difference on translation	(1,530,365)	71,359	–	–
Closing balance	21,065,031	43,546,367	12,480,314	12,410,009
Depreciation				
Opening balance	(16,642,102)	(13,466,294)	(10,916,919)	(9,405,137)
Charge for the year (Note 10c, 40a)	(2,943,770)	(3,176,870)	(1,373,770)	(1,511,782)
Exchange difference on translation	8,637	1,062	–	–
Closing balance	(19,577,235)	(16,642,102)	(12,290,689)	(10,916,919)
Net book value	1,487,796	26,904,265	189,625	1,493,090

* The modification relates to the reassessment of the lease contract from the acquisition of OERNL.

18. Investment properties

The Company (through Unipetrol Nigeria PLC) signed a sublease agreement with Oniru Chieftaincy Family Property Company Limited, a limited liability company incorporated in Nigeria in 2002 for a parcel of land measuring approximately 10,864.112 sqm and known as Plot 13 in Block VI within the Oniru Chieftaincy Family Private Layout, Lekki Peninsula, Victoria Island, Lagos State, Nigeria for a consideration of ₦95 million. This agreement did not have the consent of the Attorney General and Commissioner for Justice for and on behalf of the Governor of Lagos State.

On 13 December 2006, the Commissioner for Lands on behalf of the Executive Governor of Lagos State revoked the right of occupancy of a part of the land (4,906.097 sqm) which was needed for public purpose (site/works yard for Lekki-Epe expressway expansion). However, on 11 December 2014 by a notice in the Lagos State of Nigeria official Gazette No 82 Vol. 47, the Executive Governor of Lagos State reinstated the revoked right of occupancy in the said portion of the land.

Another sublease agreement was signed 3 November, 2018 with Oniru Chieftaincy Family Property Company Limited for the same parcel of land which was consented to by the Honorable Commissioner, Ministry of Physical Planning and Urban Development on 1 February, 2019.

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Fair value of the properties:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Land located in Abuja (5,168.14 sqm)*	7,900,000	5,961,950	7,900,000	5,961,950
Land located in Lagos (10,864.11 sqm)	13,825,000	9,234,000	13,825,000	9,234,000
	21,725,000	15,195,950	21,725,000	15,195,950

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
At 1 January	15,195,950	12,060,900	15,195,950	12,060,900
Fair value gain (Note 9, 10b, 40a)	6,529,050	3,135,050	6,529,050	3,135,050
At 31 December	21,725,000	15,195,950	21,725,000	15,195,950

* Details of the Abuja land had been reported in the 2017 audited consolidated financial statements and management is yet to decide on the use of the land.

These are classified as investment properties as management’s intention for use is yet to be determined.

The fair value of the properties 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) in December 2025.

This carrying value represents the fair value of the properties. There was no rental income and related operating expenses from these properties during the year. The board is yet to decide use of the investment property. See Note 7b for the sensitivity analysis.

19. Investment in associates accounted for using the equity method

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

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Investment in associates	5,946,163	7,847,536	–	–
Share of profit for the year (Note 40a)	1,452,835	2,777,443	–	–

Investment in associate

Set out below are the associates of the Group at 31 December 2025. The associates have share capital consisting solely of Ordinary Shares, which are held directly by the Group. The countries of incorporation or registration of the associates are also their principal places of business.

	Place of business	Country of incorporation	% of ownership interest	Nature of the relationship	Measurement method
2025					
Umugini Pipeline Infrastructure Limited	Nigeria	Nigeria	11.25%	Associate	Equity Accounting
Alliance Oil Producing Nigeria Limited	Nigeria	Nigeria	40.00%	Associate	Equity Accounting
Ganic Nutrition Limited	Nigeria	Nigeria	13.0%	Associate	Equity Accounting
2024					
Umugini Pipeline Infrastructure Limited	Nigeria	Nigeria	11.25%	Associate	Equity Accounting
Alliance Oil Producing Nigeria Limited	Nigeria	Nigeria	40.00%	Associate	Equity Accounting

Umugini Pipeline Infrastructure Limited

Umugini Pipeline Infrastructure Limited was formerly Umugini Asset Company Limited until January 2, 2019 when the 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 oil pipelines and fiscal metering facilities for the custody, operation, maintenance, handling and

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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.

Oando PLC exerts significant influence over these associates as the Group has representatives on the board of the companies and is involved in management decisions taken by the entities. All the associates above have been fully accounted for in these consolidated financial statements.

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.

Ganic Nutrition Limited

Calabar Power Limited (CPL), a subsidiary of Oando PLC issued Convertible Promissory Note (the “Notes”) amounting to ₦500 million in three tranches to Ganic Foods Limited (GFL) in July 2022. CPL also issued additional Notes amounting to ₦1 billion (with similar amendment terms and conditions as the ₦500 million) on 24 November 2022 to GFL. The ₦1 billion was fully funded in April 2023.

Summarised financial information of the associate

Set out below is the summarised financial information of the associates:

	Umugini Pipeline Infrastructure Limited 2025 N'000	Umugini Pipeline Infrastructure Limited 2024 N'000
Summarised statement of financial position		
Total current assets	56,279,301	66,967,483
Total non-current assets	47,163,984	57,109,209
Total current liabilities	(33,309,447)	(43,051,841)
Total non-current liabilities	(17,274,754)	(11,315,291)
Net asset/equity	52,859,084	69,709,560
Summarised statement of comprehensive income		
Revenue	46,433,648	51,947,900
Profit after tax	12,914,089	24,688,441
Total comprehensive income	12,914,089	24,688,441
Share of profit in associate	1,452,835	2,777,443
Percentage holdings of the Group	11.25%	11.25%

The information above reflects the amounts presented in the financial statements of the associate adjusted for differences in accounting policies (if any) between the Group and the associate.

Reconciliation of the summarised financial information presented to the carrying amount of its interest in associates

	Umugini Pipeline Infrastructure Limited 2025 N'000	Umugini Pipeline Infrastructure Limited 2024 N'000
	11.25%	11.25%
Share of net asset	5,946,163	7,842,436
Carrying value of the associate	5,946,163	7,842,436

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	Ganic Nutrition Limited 2025 N'000	Alliance Oil Producing Nigeria Limited 2025 N'000	Umugini Pipeline Infrastructure Limited 2025 N'000	Total 2025 N'000
Carrying value:				
At 1 January	–	–	7,842,436	7,842,436
Share of profit in associate (Note 40a)	–	–	1,452,835	1,452,835
Dividend	–	–	(2,770,764)	(2,770,764)
Reclassification from trade and other receivables (Note 25)	2,295,800	–	–	2,295,800
Impairment of investment in Ganic Nutrition Limited	(2,295,800)	–	–	(2,295,800)
Exchange difference	–	–	(578,344)	(578,344)
At 31 December	–	–	5,946,163	5,946,163

		Alliance Oil Producing Nigeria Limited 2024 N'000	Umugini Pipeline Infrastructure Limited 2024 N'000	Total 2024 N'000
Carrying value:				
At 1 January		–	5,046,606	5,046,606
Share of profit in associate (Note 40a)		–	2,777,443	2,777,443
Dividend paid		–	(3,585,389)	(3,585,389)
Exchange difference		–	3,603,776	3,603,776
At 31 December		–	7,842,436	7,842,436

The associates had no capital commitments at 31 December 2025 (2024: nil).

No other dividend was received from the associates in the year under review (2024: nil) except as disclosed in this note.

The Group does not have any significant restrictions such as borrowing or any regulatory restrictions that impede the ability of the associates to transfer funds in form of dividend or cash to the Group.

20. Deferred income tax liabilities and deferred income tax assets

Deferred income 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 income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

	Group 2025 N'000	Group 2024 N'000
The analysis of deferred tax liabilities and deferred tax assets is as follows:		
Deferred tax liabilities		
Deferred tax liability to be recovered after more than 12months	170,345,455	81,011,280
Deferred tax assets		
Deferred tax assets to be recovered after more than 12months	(120,662,760)	(60,515,346)
Deferred tax (assets)/liabilities, net	49,682,695	20,495,934
The gross movement in deferred income tax account is as follows:		
At 1 January	20,495,934	16,459,336
Debit to statement of profit or loss (Note 13a)	31,040,513	5,525,334
Acquisition of business	–	(7,267,594)
Exchange difference	(1,853,752)	5,778,858
At 31 December	49,682,695	20,495,934

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Consolidated deferred income tax assets and liabilities, deferred income tax (credit)/charge in the statement of profit or loss, in equity and other comprehensive income are attributable to the following items:

GROUP	1.1.2024 N'000	Charged/ (credited) to P/L N'000	Business acquisition N'000	Exchange Differences N'000	31.12.2023 N'000
2024					
Deferred income tax liabilities*					
Property, plant & equipment and exploration & evaluation assets	885,333,337	65,530,472	1,997,435	615,854,390	1,568,715,634
Provisions	(932,340,795)	–	–	(648,484,110)	(1,580,824,905)
Exchange differences	9,287,624	(9,287,624)	–	–	–
Tax losses	(371,279)	371,281	–	–	2
Finance leases	54,550,449	–	–	38,570,100	93,120,549
	16,459,336	56,614,129	1,997,435	5,940,380	81,011,280
Deferred income tax assets					
Provisions	92,026,887	–	(9,265,029)	65,069,713	147,831,571
Property, plant & equipment and exploration & evaluation assets	(14,149,063)	(51,089,716)	–	(10,165,899)	(75,404,678)
Exchange differences	–	920	–	12	932
Tax losses	(77,877,824)	–	–	(55,065,347)	(132,943,171)
	–	(51,088,796)	(9,265,029)	(161,521)	(60,515,346)
Net deferred income tax	16,459,336	5,525,333	(7,267,594)	5,778,859	20,495,934

	1.1.2025 N'000	Charged/ (credited) to P/L N'000	Business acquisition	Exchange Differences N'000	31.12.2024 N'000
2025					
Deferred income tax liabilities					
Property, plant & equipment and exploration & evaluation assets	1,568,715,634	27,697,617	(28,466,636)	(101,717,200)	1,466,229,415
Provisions	(1,580,824,905)	–	15,184,782	102,036,695	(1,463,603,428)
Exchange differences	–	80,365,935	–	(2,911,277)	77,454,658
Tax losses	2	–	(2)	–	–
Finance leases	93,120,549	–	(162,785)	(6,068,869)	86,888,894
Financial instruments	–	2,391,809	–	2,391,809	–
Inventory	–	–	984,107	–	984,107
	81,011,280	110,455,361	(12,460,534)	(8,660,652)	170,345,455
Deferred income tax assets					
Provisions	147,831,571	74,910,561	(185,840,857)	(13,705,095)	23,196,180
Property, plant & equipment and exploration & evaluation assets	(75,404,678)	(107,946,122)	435,433,323	9,701,442	261,783,965
Exchange differences	932	(3,601,312)	(258,510)	166,596	(3,692,294)
Tax losses	(132,943,171)	(42,777,975)	(236,873,422)	10,643,957	(401,950,611)
	(60,515,346)	(79,414,848)	12,460,534	6,806,900	(120,662,760)
Net deferred income tax liabilities	20,495,934	31,040,513	–	(1,853,752)	49,682,695

Deferred tax asset relating to unutilised tax losses carried forward are recognised if it is probable that they can be offset against future taxable profits or existing temporary differences. The ₦120.7 billion deferred tax asset that was recognised, generated majorly from Oando Petroleum and Natural Gas Company Limited (OPNGL).

As at 31 December 2025, the Group had deferred tax assets of ₦2.1 trillion (2024: ₦2.6 trillion) relating to deductible temporary differences and tax losses from the Company and some other subsidiaries which were not recognised. Management is of the view that due to the structure of the companies, sufficient taxable profit may not be generated in the nearest future to absorb the reversal of the deferred tax. Tax losses can be carried forward indefinitely. The Company and its subsidiaries do not have any unrecognised deferred tax liability.

At 31 December 2025, there was no recognised deferred tax liability (2024: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries, associate or joint venture. The Group has determined that undistributed profits of its subsidiaries, joint venture or associate will not be distributed in the foreseeable future.

The Group has not recognised deferred tax on its share of associates' foreign currency translation reserves, as these differences are not expected to reverse in the foreseeable future.

The exchange differences on the deferred tax relates to exchange movements on deferred tax balances.

The Company has unused tax losses of N379.9 billion (2024: ₦125.6 billion) for which no deferred tax was recognised. There is no time limit within which the tax assets could be utilised.

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21. Derivative financial assets

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Commodity option contracts	12,285,337	7,708,825	–	–
Analysis of total derivative financial assets				
Non current	3,071,888	7,708,825	–	–
Current	9,213,449	–	–	–
Total	12,285,337	7,708,825	–	–

(a) Net fair value loss on financial commodity contracts in the statement of financial position*

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Net fair value loss on financial commodity contracts	(10,325,240)	(3,272,642)	–	–
Net loss on derivative financial instruments	(10,325,240)	(3,272,642)	–	–

(b) Net fair value loss on financial commodity contracts in the statement of profit or loss*

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Premium paid on hedges	(16,152,077)	(10,842,798)	–	–
Net fair value gain on remeasurement of financial commodity contracts (Note 40a)	150,505,981	7,611,481	–	–
Net fair value loss on financial commodity contracts (Note 9)	134,353,904	(3,231,317)	–	–

Classification of derivatives

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent that they are expected to be settled within 12 months after the end of the reporting period. Further information about the derivatives used by the Group is provided below.

Commodity option contracts

The table below summarizes the details of the financial commodity contracts in place as at December 31, 2025 as a result of these arrangements:

Position	Remaining term	Fixed (\$)	Price/Unit Strike (\$) ³	Premium ⁴	Volume (bbl/d) ²	Fair value =N=
– Purchased put ¹	Jan 2026 – Apr. 2027	–	59	–	3,000	12,285,337

- 1 Financial commodities contract.
- 2 Average volume over the remaining life of the contract.
- 3 Based on the weighted average price/unit for the remainder of contract.
- 4 Premiums are deferred and payable quarterly and settled net of strike cash flows.

The Group entered into a hedge arrangement in 2025 in relation to the RBL facility, under which it purchased put options with a strike price of \$59/bbl. The hedges cover 3,000 barrels per day. The purpose of the hedge is to provide downside price protection. In the event that crude oil prices fall below \$59/bbl, approximately half of the Group's production is protected, ensuring that the Group effectively realizes proceeds equivalent to \$59/bbl. (subject to the applicable floating differential) for the hedged volumes.

An upfront premium was paid for the put options at the strike price of \$59/bbl. Hedge accounting has not been applied to this transaction in accordance with IFRS 9.

Derivatives, including financial commodity contracts, are initially recognized at fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair values with the resulting gains or losses recognized as income or expense in the statement of profit or loss in the period. For the year ended December 31, 2025, the Group recorded net fair value loss on financial commodity contracts of ₦10.3 billion/\$7.2 million including premium paid of ₦16.2 billion/\$10.7 million (2024: ₦3.3 billion/\$2.1 million including premium paid of ₦10.8 billion/\$7.2 million). The Group also realized nil net gains (2024: nil) from monthly settlements on the financial commodity contracts. This resulted in a net loss of ₦10.8 billion/\$7.2 million (2024: ₦3.3 billion/\$2.1 million loss). The proceeds from hedge settlement is nil (2024: nil).

The fair value of commodity contracts is calculated based on observable inputs which include forward prices of crude oil.

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22. Finance lease receivables

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Finance lease receivable – Current	–	9,289,527	39,194,457	36,706,936
Finance lease receivable – Non current	–	463,975,857	–	14,133,109
	–	473,265,384	39,194,457	50,840,045

(i) The 20-year power purchase agreement between Oando Energy Resources Nigeria Limited, Oando Petroleum and Natural Gas Company Limited, Oando Oil Limited,, NNPC EPL (parties to the OERNL/OPNGL/OOL/NEPL JV) and Nigerian Bulk Electricity Trading “NBET” for the Kwale-Okpai Independent Power Plant “Kwale IPP” expired on 21st December 2025. NBET did not exercise the options to either renew the agreement for another 5 years or to purchase the Kwale IPP at a fair price determined by an expert. The transaction which was previously accounted for as a finance lease which includes the lease payments and estimated unguaranteed residual value have been derecognized which led to total loss of ₦65.07billion being recorded in the statement of profit or loss for the period ended 31st December 2025.

An interim sales agreement has been entered into on 8th January 2026 by parties to the OERNL/OPNGL/OOL/NEPL JV and NBET which does not include an option to purchase the plant. The absence of this purchase option reflects the Company's ability to now receive future economic benefits from the plant over its entire estimated useful life. As such, it has now been accounted for as property plant and equipment in the consolidated statement of financial position as at 31st December 2025. The fair value of ₦218.9 billion (\$152.3 million) representing the Group's 40% interest, was determined by management using discounted cash flows over a 20-year period with a discount rate of 13.7%.

The unguaranteed residual value in the period has been estimated as nil (2024: ₦298.2 billion/\$194.2 million).

The net investment in finance lease receivables by the Group amounted to nil at December 31, 2025 (2024: ₦473.3 billion/\$308.3 million) and will bear interest until their maturity dates of nil (2024: ₦278.2 billion/\$181.2 million). The increase in net investment in finance lease in 2024 is attributable to exchange difference. The fair value of the lease receivable at 31 December 2025 is nil (2024: ₦470.5 billion/\$306.4 million).

(ii) The receivables under the finance leases are as follows

	Group 2025 N'000	Group 2024 N'000	*Company 2025 N'000	Company 2024 N'000
Finance lease receivables				
Finance lease – gross receivables	–	759,578,570	40,453,079	54,008,181
Unearned finance income	–	(278,248,020)	(382,507)	(1,895,021)
	–	481,330,550	40,070,572	52,113,160
Impairment	–	(8,065,165)	(876,115)	(1,273,115)
	–	473,265,385	39,194,457	50,840,045

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	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
No later than one year:				
Total future value	–	122,563,615	40,453,079	39,458,897
Unearned interest income	–	(61,500,242)	(382,507)	(1,478,847)
Total impairment	–	(8,065,165)	(876,115)	(1,273,115)
Present value	–	52,998,208	39,194,457	36,706,935
Between one and five years:				
Total future value	–	338,909,309	–	14,549,284
Unearned interest income	–	(216,747,778)	–	(416,174)
Present value	–	122,161,531	–	14,133,109
Later than five years:				
Total future value	–	–	–	–
Unguaranteed residual value	–	298,105,646	–	–
Unearned interest income	–	–	–	–
Present value	–	298,105,646	–	–
Finance lease receivables	–	473,265,385	39,194,457	50,840,045
Gross receivables from finance lease				
Not later than one year	–	122,563,615	40,453,079	39,458,897
Later than one year but not later than five years	–	338,909,309	–	14,549,284
Later than five years	–	298,105,646	–	–
	–	759,578,570	40,453,079	54,008,181
Unearned future finance income on finance lease	–	(278,248,020)	(382,507)	(1,895,021)
Opening impairment	–	(1,981,998)	(1,273,115)	(798,792)
(Impairment loss)/reversal of impairment loss of finance lease	–	(4,622,704)	397,000	(474,323)
Exchange difference on impairment	–	(1,460,463)	–	–
Net investment in finance lease	–	473,265,385	39,194,457	50,840,045
The net investment in finance lease is analysed as follows:				
Not later than one year	–	52,998,208	39,194,457	36,706,935
Later than one year but not later than five years	–	122,161,531	–	14,133,109
Later than five years	–	298,105,646	–	–
	–	473,265,385	39,194,457	50,840,045

(iii) Movement in finance lease receivables

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
At 1 January	473,265,384	178,290,033	50,840,045	33,651,362
Business acquisition (Note 41)	–	139,941,605	–	–
(Impairment loss)/reversal of impairment loss of finance lease	(5,196,257)	(4,622,704)	397,000	(474,323)
Interest income (Note 12b)	63,618,612	44,108,018	1,679,804	3,773,958
Cash received	(25,116,125)	(5,996,123)	(10,761,670)	(10,298,980)
Reclassification to trade and other receivables (Note 25)	(73,016,742)	–	–	–
Write-off	(131,670,902)	–	–	–
Modification	(72,595,581)	–	–	–
Transfer to PPE (Note 15)	(218,851,327)	–	–	–
Exchange difference	(10,437,062)	121,544,555	(2,960,722)	24,188,028
	–	473,265,384	39,194,457	50,840,045

The finance lease in Company relates to subleases of office spaces (which is part of a leased building) and an aircraft to Oando Servco Nigeria Limited.

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23. (a) Non-current receivables

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Staff advances (Note 23i)	34,849,400	–	–	–
Other non-current receivables (Note 23 ii)	448,745,329	495,590,553	–	–
	483,594,729	495,590,553	–	–

(i) Staff advances relates majorly to advances for car and house given to the staff.

(ii) Other non-current receivables

Other non-current receivables relate to Project Gazelle receivables which represent the balance of the loan amounts due to Oando Trading DMCC (~~₦~~94.8 billion; 2024: ~~₦~~180.2 billion), Oando Gazelle BVI (~~₦~~40.4 billion; 2024: ~~₦~~90.1 billion) and GFront Enterprise Limited (now named Oando Gazelle Limited) (~~₦~~118.5 billion; 2024: ~~₦~~225.3 billion). Oando Leopard Limited has a balance of ~~₦~~194.9 billion (2024: nil) in relation to a prepayment facility in favor of Project Leopard Funding Limited. The balances carry interest at market rates, and the amortised cost measurement does not differ materially from carrying values.

The amounts above represent the balances receivable as at 31 December 2025 and 31 December 2024, the balance was assessed for impairment according to the requirements of IFRS 9, and no impairment loss was recognised in the financial statements.

Classification of non-current receivables at amortised cost

The Group classifies its non-current receivables at amortised cost only if the following criteria are met: (i) the asset is held within a business model whose objective is to collect the contractual cash flows, and (ii) the contractual terms give rise to cash flows that are solely payments of principal and interest.

(iii) Discounted cashflows from the non-current receivables

	0-1 year	2-3 years	4-5 years	Total
Fair value	199,842,206	246,412,720	39,776,147	486,031,074

24. Inventories

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Crude oil	9,351,181	34,546,825	–	–
Materials	37,276,379	12,739,608	–	–
Consumables and engineering stock	9,628	12,324	–	–
	46,637,188	47,298,757	–	–
Provision for slow moving inventory	(549,753)	(451,507)	–	–
	46,087,435	46,847,250	–	–

The cost of inventories recognised as an expense (written down to net realisable value) and included in 'cost of sales' was ~~₦~~7.3 billion (2024: ~~₦~~445.8 million).

Net realisable value is assessed at each reporting date, with particular focus on aged and slow moving inventories. For such inventories, management applies reduced selling price assumptions and considers expected markdowns and disposal strategies. As at 31 December 2025, additional write downs were recognised where NRV was assessed to be below cost.

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25. (a) Trade, other receivables and contract assets

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company* 2024 N'000
Trade receivables from third parties (Note 8d)	696,559,970	816,021,204	12,478,510	13,348,689
Trade receivables from related parties (Note 8d, 42xiii)	–	–	4,459,885	4,618,013
Reclassification from finance lease receivables (Note 22 iii)	73,016,742	–	–	–
Less: impairment of trade receivables (Note 8d)	(274,164,290)	(208,124,945)	(12,479,710)	(13,350,049)
	495,412,422	607,896,259	4,458,685	4,616,653
Other receivables	1,914,539,667	652,589,135	67,023,172	65,548,020
Withholding tax receivable	6,067,205	4,680,766	3,737,823	3,737,823
Deposit for import/asset	425	51,357	–	–
Reclassification to investment in associate (Note 19)	(2,295,800)	–	–	–
Amount due from related parties (Note 42xiii)	–	–	233,678,561	229,888,471
Less: allowance for impairment of other receivables	(227,198,939)	(514,959,572)	(296,198,153)	(282,063,719)
	2,186,524,980	750,257,945	12,700,088	21,727,248

The Group's other receivables largely relate to nil receivable from Whitmore Asset Management Limited (2024: ~~₦~~482.1 billion), Cash calls from JV partners of ~~₦~~17.7 billion (2024: ~~₦~~46 billion), receivables from service agreements with customers (OES Integrated Services Limited, Oando Gas & Power Limited, OVH Energy BV and Gaslink Nigeria Limited) of ~~₦~~2.6 billion (2024: ~~₦~~2.8 billion), nil loan receivables from GANIC Foods Limited (2024: ~~₦~~2.1 billion), other receivables from NBET of ~~₦~~111.2 billion (2024: nil), receivables with regards to project clearwater of ~~₦~~8.86 billion (2024: ~~₦~~9.48 billion), current portion of loan receivables from Project Gazelle of ~~₦~~162.3 billion (2024: ~~₦~~80.8 billion), project leopard of ~~₦~~49.1 billion (2024: nil) and partner receivables of ~~₦~~1.4 trillion, receivables from OODP N34.8 billion, and underlift receivables ~~₦~~9.4 billion.

The Company's other receivables largely relate to dividend receivable of ~~₦~~54.6 billion (2024: ~~₦~~58.4 billion), receivable from service agreements with customers (OES Integrated Services Limited, Oando Gas & Power Limited, OVH Energy BV and Gaslink Nigeria Limited) of ~~₦~~2.6 billion (2024: ~~₦~~2.8 billion).

Certain balances presented within other receivables arise from service related arrangements with counterparties. Although such arrangements involve the provision of services, they do not constitute contracts with customers within the scope of IFRS 15 and therefore do not give rise to trade receivables.

These balances relate primarily to cost recovery, reimbursement, and agency type arrangements, where the Group does not transfer a distinct good or service to the counterparty, acts as an intermediary or incurs costs on behalf of another party, and is entitled to reimbursement rather than consideration from a customer.

Accordingly, the counterparties do not meet the definition of a customer under IFRS 15, and the related amounts are appropriately classified as other receivables and accounted for under IFRS 9.

The classification involved the exercise of significant judgement, having regard to the substance of the arrangements rather than their contractual labels.

The carrying amounts of trade and other receivables for 2025 and 2024 respectively approximate their fair values due to their short term nature, also considering that the balances have been provided for, the carrying amount approximates the fair value because carrying amount is cost less expected credit loss (ECL).

See note 38 for the disclosures on the debt factoring agreement.

b) Movement in provision for impairment of receivables for the year is as detailed below:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
At 1 January	723,084,517	400,446,905	295,413,768	100,629,660
Impairment (reversal)/loss of trade and other receivables, net (Note 10d)	(446,678,815)	71,604,923	13,264,095	194,784,108
Reclassification	148,948,616	–	–	–
Business acquisition	–	(50,449,472)	–	–
Exchange difference	76,008,910	301,482,161	–	–
At 31 December	501,363,229	723,084,517	308,677,863	295,413,768

Trade & other receivables are non-interest bearing and are expected to be settled within one year.

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26. Deposit for shares

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
At 1 January	–	6,295,751	–	–
Deposits converted to shares during the period	–	(10,759,511)	–	–
Exchange difference	–	4,463,760	–	–
At 31 December	–	–	–	–

Following the guarantee disclosed in paragraph 10 on page 148, Calabar Power (through Oando PLC) paid \$8.3 million (~~₦~~3 billion) in 2018, \$13.5 million (~~₦~~4.9 billion) in 2019, \$1.5 million (~~₦~~615.4 million) in 2020 and \$10 million (~~₦~~4.35 billion) in 2021. Effective 31 May 2019, Goldeneye (“Transferor”) and Calabar Power Limited (“Transferee”) executed a Share Transfer Form for 5,236,626 Ordinary shares out of the 17,455,414 Ordinary Shares expected because of the guarantee with 12,218,788 transferred in April 2022.

Following the Share Sale and Purchase Agreement disclosed in paragraph 11 on page 149, Calabar Power (through Oando PLC) paid \$5 million (~~₦~~3 billion) to M1 Petroleum Limited in Q4 2020, \$5 million on 12 November 2021, \$2 million on 28 September 2022 and \$3 million in Q4 2023. Effective 14 November 2022, M1 Petroleum Limited executed another Share Transfer Form for 1,761,465 Ordinary shares to Calabar Power out of the 17,614,649 Ordinary Shares expected. The third batch of 4,110,085 shares of OEPH for a total consideration of \$7 million (~~₦~~1.8 billion/\$4 million at December 2022 plus \$3 million payment made in Q4 2023) was transferred to Calabar Power on 16 February 2024.

As at the reporting date, all deposits for shares have been fully converted and no balance remains.

27. Prepayments

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Non-current	6,719,263	4,815,723	–	–
Current	129,222,284	68,467,292	181,839	214,372
	135,941,547	73,283,015	181,839	214,372

Prepayments largely consists of advance payments to suppliers of ~~₦~~107.9 billion (2024: ~~₦~~53.5 billion), prepaid insurance of ~~₦~~13.4 billion (2024: ~~₦~~13.4 billion). The current portion of the prepayments is expected to be realised within 12 months, while the non-current portions will be realised from periods after 12 months.

28. Financial assets at fair value through profit or loss

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Quoted equity instruments – Current	1,089,032	442,671	339,029	422,562

Quoted equity instruments – Current

This represents the Company's equity investments that are listed on the Nigerian Exchange Group. Each investment is carried at fair value based on current bid price on the Nigerian Exchange Group at 31 December of the reporting year. The movement is as follows:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
At 1 January	442,671	138,654	422,562	138,654
Addition	731,207	20,857	–	–
Fair value (loss)/gain (Note 9)	(90,525)	283,160	(90,525)	283,908
Loss on disposal of marketable securities	(2,851)	–	(2,851)	–
Dividend income*	9,843	–	9,843	–
Exchange difference	(1,313)	–	–	–
At 31 December	1,089,032	442,671	339,029	422,562

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Classification of financial assets at fair value through profit or loss

The Group has classified the following financial assets at fair value through profit or loss (FVPL):

- equity investments that are held for trading, and
- equity investments for which the entity has not elected to recognise fair value gains and losses through OCI.

Dividend income recognised in profit or loss represents ordinary returns on equity investments and not recovery of investment cost.

29. Investment in subsidiaries

	Company 2025 N'000	Company 2024 N'000
Investment in subsidiaries (cost)		
Oando Exploration and Production Limited	3,898,288	3,898,288
Oando Benin	3,997	3,997
Oando Trading Limited Bermuda	3,435,950	3,435,950
OES Integrity Limited	6,538	6,538
Oando Terminal and Logistics Limited	10,000	10,000
UNITAB	20,400	20,400
Sierra Leone	4,399	4,399
Burkina Faso	6,070	6,070
Calabar Power	10,000	10,000
Oando Liberia Limited	6,538	6,538
OES Passion Limited	1,752	1,752
OES Professionalism Limited	10,000	10,000
Oando Resources Limited	10,000	10,000
Oando Trading DMCC	3,456,337	3,456,337
Oando Equator Holdings Limited	1,816	1,816
Oando Servco Nig Limited	–	–
XRS 1 Limited	18	18
Oando Gazelle BVI	62,579	62,579
Oando Trading & Supply BVI Limited	65,192	65,192
Oando Supply & Trading DMCC	19,256	19,256
Oando Gazelle Ltd Mauritius	147	147
Oando E&P Holdings Limited	50,997,513	50,997,513
Oando Yield Ltd	153	153
Oando E&P IV Limited	1,000	1,000
Oando E&P Limited	1,000	1,000
Oando Hydrocarbons Limited	1,000	1,000
Oando V Limited	1,000	1,000
Oando Gazelle DMCC	38,278	38,278
Oando Investments Limited	1,000	1,000
Oando Energies Limited	1,000	1,000
Oando Exploration and Production Angola Limited	2	2
Oando Treasure Limited	148	148
Oando Leopard Limited	165	165
Oando Pacific Limited	148	148
Oando E& P Holdings II Limited	73,173	–
Oando Gulf Limited	148	148
Allowance for impairment	62,145,004 (7,525,264)	62,071,831 (7,426,068)
	54,619,740	54,645,763

	Company 2025 N'000	Company 2024 N'000
Movement in allowance for impairment of investments for the year is as detailed below:		
At start of the year	7,426,068	58,396,446
Impairment of investment (Note 10d, 40a)	99,196	(50,970,378)
At end of year	7,525,264	7,426,068

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30. Short-term investments

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Short-term investments	29,575,865	2,797,958	2,671,203	2,797,958

This relates to money market investment domiciled in Asset & Resource Management Company (ARM) and Afrinvest. This maturity of this investment exceeds three months. The weighted average effective interest rate on short-term investments at the year-end was 17.49% for ARM and 1.24% for Afrinvest (2024: 22.29% for ARM).

This asset was subject to the impairment requirements of IFRS 9, the identified impairment loss is considered immaterial in these consolidated and separate financial statements.

31. Cash and bank balances

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
a Cash and cash equivalents (excluding bank overdrafts)	439,882,748	221,775,277	2,899,294	4,410,854
b Restricted cash	37,431,198	54,243,431	–	–

Management assessed that fair value of cash and cash equivalents approximates their carrying amounts.

Restricted cash relates to cash collateral for debt servicing which are held with reputable financial institutions, and is excluded from cash and cash equivalents for cash flows statement purposes. The movement observed in restricted cash during the period primarily relates to the utilisation of restricted funds for scheduled debt servicing obligations in accordance with the applicable financing arrangements. These payments resulted in a temporary reduction in the restricted cash balance as at the reporting date. However, in line with the terms of the relevant debt service reserve arrangements, the utilised amounts were subsequently replenished in later periods, thereby restoring the restricted cash balance to the required levels.

While cash and cash equivalents (including restricted cash; excluding petty cash) are also subject to the impairment requirements of IFRS 9, the identified impairment loss of ₦4.4 billion (2024: ₦2.8 billion) (represents 1% of the total cash and cash equivalents (including restricted cash; excluding petty cash) of the Group) which is considered immaterial in these consolidated and separate financial statements.

For the purposes of the statement of cash flows, cash and cash equivalents comprise cash in hand, deposits held at call with banks, net of bank overdrafts. In the statement of financial position, bank overdrafts are included in borrowings under current liabilities.

The bank overdrafts are repayable on demand, and they form an integral part of cash management.

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Cash at bank and in hand	439,882,748	221,775,277	2,899,294	4,410,854
Bank overdrafts (Note 34)	(17,003,069)	(66,428,996)	(17,003,069)	–
	422,879,679	155,346,281	(14,103,775)	4,410,854

Classification of cash and cash equivalents at amortised cost

The Group holds the cash and cash equivalents with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

Details of the Group's impairment policies and the calculation of the loss allowance are provided under significant accounting policies.

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32. Share capital and share premium

	Number of shares* (thousands)	Ordinary shares N'000	Share premium N'000
At 31 December 2024	12,431,412	6,215,706	176,588,527
At 31 December 2025	12,431,412	6,215,706	176,588,527

The shareholders of Oando PLC at the 45th Annual General Meeting (AGM) on 17 December 2024, approved for distribution or payment of cash equivalent 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 (the treasury shares), to shareholders whose names existed in the register of shareholders on the qualifying date of 14 February 2025 on a pro-rata basis. On 5 February 2025, Oando PLC after a resolution of the directors, notified the Nigerian Exchange Limited and the public that the distribution of the 4,279,042,004 shares will be in two (2) tranches. 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 679,364,206 existing shares was 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 impact of the distribution to members has been accounted for in equity in these audited consolidated and separate financial statements.

- * The number of shares in issue on the balance sheet in 2025 includes 3,599,677,798 total treasury shares of ordinary shares delivered to Oando Plc.

No equity adjustment was recognised in 2024 because the distribution was not effective at year end.

33. (a) Treasury shares

Nature of treasury shares

Treasury shares represent the Company's own ordinary shares that were transferred to the Company in settlement of a loan receivable from a shareholder during the year. In accordance with IAS 32 – Financial Instruments: Presentation, treasury shares are presented as a deduction from equity. They are not recognised as assets and are not subsequently remeasured. No gain or loss is recognised in profit or loss on the acquisition, reissue, distribution, or cancellation of treasury shares.

Subsequent distribution

During the year, the Company distributed part of its treasury shares to existing shareholders on a pro rata basis. The distribution was effected entirely through equity reclassification and did not involve the payment of cash, the transfer of assets controlled by the Group, ora reduction in retained earnings.

The distribution did not constitute a dividend for IFRS purposes.

The movement in treasury shares during the year is summarised below:

Description	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Balance at 1 January	–	–	–	–
Recognition of treasury shares on settlement of loan	(420,363,088)	–	(420,363,088)	–
Distribution of treasury shares to shareholders	41,577,089	–	41,577,089	–
Balance at 31 December	(378,785,999)	–	(378,785,999)	–

The closing balance represents treasury shares held at the reporting date that have not been redistributed or cancelled or reissued.

Distribution of Oando Plc Shares Involved in the Settlement of Debt Obligation

The distribution transaction with regard to these treasury shares was properly structured, duly authorised, and implemented in good faith based on professional advice.

In compliance with International Accounting Standards, these shares by inference were deemed to be Treasury Shares by the operation of the accounting principle of commercial substance over legal form, and so, have been recorded and reported as Treasury Shares for accounting purposes.

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Income Taxes, Withholding Tax and Uncertain Tax Positions (IFRIC 23)

During the year, the Group effected a pro rata distribution of treasury shares to shareholders. The transaction did not involve the payment of cash or the distribution of assets controlled by the Group and did not result in a reduction of retained earnings.

For IFRS purposes, management concluded that the transaction does not constitute a dividend, as defined under IFRS, and therefore does not give rise to withholding tax or excess dividend tax as at the reporting date.

Management considered the potential application of Nigerian tax legislation and concluded that, although alternative interpretations may exist under tax law, it is probable that the tax treatment adopted will be accepted by the relevant tax authority in accordance with IFRIC 23 – Uncertainty over Income Tax Treatments. Consequently, no withholding tax or related tax liability has been recognised.

The Group will continue to monitor developments and will recognise any tax liability should a present obligation arise in the future.

Legal and Regulatory Compliance Uncertainty

(a) Treasury Shares and Equity Transactions

During the year, the Company settled a loan receivable from a shareholder through the transfer of the Company's own ordinary shares to the Company. Upon settlement, the shares were recognised as treasury shares and presented as a deduction from equity.

In accordance with IAS 32 – Financial Instruments: Presentation, transactions involving an entity's own equity instruments are treated as capital transactions. No gain or loss is recognised in profit or loss on the acquisition, reissue, or redistribution of treasury shares. Treasury shares are not recognised as assets and are not subsequently remeasured.

Subsequently, the Company distributed part of its treasury shares to shareholders on a pro rata basis. The distribution was effected entirely within equity and did not involve the payment of cash or the distribution of other assets. Retained earnings were not reduced.

(b) Legal and Regulatory Uncertainty

Following the execution of the above transactions the directors have considered the requirements of the Companies and Allied Matters Act, 2020 (as amended) in relation to:

- capital maintenance;
- share buy backs; and
- distributions to shareholders.

While the transactions were undertaken in good faith and approved through appropriate corporate governance processes, there is legal uncertainty regarding the interpretation and application of certain statutory provisions.

As at 31 December 2025 no court orders, regulatory directions, or enforceable demands existed; and no present obligation arose requiring recognition of a provision under IAS 37. Accordingly, the matter is disclosed but no accounting adjustment has been recognised.

(c) Tax Uncertainty

The Directors have considered the potential tax implications of the treasury share distribution, including whether the transaction could be characterised as a dividend for withholding tax purposes.

33. (b) Capital distribution reserve

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
	(77,956,558)	–	(41,577,089)	–
At 31 December 2025	(77,956,558)	–	(41,577,089)	–

The capital distribution reserve relates to the 679,364,206 shares that was distributed out of the treasury shares 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 and withholding tax on the forgiveness of debt between OOL and ServCo from Oando PLC (see note 42x).

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33. (c) Other reserves

	Remeasurement gain/(loss) on defined benefit plan N'000	Share based payment reserve N'000	Currency translation reserve ¹ N'000	Total N'000
Group				
At 1 January 2024	361,382	–	73,651,473	74,012,855
Exchange difference on translation of foreign operations	–	–	74,973,050	74,973,050
Exchange loss on net investment in foreign operations	–	–	(370,181,873)	(370,181,873)
Remeasurement gain on defined benefit plan	721,730	–	–	721,730
Change in ownership interests in subsidiaries that do not result in a loss of control	–	–	992,536	992,536
Share of associate's foreign currency translation reserve	–	–	3,603,776	3,603,776
At 31 December 2024	1,083,112	–	(216,961,038)	(215,877,926)

Other reserves

	Remeasurement gain/(loss) on defined benefit plan N'000	Share based payment reserve N'000	Currency translation reserve ¹ N'000	Total N'000
Group				
At 1 January 2025	1,083,112	–	(216,961,038)	(215,877,926)
Exchange difference on translation of foreign operations	–	–	55,486,955	55,486,955
Exchange loss on net investment in foreign operations	–	–	(6,625,670)	(6,625,670)
Remeasurement gain on defined benefit plan	83,547	–	–	83,547
Share of associate's foreign currency translation reserve	–	–	(578,344)	(578,344)
At 31 December 2025	1,166,659	–	(168,678,097)	(167,511,438)

1 Currency translation reserve

The translation reserve comprises all foreign currency difference arising from the translation of the financial statements of foreign operations, as well as intercompany balances arising from net investment in foreign operations.

34. Borrowings

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Borrowings are made up as follows:				
(a) Non-current – Bank loans	616,518,033	1,458,388,478	6,969,337	10,525,847
(b) Current				
Bank overdraft	17,003,069	66,428,996	17,003,069	–
Bank loans	2,061,848,996	1,247,066,414	82,688,932	113,615,915
Total borrowings	2,695,370,098	2,771,883,888	106,661,338	124,141,762

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(c) Non-current borrowings are analysed as follows:

Loan type	Purpose	Tenure/ Interest rate	Loan Start Date	Security	Borrower/ Lender	Available facility N'000	2025 Balance N'000	2024 Balance N'000
Group Medium Term Loan (NGN)	Restructuring of Short to Long Term Debt	11 years/25% p.a.	30 June 2016	Mortgage on assets of Oando PLC and some subsidiaries	Oando PLC/MTL lenders	115,302,643	76,868,428	92,242,104
Promissory Note (USD)	Term loan	10 years/SOFR+2%	31 October 2020	None	Oando PLC/ ConocoPhillips	20,963,094	9,839,851	13,596,483
Term Loans (USD)	Medium term borrowing	5 years/8.5% + SOFR p.a.	22 October 2015 and 30 May 2025; 31 October 2025	None	OOL/African Export-Import Bank (AFREXIM)	1,184,087,108	–	153,531,759
Term Loan (USD)	General corporate purpose	4 years/9.5% +SOFR p.a.	30 September 2021	None	Oando Servco/ Ecobank	61,429,004	55,282,871	60,267,554
Term Loan (NGN)	General corporate purpose	5 years/33% p.a.	31 March 2021	None	Oando Servco/ Access Bank	15,000,000	748,304	4,478,476
Term Loan (NGN)	Project finance	5 years/12% p.a.	9 August 2024	None	Oando Clean Energy Limited (OCEL)/ Bank of Industry	5,000,000	3,593,461	4,780,690
Term Loan (USD)	Reserve based lending	7 years/SOFR + 8.55%	1 August 2024	None	OPNGL/AFREXIM	717,628,550	–	693,815,549
Term Loan (USD)	Reserve based lending	7 years/SOFR + 10.55%	1 August 2024	None	OPNGL/Mercuria	215,288,565	–	240,689,853
Term Loan (USD)	Project finance	11.82208% (Interpolated Term SOFR + Margin + Liquidity Prem.)/ 5 years	17 May 2024	None	OTD/OQ Trading LTD	287,051,420	155,226,886	244,820,911
Term loan (USD)	Project finance	5 years/11.82208% (Interpolated Term SOFR + Margin + Liquidity Prem.)	17 May 2024	None	Oando Gazelle Limited/Vitol SA	358,814,275	194,033,608	306,026,139
Term loan (USD)	Project finance	5 years/11.82208% (Interpolated Term SOFR + Margin + Liquidity Prem.)	17 May 2024	None	Oando Gazelle BVI/MCB	143,525,710	74,852,046	132,572,451
Term Loan (USD)	Medium term borrowing/ Augmentation of Working capital	6 years/12.5%+ SOFR	29 September 2020	None	ORL/MCB	43,057,713	5,187,502	16,230,886
Term Loan (USD)	Aircraft Lease	5 years/12.5% + SOFR p.a.	24 June 2022	Share Charge	XRS 11/Shearwater*	13,060,840	8,808,946	10,693,899
Term Loan (USD)	Term loan	Interest + base rate approx. 10.6%	16 January 2025	None	Oando Leopard/OQ Trading Limited	269,828,335	235,971,391	–
Corporate finance facility (USD)	Acquisition of the COP assets	13 years/10% + SOFR p.a.	24 July 2024	Oando legacy assets	OER/Corporate Facility lenders	502,339,985	287,789,713	–
Term Loan (GBP)	Working capital	10 Years	1 October 2024	None	Oando Logistics Services/HSBC UK	96,679	54,615	–
Term Loan (USD)	Term loans	4 year/12.5% p.a.	31 October 2024	None	Oando Servco/ Access Bank	71,762,855	69,091,682	–
Term Loan (USD)	Term loan	3 years/13% p.a.	4597200.000%	None	OERNL/Access bank	71,762,855	69,120,507	–
Less current portion						4,095,999,631	1,246,469,811	1,973,746,754
						–	(629,951,778)	(515,358,276)
Total non-current borrowing (See a above)						4,095,999,631	616,518,033	1,458,388,478

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Loan type	Purpose	Tenure/ Interest rate	Loan Start Date	Security	Borrower/ Lender	Available facility N'000	2025 Balance N'000	2024 Balance N'000
Company Medium Term Loan (NGN)	Restructuring of Short to Long Term Debt	11 years/25% p.a.	30 June 2016	Mortgage on assets of Oando PLC and some subsidiaries	Oando PLC/MTL lenders	115,302,643	76,868,419	92,242,104
Promissory Note (USD)	Term loan	10 years/SOFR+2%	31 October 2020	None	Oando PLC/ ConocoPhillips	20,963,094	9,839,851	13,596,483
Less current portion						136,265,737	86,708,270	105,838,587
Total non-current borrowing (See a above)						–	(79,738,933)	(95,312,740)
						136,265,737	6,969,337	10,525,847

(d) Current borrowings are analysed as follows:

Loan type	Purpose	Tenure/ Interest rate	Loan Start Date	Security	Borrower/ Lender	Available facility N'000	2025 Balance N'000	2024 Balance N'000
Short-term loan (USD)	Letter of Credit	1.5%-2.5% + LIBOR p.a. /30-90 days (Revolving)	1 September 2024	None	OTD/AFREXIM	–	–	186,452,606
Short-term loan (USD)	Working capital	1 year/SOFR+2.5%; CME Term SOFR + 8%	1 July 2024; 15 April 2025	None	OTD/Litasco SA	81,557,170	53,775,596	30,706,352
Term Loan (USD)	Reserve based lending	7 years/SOFR + 8.55%	1 August 2024	None	OPNGL/AFREXIM	717,628,550	664,042,879	–
Term Loan (USD)	Reserve based lending	7 years/SOFR + 10.55%	1 August 2024	None	OPNGL/Mercuria	225,734,799	71,762,854	–
Term Loans (USD)	Medium term borrowing	5 years/8.5% + SOFR p.a.	22 October 2015 and 30 May 2025; 31 October 2025	None	OOL/African Export-Import Bank (AFREXIM)	1,184,087,108	528,252,408	–
Term Loan (USD)	Trade finance	4 years/19.5% p.a.	1 July 2024	None	CPL/BB Energy	57,410,284	56,573,720	15,353,176
Short-term loan (USD)	Letter of Credit	13.39% (3 month term SOFR+Margin)/ 5 quarterly	1 July 2023	None	OTD/Glencore	–	–	15,353,176
Corporate finance facility (USD)	Acquisition of the COP assets	12 years/9.50% + SOFR p.a.	24 July 2024	Oando legacy assets	OER/Corporate Facility lenders	–	–	343,793,649
Short-term loan (NGN)	Term loans	1 year/12.5% p.a.	31 October 2024	None	Oando Servco/ Access Bank	–	–	76,765,880
Term Loan (NGN)	Trade finance	4 years/19.5% p.a.	1 July 2024	None	CPL/BB Energy	–	–	60,268,613
Short-term loan (NGN)	Working capital	2 year/42% p.a.	16 June 2023	None	Oando PLC/ Industrial Supply Venture	–	450,000	450,000
Term loan (NGN)	Working capital	3.5 years/48% p.a.	27 May 2024	None	Oando PLC/Olatunde loan	–	2,500,000	2,500,000
Overdraft (USD)	Working capital	1 year/SOFR+12%	30 October 2024	None	Oando PLC/Providus Bank	17,003,060	17,003,060	–
Short-term loan (GBP)	Working capital		N/A	None	Oando Logistics Services/HSBC UK	–	–	64,685
Overdraft (USD)		1 month/32%	15 August 2024	None	OPNGL/Access Bank	–	–	37,235,364
Overdraft (USD)		60 days/15%	13 December 2024	None	OERNL/Fidelity Bank	54,539,770	54,539,770	29,193,633
Current portion of non-current borrowings (See c above)						1,313,040,222	1,448,900,287	798,137,134
						–	629,951,778	515,358,276
Total current borrowing (See b above)						1,313,040,222	2,078,852,065	1,313,495,410

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OTD/Litasco SA

On 15 April 2025, Oando Trading DMCC (“OTD”) and Litasco SA (“LSA”) entered into a Sales and Purchase Agreement of Nigerian Crude Oil (the “Agreement”), entailing the prepayment of \$56,201,354.82 by LSA in consideration for the delivery of three (3) Nigerian crude oil cargos by OTD to LSA. The Agreement had a tenor of approximately nine (9) months, maturing on the earlier of 30 January 2026 and the payment date of the last crude oil cargo to be delivered.

On 22 October 2025, OFAC designated Lukoil, the parent company of LSA, under Russia-related sanctions to increase pressure on Russia’s energy sector. On the recommendation of external counsel advise, OTD immediately suspended its performance under the Agreement. As of 22 October 2025, OTD had repaid \$18,733,784.94 and delivered two (2) of the three (3) committed cargos. The OTD outstanding obligations as at that date were (i) \$37,467,569.88 and (ii) the delivery of one (1) crude oil cargo. This position remained unchanged until 31 December 2025.

On 4 December 2025, OFAC issued general licence “GL 128B” authorising certain transactions involving (i) maintenance, (ii) operation, and (iii) wind-down activities for a narrow range of Lukoil International Group entities outside Russia. Any subsequent performance by OTD under the Agreement could only be permitted in the course of winding down the Agreement. “GL 131E” issued on April 29, 2026, through May 30, 2026, further authorised ordinary-course transactions connected to wind-down of existing transactions. Based on the relevant general licences issued and advice received from external legal counsel, OTD made a partial repayment of \$20,000,000 to LSA on 27 February 2026.

The latest OFAC amendment, “GL 128C” was issued on 14 April 2026 with an expiry date of 29 October 2026. OTD is considering fulfilling its outstanding obligations in the Agreement during the tenor of this latest general licence extension.

Company						Balance 2025 N'000	Balance 2024 N'000
Loan type	Purpose	Tenure/Interest rate	Loan Start Date	Security	Borrower/Lender		
Overdraft (USD)	Working capital	1 year/SOFR+ 12%	30 October 2024	None	Oando PLC/Providus Bank	17,003,068	15,353,175
Short-term loan (NGN)	Working capital	2 year/42% p.a.	16 June 2023	None	Oando PLC/Industrial Supply Venture	450,000	450,000
Term loan (NGN)	Working capital	3.5 years/48% p.a.	27 May 2024	None	Oando PLC/Olatunde loan	2,500,000	2,500,000
						19,953,068	18,303,175
Current portion of non-current borrowings (See c above)						79,738,933	95,312,740
Total current borrowing (See b above)						99,692,001	113,615,915
						2025	2024
Weighted average effective interest rates at the year end were:							
– Bank loans						15.0%	15.9%
– Import finance facility						0.0%	3.7%
– Project finance loans						10.6%	11.0%
– Other loans						13.1%	14.6%

Fair values are based on cash flows using a discount rate based upon the borrowing rate that directors expect would be available to the Group at the reporting date. Set out below is a comparison of the carrying amounts and fair values of the Company's borrowings that are carried in the financial statements.

Group	Carrying amounts		Fair values	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Bank loans	2,695,370,098	2,771,883,888	2,702,992,066	2,338,523,613

Company	Carrying amounts		Fair values	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Bank loans	106,661,338	124,141,762	103,162,795	121,879,474

The carrying amounts of the Group's borrowings are denominated in the following currencies:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Nigerian Naira	84,214,798	141,686,632	79,818,419	124,141,762
US Dollar	2,611,058,621	2,630,132,570	26,842,919	–
British Pounds	96,679	64,686	–	–
	2,695,370,098	2,771,883,888	106,661,338	124,141,762

The translation differences from the loan that are not denominated in naira are recognised in profit or loss. See note 7(i) for disclosures on foreign exchange risks on these loans.

No borrowing cost was capitalised as no assets qualified for that in the period.

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35. Decommissioning provisions

Decommissioning provisions comprise obligations to dismantle and restore oil and gas production assets and to restore leased properties to their original condition at the end of the lease term as follows:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Oil and gas fields provision	417,115,000	698,078,803	–	–
Asset restoration obligation – leased space	282,418	241,474	282,418	241,474
	417,397,418	698,320,277	282,418	241,474

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Movement during the year in provisions for decommissioning cost is as follows:				
At 1 January				
– Opening balance	698,320,277	426,661,861	241,474	122,325
Business acquisition (Note 41)	–	363,658,946	–	–
– Oil and gas field	(263,792,421)	(376,179,827)	–	–
– Leased space (Note 17)	–	102,833	–	102,832
– Unwinding of discount (Note 40a, 12a)	16,939,716	(4,316,099)	40,944	16,317
Exchange differences	(34,070,154)	288,392,563	–	–
At 31 December	417,397,418	698,320,277	282,418	241,474

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Analysis of decommissioning provisions				
Non current	417,397,418	672,710,465	282,418	241,474
Current	–	25,609,812	–	–
Total	417,397,418	698,320,277	282,418	241,474

The Company does not hold oil and gas assets directly; accordingly, decommissioning provisions at Company level relate solely to leased premises.

The total future decommissioning obligation is estimated based on the Group’s net ownership interest in all wells and facilities relating to continuing operations, the estimated costs to abandon and reclaim these wells and facilities, and the estimated timing of the costs to be incurred in future periods. The key assumption upon which the carrying amount of the decommissioning obligation is based are discount rates from 4.49% to 4.81% (2024: 2.45% to 4.83%) and an inflation rate of 2.37% – 2.36% (2024: 2.49%). These obligations are expected to be settled over the next twenty-four years. If the discount rate was increased by 2%, this would result in a decrease in the decommissioning obligation of ₦19.8 billion (2024: ₦134.6 billion).

See Note 5(l) for the accounting policy for decommissioning provisions.

36. Lease liabilities

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Opening balance	31,406,761	5,880,935	57,917,758	38,961,674
Addition (Note 17)	325,672	280,229	–	–
Business acquisition (Note 41)	–	26,067,092	–	–
Interest expense (Note 12a)	396,872	1,092,621	1,987,418	4,815,580
Payments	(7,226,972)	(3,659,958)	(16,860,000)	(13,048,035)
Modification	(22,426,910)	(1,306,356)	70,307	(3,001)
Transfer to withholding tax (WHT) liability (Note 38)	(4,000)	(11,006)	(4,000)	(11,006)
Exchange difference	(1,426,826)	3,063,204	(2,867,645)	27,202,546
At 31 December	1,044,597	31,406,761	40,243,838	57,917,758

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Current lease liabilities	825,751	8,043,281	40,143,093	43,799,278
Non-current lease liabilities	218,846	23,363,480	100,745	14,118,480
	1,044,597	31,406,761	40,243,838	57,917,758

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37. Retirement benefit obligations

GROUP	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
(a) Statement of financial position obligations for retirement benefit obligations	92,689,538	2,114,213	–	–
(b) Statement of profit or loss charge (Note 11b):	2,329,274	1,996,677	–	–
(c) Other comprehensive income				
Remeasurement gain recognised in the statement of other comprehensive income in the period	(83,547)	(721,730)	–	–

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

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
At 1 January:				
Opening balance	2,114,213	1,556,851	–	–
Business acquisition (Note 41)	–	11,927,186	–	–
Current service cost				
– Oando Trading DMCC	538,568	1,999,315	–	–
– OERNL's share	64,909	11,082	–	–
– Other OERNL JV partners' share	5,592,117	1,097,075	–	–
Interest cost				
– Oando Trading DMCC	207,041	–	–	–
– OERNL's share	(47,750)	(5,821)	–	–
– Other OERNL JV partners' share	(4,025,610)	(576,309)	–	–
Remeasurement gain recognised in statement of profit or loss				
– OERNL's share	4,891	(7,899)	–	–
– Other OERNL JV partners' share	484,214	(781,962)	–	–
Remeasurement gain recognised in other comprehensive income				
– Oando Trading DMCC	(83,547)	(721,730)	–	–
– OERNL's share	–	–	–	–
– Other OERNL JV partners' share	96,781,196	(11,082,586)	–	–
Benefits paid	(8,652,531)	(1,607,653)	–	–
Exchange loss	(288,173)	306,664	–	–
At 31 December	92,689,538	2,114,213	–	–

(d) The amount recognised in the statement of profit or loss are as follows:

Group	Group 2025 N'000	Company 2024 N'000	Company 2025 N'000	2024 N'000
Current service cost	6,195,593	2,010,397	–	–
Interest cost	(3,866,319)	(5,821)	–	–
Actuarial gain on long service award	–	(7,899)	–	–
	2,329,274	1,996,677	–	–

(i) Oando Trading FZCO operates an unfunded employees' end of service benefits (“EOSB”) for its employees in accordance with the respective laws in Dubai. The movement in EOSB for the year ended is as follows:

Key assumptions and quantitative sensitivity analyses

The cost of the defined benefit plan is determined using actuarial valuations carried out by AON Reinsurance Solutions, an United Arab Emirates actuarial firm – represented by Philippos Mannaris, on 31 December 2025. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and price inflation. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

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The parameter most subject to change is the discount rate. In determining the appropriate discount rate, management considers the yields on long term United States (US) corporate bonds as at reporting date since the local currency in United Arab Emirates (UAE) is heavily pegged to the US Dollar, suggesting that the liability could effectively be settled by purchasing a portfolio of US bonds of high quality. The applied rate is generally intended to represent the average yield on AA-rated bonds. Future salary increase is based on expected future inflation rate in UAE. The key assumptions and their sensitivity analyses are discussed further below:

	Group 2025 N'000	Group 2024 N'000
Discount rate	5.25%	4.84%
Salary increase rate per annum	5.0%	5.0%
Employee turnover/withdrawal rates	nil	nil
Retirement Age	60 years	60 years

The sensitivity of EOSB to changes in the weighted principal assumptions is as follows:

	2025 Change in assumption by	Impact in N'000	2024 Change in assumption by	Impact in N'000
Discount rate	–0.42%	(163,870)	–0.5%	(55,552)
Salary increase rate per annum	0.45%	175,575	0.5%	60,181

The average duration of the defined benefit plan obligation at the end of the reporting period is 8.94 years (2024: 9.95 years).

(ii) OERNL operates various post employment benefit plans including pension plan, gratuity, long term service awards, post retirement medical benefits, Fuel and Diesel for Divisional and General Managers. The details of the post employment benefit plan are as follows:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Present value of defined benefit obligation by plan				
Present value of the defined benefit obligation-wholly unfunded	(190,578,886)	(99,856,071)	–	–
Fair value of plan – pension plan	(131,749,961)	124,019,502	–	–
Gratuity scheme -	(26,682,870)	(23,883,211)	–	–
Fair value of plan – gratuity plan	(8,515,577)	26,791,066	–	–
Post retirement medical liabilities	(7,658,842)	(9,547,756)	–	–
Long service award	(1,920,485)	(2,095,443)	–	–
Fuel and Diesel for Div & General Managers	(1,788,543)	(13,590,735)	–	–
Present value of defined benefit obligation	(368,895,164)	1,837,352	–	–

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Net expense recognised in profit or loss				
Current service cost	4,376,049	1,108,157	–	–
Interest cost	26,127,357	8,433,323	–	–
Actual admin expenses paid	1,149,140	(577,149)	–	–
Expected return on plan assets	30,200,716	(8,438,304)	–	–
Actuarial gain on long service award	(489,105)	(789,860)	–	–
Exchange rate realignment	–	(814,209)	–	–
	61,364,157	(1,078,042)	–	–
Expenses recognised in other comprehensive income for the defined benefits obligations:				
Actuarial losses/(gains) on economic assumptions	40,693,742	(72,466,536)	–	–
Actuarial losses/(gains) on demographic assumptions	1,488,002	61,383,949	–	–
	42,181,744	(11,082,587)	–	–

The Group's share of 1% of the costs have been recognised in the statement of profit or loss and other comprehensive income. OERNL JV Partners shares of 99% have been recognised in other receivables. The Group's share of amounts recognised in other comprehensive income is net of deferred tax (as shown in note 37c).

Alexander Forbes Consulting Actuaries Nigeria is engaged separately for this purpose.

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37.1.1 Staff pension fund

OERNL's defined benefit plan provides for payment of pension to Nigerian employees at exit, which requires contributions to be made to a separately administered Closed Pension Fund (NACPFA). This plan is governed by the Pension Reform Act, which require final pensionable salary to be determined upon retirement. The level of benefits provided depends on the member's length of service and pensionable salary at retirement age. NACPFA is responsible for the administration of the plan assets and for the definition of the investment strategy. Governance on the plan is determined by the appropriate sections of the Pension Reform Act. The gratuity plan is unfunded and payment is made lumpsum to the employee at retirement

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Carrying Amount				
Present value of the defined benefit obligation	190,578,886	99,856,071	–	–
Fair value of plan assets	131,749,961	(124,019,502)	–	–
Surplus of plan asset	322,328,847	(24,163,431)	–	–

37.1.2 Reconciliation of change in defined benefit obligation

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Present value of funded obligations at beginning of the year	99,856,071	–	–	–
Present value of fund obligations at acquisition	–	117,410,669	–	–
Current service cost	2,921,977	743,163	–	–
Interest cost	18,564,261	6,384,109	–	–
Benefit paid	(28,912,059)	(3,005,213)	–	–
Actuarial losses/(gains) on economic assumptions	33,124,311	(56,191,370)	–	–
Actuarial losses/(gains) on demographic assumptions	65,024,325	33,709,305	–	–
Exchange rate realignment	–	805,408	–	–
Present value of Fund obligations at end of the year	190,578,886	99,856,071	–	–

37.1.3 Reconciliation of change in plan assets

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Fair value of plan assets at beginning of the year	(124,019,502)	–	–	–
Fair value of plan assets at acquisition	–	127,067,250	–	–
Return on plan assets	(24,376,874)	7,009,495	–	–
Employer's contribution	(5,151,961)	2,141,202	–	–
Benefit paid	28,912,059	(3,005,213)	–	–
Actual admin expenses paid	1,149,140	577,149	–	–
Actuarial (losses)/gains on demographic assumptions	(8,262,823)	(10,108,497)	–	–
Exchange rate realignment	–	338,116	–	–
Fair value of Plan assets at end of the year	(131,749,961)	124,019,502	–	–

	Group 2025		Company 2024	
Fair value of plan assets at year end split by major asset class (%)	Percentage	N'000	Percentage	N'000
Cash and cash equivalents	16.2%	21,387,056	18%	22,224,295.00
Equity securities	11.8%	15,487,299	0%	161,225.00
Debt securities	66.8%	88,046,965	80%	99,736,484.00
Mutual funds	2.9%	3,772,250	2%	1,897,498.00
Others*	2.3%	3,056,391	–	–
	100%	131,749,961	100%	124,019,502.00

Others relate to deposit for shares and receivables

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37.1.4 Movement for the year

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
The movement in the staff pension fund during the period is as follows:				
Net funded obligations at beginning of the year	(24,163,431)	–	–	–
Net funded obligations at acquisition	–	(9,656,581)	–	–
Current service cost	2,921,977	743,163	–	–
Interest cost	18,564,261	6,384,109	–	–
Actual admin expenses paid	1,149,140	(577,149)	–	–
Employer's contribution	(5,151,961)	(2,141,202)	–	–
Interest income on plan assets	(24,376,874)	–	–	–
Return on plan assets	33,124,311	(7,009,495)	–	–
Actuarial losses/(gains) on economic assumptions	65,024,325	(46,082,873)	–	–
Actuarial losses/(gains) on demographic assumptions	(8,262,823)	33,709,305	–	–
Exchange rate realignment	–	467,293	–	–
Fair value of Plan assets at end of the year	58,828,925	(24,163,431)	–	–

37.1.5 Net expense recognised in profit or loss

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Current service cost	2,921,977	743,163	–	–
Interest cost	18,564,261	6,384,109	–	–
Expected return on plan assets	(24,376,874)	(7,009,495)	–	–
Actual admin expenses paid	1,149,140	(577,149)	–	–
Exchange rate realignment	–	467,293	–	–
	(1,741,496)	7,921	–	–

37.1.6 Remeasurement recognized in other comprehensive income

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Actuarial losses/(gains) on economic assumptions	33,124,311	(46,082,873)	–	–
Actuarial losses/(gains) on demographic assumptions	–	33,709,305	–	–
Actuarial losses/(gains) on experience	65,024,325	–	–	–
Remeasurement gains on plan assets	(8,262,823)	–	–	–
	89,885,813	(12,373,568)	–	–

37.1.7 Actuarial financial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages) relates to the pension scheme are as follows:

	2025	2024
Long-term average discount rate	16.76%	21.74%
Future average pay increase	10.53%	10.53%
Average rate of inflation	15.50%	15.50%
Pension increase rate	2.50%	2.50%

Actuarial demographic assumptions

Mortality in Service

The rate of mortality assumed for employees are the rates published in the A67/70 Ultimate Tables, published jointly by the Institute and Faculty of Actuaries in the UK.

Voluntary Withdrawal from Service Age Band Less than or equal to 30	Number of deaths in year out of 1,000 lives	
	2025	2024
25-34	1.40%	1.40%
35-44	2.30%	2.30%
45-54	7.40%	7.40%
55-59	8.40%	8.40%
60 and above	14.40%	14.40%

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Sensitivity analysis for pension

The actuarial valuation results are based on assumptions. The value of the liability could turn out to be overstated or understated. Shown below are the sensitivity analyses results for a number of assumptions and the values of the liabilities on those bases, while keeping any other assumption constant.

	Group 2025 N'000	Group 2024 N'000
Main result	190,578,886	99,856,071
Discount rate (-1%)	184,116,296	96,988,638
Salary increase (-1%)	192,748,988	101,008,154

* In the prior period, 0.5% was used for the sensitivity calculations

The results for a 1% decrease in the liabilities are shown below.

	Group 2025	Group 2024
Main result	190,578,886	99,856,071
Discount rate (-1%)	192,379,468	100,787,849
Salary increase (-1%)	183,743,419	96,766,673
	183,743,419	96,766,673

Expected benefit payments for future years

Group	2025 N'000	2024 N'000
2025	–	12,404,593
2026	21,309,890	14,331,621
2027	19,173,482	14,476,114
2028	21,553,120	18,977,031
2029	22,929,285	17,784,772

37.2.1 Gratuity

OERNL has a defined benefit plan which comprises of gratuity provision and is based upon independent actuarial valuation performed by Alexander Forbes Consulting Actuaries Nigeria using the projected unit credit basis.

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Carrying Amount				
Present value of the defined benefit obligation	26,682,870	23,883,211	–	–
Fair value of plan assets	(8,515,577)	(26,791,066)	–	–
Surplus of plan asset	18,167,293	(2,907,855)	–	–

37.2.2 Reconciliation of change in defined benefit obligation

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Present value of funded obligations at beginning of the year	23,883,211	–	–	–
Present value of unfunded obligations at acquisition	–	22,398,376	–	–
Current service cost	1,065,148	232,140	–	–
Interest cost	2,192,826	1,026,892	–	–
Benefits paid	(27,591,379)	(102,152)	–	–
Actuarial losses/(gains) on economic assumptions	5,095,672	(9,298,458)	–	–
Actuarial losses/(gains) on demographic assumptions	22,037,392	9,553,717	–	–
Exchange rate realignment	–	72,697	–	–
Present value of Fund obligations at end of the year	26,682,870	23,883,211	–	–

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37.2.3 Reconciliation of change in plan assets

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Fair value of plan assets at beginning of the year	(26,791,066)	–		
Fair value of plan assets at beginning of the year	–	26,125,244	–	–
Fair value of plan assets at acquisition	–	–	–	–
Return on plan assets	(5,823,842)	1,428,809	–	–
Employer's contribution	(2,440,048)	(2,155,384)	–	–
Benefit paid	27,591,379	(102,152)	–	–
Administration costs	131,836	–	–	–
Remeasurement gains/losses on plan assets	(1,183,836)	–	–	–
Exchange rate realignment	–	1,494,549	–	–
Fair value of Plan assets at end of the year	(8,515,577)	26,791,066	–	–

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Fair value of plan assets at year end split by major asset class (%)				
Cash and cash equivalents	22.8%	1,937,968	18.0%	4,822,392
Equity securities	2.8%	234,510	2.0%	535,821
Debt securities	64.9%	5,529,599	72.0%	19,289,568
Mutual funds	9.4%	800,000	8.0%	2,143,285
Others*	0.2%	13,499	–	–
	100%	8,515,577	100%	26,791,066

Others relate to deposit for shares and receivables.

37.2.4 Net expense recognised in profit or loss

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Current service cost	1,065,148	232,140	–	–
Interest cost	2,192,826	1,026,892	–	–
Return on plan assets	(5,823,842)	(1,428,809)	–	–
Administrative costs	131,836	–	–	–
Exchange rate realignment	–	(1,421,853)	–	–
	(2,434,032)	(1,591,630)	–	–

37.2.5 Remeasurement gain on other long term employee benefits

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Actuarial losses/(gains) on economic assumptions	5,095,672	(9,298,458)	–	–
Actuarial losses/(gains) on demographic assumptions	22,037,392	9,553,717	–	–
Remeasurement gains/losses on plan assets	(1,183,836)	–	–	–
	25,949,228	255,259	–	–

37.2.6 Actuarial financial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages) relates to the gratuity scheme as follows:

	2025	2024
Discount rates	16.76%	21.74%
Salary increase rate	10.53%	10.53%

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Sensitivity analysis for pension

The actuarial valuation results are based on assumptions. The value of the liability could turn out to be overstated or understated. Shown below are the sensitivity analyses results for a number of assumptions and the values of the liabilities on those bases, while keeping any other assumption constant.

	2025	2024
Main result	26,682,870	23,883,211
Discount rate (+0.5%)	26,078,146	23,405,590
Salary increase rate (+0.5%)	27,353,862	24,432,597

A 0.5 percent decrease in the actuarial assumptions would have increased/(decreased) the present value of funded/unfunded obligation as at 31 December 2024 by the amounts show below:

	2025	2024
Discount rate +0.5%	27,312,246	24,378,507
Salary increase rate+.05%	26,033,989	23,350,785

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur and the changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

37.3.1 Post employment medical plan liabilities

	Group 2025	Group 2024	Company 2025	Company 2024
Present value of the defined benefit obligation	7,658,842	9,547,756	–	–
	7,660,867	9,549,780	–	–

37.3.2 Reconciliation of change in defined benefit obligation

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Present value of unfunded obligations at beginning of the year	9,547,756	–	–	–
Present value of unfunded obligations at acquisition	–	6,575,591	–	–
Current service cost	101,807	23,098	–	–
Interest cost	2,000,274	216,755	–	–
Benefits paid	(693,726)	(1,353,277)	–	–
Actuarial losses/(gains) on economic assumptions	1,944,295	(5,861,044)	–	–
Actuarial losses/(gains) on demographic assumptions	(5,241,564)	9,989,655	–	–
Exchange rate realignment	–	(43,022)	–	–
Present value of Fund obligations at end of the year	7,658,842	9,547,756	–	–

37.3.3 Net expense recognised in profit or loss

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Current service cost	101,807	23,098	–	–
Interest cost	2,000,274	216,755	–	–
Exchange rate realignment	–	(43,022)	–	–
	2,102,081	196,831	–	–

37.3.4 Remeasurement gain on other long term employee benefits

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Actuarial losses/(gains) on economic assumptions	1,944,295	(5,861,044)	–	–
Actuarial losses/(gains) on demographic assumptions	(5,241,564)	9,989,655	–	–
	(3,297,269)	4,128,611	–	–

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37.3.5 Actuarial financial assumptions

	2025	2024
Discount rate	16.8%	21.7%
Medical inflation rate	12.5%	12.5%
Benefit Increase rate	6.0%	6.0%

Actuarial demographic assumptions

The rate of mortality assumed for employees are the rates published in the A67/70 Ultimate Tables, published jointly by the Institute and Faculty of Actuaries in the UK.

Sample age	2025	2024
25	7	7
30	7	7
35	9	9
40	14	14
45	26	26
50	48	48
55	84	84
60	144	144

Voluntary withdrawal from service

It was assumed that voluntary withdrawals would be in accordance with the following table:

Age band	2025	2024
Less than 20	0.0%	0.0%
20-25	1.5%	1.5%
26-45	0.0%	0.0%
46-59	5.0%	5.0%
60 and above	0.0%	0.0%

Sensitivity analysis for post retirement medical plan

The actuarial valuation results are based on assumptions. The value of the liability could turn out to be overstated or understated. Shown below are the sensitivity analyses results for a number of assumptions and the values of the liabilities on those bases, while keeping any other assumption constant.

	Base Liability (N'000)	2025 +5% Change (N'000)	–5% Change (N'000)
Change in discount rate			
Defined benefit obligation	7,658,842	7,281,780	8,078,352

	Base Liability (N'000)	2025 +5% Change (N'000)	–5% Change (N'000)
Change in medical inflation rate			
Defined benefit obligation	7,658,842	8,114,550	7,246,356

	Base Liability (N'000)	2024 +5% Change (N'000)	–5% Change (N'000)
Change in discount rate			
Defined benefit obligation	9,547,756	9,211,657	9,910,292

	Base Liability (N'000)	2024 +5% Change (N'000)	–5% Change (N'000)
Change in medical inflation rate			
Defined benefit obligation	9,547,756	9,956,280	9,166,761

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37.4.1 Long service award

OERNL has other long term employee benefits which is the long term service award.

The provision was based on independent actuarial valuation performed by Alexander Forbes Consulting Actuaries Nigeria using the projected unit credit as at 31 December 2024. The scheme is funded on a pay as you go basis by OERNL.

	Group 2025	Group 2024	Company 2025	Company 2024
Balance, beginning of the year	2,095,443	–	–	–
Balance at acquisition	–	2,701,788	–	–
Current service cost	119,940	46,168	–	–
Interest cost	429,892	120,899	–	–
Benefit paid	(235,685)	(16,310)	–	–
Actuarial losses/(gains) on economic assumptions	431,787	(925,200)	–	–
Actuarial losses/(gains) on demographic assumptions	(920,892)	135,340	–	–
Exchange rate realignment	–	32,758	–	–
	1,920,485	2,095,443	–	–

37.4.2 Net expense recognised in the profit or loss

	Group 2025	Group 2024	Company 2025	Company 2024
Current service cost	119,940	46,168	–	–
Interest cost	429,892	120,899	–	–
Actuarial losses/(gains) on economic assumptions	431,787	(925,200)	–	–
Actuarial losses/(gains) on demographic assumptions	(920,892)	135,340	–	–
Exchange rate realignment	–	32,758	–	–
	60,727	(590,035)	–	–

37.4.3 Actuarial financial assumptions

	2025	2024
Discount rate (p.a)	16.8%	21.7%
Benefit inflation rate (p.a)	14.7%	14.7%

Actuarial Demographic Assumptions

The rate of mortality assumed for employees are the rates published in the A67/70 Ultimate Tables, published jointly by the Institute and Faculty of Actuaries in the UK.

Sample age	2025	2024
25	7	7
30	7	7
35	9	9
40	14	14
45	26	26
50	48	48
55	84	84
60	144	144

Voluntary withdrawal from service

It was assumed that voluntary withdrawals would be in accordance with the following table:

Age band	2025	2024
Less than 20	0.0%	0.0%
20-25	1.5%	1.5%
26-45	0.0%	0.0%
46-59	5.0%	5.0%
60 and above	0.0%	0.0%

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Sensitivity analysis for long service award

The actuarial valuation results are based on assumptions. The value of the liability could turn out to be overstated or understated. Shown below are the sensitivity analyses results for a number of assumptions and the values of the liabilities on those bases, while keeping any other assumption constant.

	Base Liability (N'000)	2025 +5% Change (N'000)	–5% Change (N'000)
Change in discount rate			
Defined benefit obligation	1,920,485	1,868,847	1,974,473

	Base Liability (N'000)	2025 +5% Change (N'000)	–5% Change (N'000)
Change in medical inflation rate			
Defined benefit obligation	1,920,485	1,971,524	1,871,231

	Base Liability (N'000)	2024 +5% Change (N'000)	–5% Change (N'000)
Change in discount rate			
Defined benefit obligation	2,095,443	2,050,098	2,142,715

	Base Liability (N'000)	2024 +5% Change (N'000)	–5% Change (N'000)
Change in medical inflation rate			
Defined benefit obligation	2,095,443	2,141,940	2,050,519

37.5.1 Post employment fuel EOS liabilities

The movement in the fuel EOS liabilities during the period is as follows:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Balance, beginning of the year	13,590,735	–	–	–
Balance at acquisition	–	16,037,000	–	–
Current service cost	167,177	63,589	–	–
Interest cost	2,940,104	684,668	–	–
Benefits paid	(131,111)	(252,248)	–	–
Actuarial losses/(gains) on economic assumptions	529,464	(11,224,160)	–	–
Actuarial losses/(gains) on demographic assumptions	(15,307,826)	8,131,271	–	–
Exchange rate realignment	–	150,615	–	–
Balance, end of the year	1,788,543	13,590,735	–	–

37.5.2 Expense recognized in profit or loss:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Current service cost	167,177	63,589	–	–
Past service cost	–	684,668	–	–
Interest cost	2,940,104	(252,248)	–	–
Exchange realignment	–	150,615	–	–
	3,107,281	646,624	–	–
Expenses recognized in other comprehensive income				
Actuarial (losses)/gains on assumptions	529,464	(11,224,160)	–	–
Actuarial loss on experience	(15,307,826)	8,131,271	–	–
	(14,778,362)	(3,092,889)	–	–

37.5.3 Actuarial financial assumptions

	2025	2024
Discount rates		
Salary increase rate	16.8%	21.7%
	14.7%	14.7%

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Actuarial demographic assumptions

The rate of mortality assumed for employees are the rates published in the A67/70 Ultimate Tables, published jointly by the Institute and Faculty of Actuaries in the UK.

Sample age	2025	2024
25	7	7
30	7	7
35	9	9
40	14	14
45	26	26
50	48	48
55	84	84
60	144	144

Voluntary withdrawal from service

It was assumed that voluntary withdrawals would be in accordance with the following table:

Age band	2025	2024
Less than 20	0.0%	0.0%
20-25	1.5%	1.5%
26-45	0.0%	0.0%
46-59	5.0%	5.0%
60 and above	0.0%	0.0%

	Base Liability (N'000)	2025 +5% Change (N'000)	-5% Change (N'000)
Sensitivity analysis			
Defined benefit obligation	1,788,543	1,718,527	1,863,645

	Base Liability (N'000)	2025 +5% Change (N'000)	-5% Change (N'000)
Change in benefit inflation rate			
Defined benefit obligation	1,788,543	1,864,435	1,717,262

	Base Liability (N'000)	2024 +5% Change (N'000)	-5% Change (N'000)
Change in discount rate			
Defined benefit obligation	13,590,735	13,291,939	13,904,609

	Base Liability (N'000)	2024 +5% Change (N'000)	-5% Change (N'000)
Change in benefit inflation rate			
Defined benefit obligation	13,590,735	13,920,690	13,274,895

(a) Risk exposure

Through its defined benefit pension plans, the Group is exposed to several risks. The most significant of which are detailed below:

(b) Liquidity risk

The plan liabilities are not fully funded and as a result, there is a risk that the Group may not have the required cash flow to fund future defined benefit obligations as they fall due.

(c) Inflation risk

This is the risk of an unexpected significant rise/fall of market interest rates. A rise leads to a fall in long term asset values and a rise in liability values.

(d) Life expectancy

The majority of the plans' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant, where inflationary increases result in higher sensitivity to changes in life expectancy.

(e) Asset volatility

The Group holds a significant proportion of its plan assets in fixed income securities and money market instruments, with limited exposure to equities.

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The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligations.

38. (a) Other long term payables

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Deferred consideration	111,961,593	139,005,774	–	–
	111,961,593	139,005,774	–	–

The deferred consideration (through Oando Oil II) relates to the acquisition of NAOC. In accordance with IFRS 3, the deferred consideration has been discounted to its present value, and would be settled in equal instalments annually up till 31st October 2034.

38. (b) Trade and other payables

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Trade payables – Products	1,015,351,594	1,265,994,349	7,116,135	7,973,286
Trade payables – Other vendors	27,281,153	22,944,638	–	–
Other payables	1,852,676,836	492,910,665	12,410,683	9,306,443
Statutory payables (WHT, VAT, PAYE and NCDF deductions)	208,853,920	47,384,806	13,813,975	9,477,721
WHT transferred from lease liability (Note 36)	4,000	11,006	4,000	11,006
Accrued expenses	971,129,170	717,560,828	54,640,765	75,513,522
Amount due to related parties (Note 42xiv)	–	–	167,520,255	184,470,110
Deferred income	361,566	637,090	–	–
	4,075,658,239	2,547,443,382	255,505,813	286,752,088

Trade & other payables are non-interest bearing and are normally settled within one year. The carrying amounts of trade and other payables for 2025 and 2024 respectively approximate their fair values.

The Group's other payables largely relates to royalties payable of ~~N~~248.3 billion (2024: ~~N~~198.5 billion), payable to QPR ~~N~~235.6 million (2024: ~~N~~235.6 million), payables on overlift of ~~N~~13.2 billion (2024: ~~N~~6.3 billion) bid deposits received on the attempted sale of Alausa prior to 2017 which is yet to be fully refunded to the initial buyer of ~~N~~217.4 million (2024: ~~N~~217.4 million), current portion of deferred consideration payment to ENI in relation to the NAOC acquisition of ~~N~~89.7 billion (2024: ~~N~~65.7 billion), factoring liability to Averyrow Trading of N306.8 billion (2024: nil) and amounts payable to partners ~~N~~1.1 trillion (2024: ~~N~~203.4 billion).

The Company's other payables largely relates to non-trade payables to vendors ~~N~~11.9 billion (2024: ~~N~~8.84 billion), payable to QPR ~~N~~235.6 million (2024: ~~N~~235.6 million), and bid deposits received on the attempted sale of Alausa prior to 2017 which is yet to be fully refunded to the initial buyer of ~~N~~217.4 million (2024: ~~N~~217.4 million).

38. (c) Debt Factoring Agreements

On 24 December 2025, Averyrow Trading DMCC (the “Factor”) entered into a factoring agreement with Oando Energy Resources Nigeria Limited (“OERNL”), Oando Petroleum Natural Gas Company Limited (“OPNGL”) and Oando Oil Limited (“OOL”), all three collectively referred to as “Clients”. Simultaneously on the same date, ACP Capital Partners Limited (the “Factor”) and Averyrow Trading DMCC (the “Client”) entered into a factoring agreement. The terms of both factoring agreements mirror each other.

The subject of the factoring agreements is the power purchase receivable of US\$225 million from Nigerian Bulk Electricity Trading (“NBET”) Plc under the Kwale-Okpai Independent Power Plant Power Purchase Agreement. Under the factoring agreement, Oando Energy Resources Limited receives 95% of the value of the receivable which is US\$213.75 million.

Oando Energy Resources Nigeria Limited received said amount of US\$213.75 million on 6 January 2026 (value date: 31 December 2025).

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39. Dividend payable

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Unpaid dividend (Note 40b)	1,650,277	1,650,277	1,650,277	1,650,277

40. Supplementary cash flows information

(a) Cash generated from/(used in) operations

Reconciliation of profit/(loss) before income tax to cash generated from operations:

	Group 2025 N'000	Group 2024 N'000	Company 2025 N'000	Company 2024 N'000
Profit before income tax	135,759,960	383,820,117	474,425,189	122,291,080
Adjustment for:				
Interest income (Note 12b)	(288,032,431)	(47,197,353)	(2,065,581)	(4,061,008)
Interest expenses (Note 12a)	357,698,563	240,151,919	24,623,489	52,848,721
Depreciation (Note 15)	93,415,127	68,066,535	934,234	463,012
Depreciation to right-of-use asset (Note 10c, 17)	2,943,770	3,176,870	1,373,770	1,511,782
Amortisation of intangible assets (Note 10c, 16)	2,478,697	–	731,311	–
Impairment of investment in an associate (Note 10d)	2,295,800	–	–	–
(Reversal of impairment)/impairment allowance on current receivables (Note 25b)	(446,678,815)	71,604,924	13,264,095	194,784,108
Impairment allowance/(reversal of impairment) on finance lease (Note 22ii)	5,196,257	4,622,704	(397,000)	474,323
Reversal of impairment allowance on investment in subsidiaries	–	–	–	(50,970,378)
Impairment allowance on investment (Note 29)	–	–	99,196	–
Loss on disposal of marketable securities (Note 28)	2,851	–	2,851	–
Gain on bargain purchase (Note 9)	–	(784,815,612)	–	–
Share of gain from associate (Note 19)	(1,452,835)	(2,777,443)	–	–
Loss on disposal of property, plant and equipment	9,817	3,190,292	9,817	–
Unwinding of discount on provisions (Note 12a, 35)	16,939,716	(4,316,099)	40,944	16,317
Dividend income from financial assets at fair value through profit or loss (Note 28)	(9,843)	–	(9,843)	–
Unwinding of discount on deferred consideration (Note 12a)	20,050,963	–	–	–
Write-off of PPE	2,173,972	–	–	–
Write off of receivables	183,759,505	–	–	–
Intercompany debt forgiveness (Note 9)	–	–	(506,394,453)	–
Fair value loss on commodity options (Note 21)	10,826,722	10,842,798	–	–
Unrealised foreign exchange loss/(gain) (Note 10)	201,058,528	(157,028,384)	(1,470,890)	11,334,992
Gratuity provisions	762,767	2,004,575	–	–
Write-off of intangible	3,213,517	–	–	–
Gain on modification of lease contract	(1,150,267)	–	–	–
Write-off of finance lease receivables	131,670,902	–	–	–
Loss on modification of finance lease	72,595,581	–	–	–
Fair value gain on commodity options (Note 21)	(150,505,981)	(7,611,481)	–	–
Fair value gain on valuation of investment properties (Note 18)	(6,529,050)	(3,135,050)	(6,529,050)	(3,135,050)
Fair value loss/(gain) on financial assets at fair value through profit or loss (Note 28)	90,525	(283,160)	90,525	(283,908)
Non-cash other income	–	(3,189,736)	–	–
Changes in working capital				
(Increase)/decrease in receivables and prepayments (current)	(1,475,598,235)	1,171,295,147	(4,214,246)	141,390,966
(Increase)/decrease in inventories	(2,321,960)	22,524,193	–	–
(Increase)/decrease in short-term investments	(26,777,907)	(686,666)	126,755	(686,666)
Increase/(decrease) in payables and accrued expenses	1,414,399,436	(1,470,569,514)	44,471,530	(473,007,506)
	258,285,652	(500,310,425)	39,112,643	(7,029,215)

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(b) Changes in liabilities arising from financing activities

Group

	01-Jan-25 N'000	Cash flows – proceeds N'000	Cash flows – payment N'000	Foreign exchange movement N'000	Other N'000	31-Dec-25 N'000
2025						
Interest bearing loans and borrowings (current and non-current)	2,771,883,888	1,022,815,217	(863,137,162)	(168,925,026)	31,585,035	2,695,370,098
Interest bearing lease liabilities (current and non-current)	31,406,761	–	(7,226,972)	(1,426,826)	(21,708,366)	1,044,597
Dividends payable (Note 39)	1,650,277	–	–	–	–	1,650,277
Total liabilities from financing activities	2,804,940,926	1,022,815,217	(870,364,134)	(170,351,852)	9,876,669	2,698,064,972

	01-Jan-24 N'000	Cash flows – proceeds N'000	Cash flows – payment N'000	Foreign exchange movement N'000	Other N'000	31-Dec-24 N'000
2024						
Interest bearing loans and borrowings (current and non-current)	818,343,851	2,236,904,097	(752,930,279)	469,566,219	–	2,771,883,888
Interest bearing lease liabilities (current and non-current)	5,880,935	–	(3,659,958)	3,063,204	26,122,580	31,406,761
Dividends payable (Note 39)	1,650,277	–	–	–	–	1,650,277
Total liabilities from financing activities	825,875,063	2,236,904,097	(756,590,237)	472,629,423	26,122,580	2,804,940,926

Company

	01-Jan-25 N'000	Cash flows – proceeds N'000	Cash flows – payment N'000	Foreign exchange movement N'000	Other N'000	31-Dec-25 N'000
2025						
Interest bearing loans and borrowings (current and non-current)	124,141,762	2,914,196	(35,723,849)	(1,673,840)	–	89,658,269
Interest bearing lease liabilities (current and non-current)	57,917,758	–	(16,860,000)	(2,867,645)	2,053,725	40,243,838
Dividend payable (Note 39)	1,650,277	–	–	–	–	1,650,277
Total liabilities from financing activities	183,709,797	2,914,196	(52,583,849)	(4,541,485)	2,053,725	131,552,384

	01-Jan-24 N'000	Cash flows – proceeds N'000	Cash flows – payment N'000	Foreign exchange movement N'000	Other N'000	31-Dec-24 N'000
2024						
Current interest bearing loans and borrowings	104,991,721	16,646,000	(4,050,101)	9,536,801	(2,982,659)	124,141,762
Interest bearing lease liabilities (current and non-current)	38,961,674	–	(13,048,035)	27,202,546	4,801,573	57,917,758
Dividend payable (Note 39)	1,650,277	–	–	–	–	1,650,277
Total liabilities from financing activities	145,603,672	16,646,000	(17,098,136)	36,739,347	1,818,914	183,709,797

* The ‘Other’ column includes provision for interest expense on lease liabilities, additions/modification of leases, transfer to withholding tax liability and amortization of transaction costs.

41. Business acquisitions

The following business acquisitions occurred in 2024 and have been accounted for in the 2024 audited consolidated and separate financial statements:

(a) Business acquisition and completion of the sale and purchase of Agip’s 20% working interests in OML 60 – 63

On 22 August 2024, Oando PLC through its subsidiaries, Oando Petroleum and Natural Gas LTD (“OPNGL”) and Oando Oil II Cooperatief U.A.(“Oil II”), completed the acquisition of Eni’s subsidiary, Nigerian Agip Oil Company Limited (“NAOC”) by acquiring 100% of its issued share capital from Eni Oil Holdings B.V.OPNGL obtained a \$500 million Reserve Based Lending (RBL) Facility from Indorama Capital Holdings Pte. Ltd. (\$150 million) and African Export-Import Bank (\$350 million) and a \$150 million Junior Facility from Mercuria Asia Resources Pte Limited for the financing of the acquisition with OER acting as the guarantor for the facilities.

Following the acquisition, NAOC was renamed Oando Energy Resources Nigeria Limited (“OERNL”) with OPNGL now holding 19% non-operating interest in the Oil Mining Leases (“OMLS”) 60, 61, 62, and 63 as well as related infrastructure and facilities in the NAOC Joint Venture (“NAOC JV”) with residual 1% interest retained in OERNL. The other joint interest owners currently are the NNPC Exploration and Production Limited (“NEPL”) with a 60% interest and Oando Oil Limited (“OOL”) (20% interest).

OPNGL’s 19% interest acquisition was accounted for as a business combination as OML 60 – 63 is an existing joint operation in the production phase with input, activities and output, which meets the definition of a business under IFRS 3.

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(b) Acquisition of Oando Gazelle Limited – Mauritius, formerly GFront Enterprise Limited

Oando PLC (the ‘Buyer’) through its Company Secretary (Ms. Ayotola Jagun) in line with a nominee agreement wherein she was holding the equity interests for and on behalf of Oando PLC acquired 100% equity stake in GFront Enterprise Limited (“Gfront”) from Fei Peng (the ‘Seller’) on 18 April 2024. The shares were transferred to Oando PLC on 28 June 2024. The Buyer received the entire Ordinary Shares (100 Ordinary Shares) of Gfront from the Seller for a consideration of US\$100 and the name of the entity was changed from Gfront Enterprise Limited to Oando Gazelle Limited on 23 July 2024. The transaction has been accounted for as a business combination in these consolidated and separate financial statements.

(c) Acquisition of Oando Yield Ltd (OYL), formerly Nziza Hospitality Ltd

Oando PLC (the ‘Buyer’) through its Company Secretary (Ms. Ayotola Olubunmi Jagun) in line with a nominee agreement wherein she was holding the equity interests for and on behalf of Oando PLC acquired 100% equity stake in Nziza Hospitality Limited (“Nziza”) from Bernard Alineitwe (the ‘Seller’) on 17 April 2024. The shares were transferred to Oando PLC on 28 June 2024. The Buyer received the entire Ordinary Shares (100 Ordinary Shares) of Nziza from the Seller for a consideration of US\$100 and the name of the entity was changed from Nziza Hospitality Limited to Oando Yield Limited on 23 July 2024. The transaction has been accounted for as a business combination in these consolidated and separate financial statements.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	Share acquisition with residual 1% interest through Oil II N’000	19% non- operating interest acquisition through OPNGL N’000	Oando Gazelle Limited – Mauritius N’000	Oando Yield Ltd (OYL) N’000	Total N’000
Purchase consideration					
Cash consideration	81,747,765	796,233,500	–	–	877,981,265
Cargo proceeds	46,334,420	–	–	–	46,334,420
Deferred consideration	137,959,131	–	–	–	137,959,131
Net purchase price adjustment	13,557,015	–	147	147	13,557,309
Total purchase consideration	279,598,331	796,233,500	147	147	1,075,832,125

Fair value

The assets and liabilities recognised as a result of the acquisition are as follows:

	Share acquisition with residual 1% interest through Oil II N’000	19% non- operating interest acquisition through OPNGL N’000	Oando Gazelle Limited – Mauritius N’000	Oando Yield Ltd (OYL) N’000	Total N’000
Assets					
Property, plant and equipment (Note 15)	78,795,690	1,406,128,492	–	–	1,484,924,183
Decommissioning costs (Note 15)	18,182,947	345,475,998	–	–	363,658,946
Right-of-use assets (Note 17)	–	23,559,514	–	–	23,559,514
Inventory	3,025,024	57,475,454	–	–	60,500,478
Trade and other receivables	1,451,829,573	–	147	147	1,451,829,867
Deferred tax assets (Note 20)	–	9,265,028	–	–	9,265,028
Finance lease receivables	6,997,080	132,944,525	–	–	139,941,605
Cash	76,580,050	–	–	–	76,580,050
Equity Investment (Note 28)	20,857	–	–	–	20,857
Trade payables	(908,725,029)	–	–	–	(908,725,029)
Current income tax liabilities (Note 13b)	(47,087,515)	–	–	–	(47,087,515)
Overlift	(8,008,509)	–	–	–	(8,008,509)
Lease liabilities (Note 36)	(1,303,355)	(24,763,738)	–	–	(26,067,092)
Retirement obligation (Note 37c)	(11,927,186)	–	–	–	(11,927,186)
Provisions	(250,844,561)	(131,316,518)	–	–	(382,161,079)
Deferred tax liability (Note 20)	(1,997,435)	–	–	–	(1,997,435)
Decommissioning liability (Note 35)	(18,182,947)	(345,475,998)	–	–	(363,658,946)
Net identifiable assets acquired	387,354,685	1,473,292,759	147	147	1,860,647,738
Less: gain on bargain purchase	(107,756,355)	(677,059,258)	–	–	(784,815,613)
Net assets acquired	279,598,331	796,233,501	147	147	1,075,832,125

The Group acquired the companies to increase its upstream activities.

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For the year ended 31 December 2025

(d) For the purpose of cashflow

	Share acquisition with residual 1% interest through Oil II N’000	19% non -operating interest acquisition through OPNGL N’000	Total N’000
Purchase consideration			
Cash consideration	81,747,765	796,233,500	877,981,265
Cargo proceeds	46,334,420	–	46,334,420
Less: OERNL's cash	(76,580,050)		(76,580,050)
Acquisition of subsidiary net of cash			847,735,634

The net assets recognised above were based on assessment of their fair value on the date of acquisition using the income, cost and market approach as required by the IFRS 3 fair value assessment. Valuation of items such as property, plant and equipment valued using the replacement cost approach was concluded within the measurement periods in line with the requirements of IFRS 3 and the fair values have been adjusted. This adjustment will impact on the goodwill already reported in the financial statements.

Following the acquisition of NAOC now OERNL:

Revenue and profit

From the date of acquisition till 31 December 2024, OERNL contributed ₦10.7 billion of revenue and loss of ₦127.7 billion to loss before tax from continuing operations of the Group.

Trade and other payables

The acquisition date fair value of the trade and other payables amounts to ₦908.7 billion. It is expected that the full contractual amount will be settled.

Property, plant & equipment (PPE)

From the date of acquisition till 31 December 2024, NAOC acquisition increased the Group’s PPE by ₦93.4 billion. The PPE asset acquired includes production wells, WIP capital construction, exploration wells, pipeline terminals, independent power plant and machinery, and other equipment.

Inventories

From the date of acquisition till 31 December 2024, NAOC acquisition increased the Group's inventories by ₦924.4 million. The inventories include material & supplies and crude/petroleum products from the fields.

Trade and other receivables – net of provisions

The acquisition date fair value of the trade and other receivables amounts to ₦1.5 Trillion. The trade and other receivables relates to amount due from trade receivables, JV receivable from Partners and other receivables. It is expected that the full contractual amounts can be collected.

Bank balances

Bank balances acquired relates to bank balances in various banks used by the acquiree as at the acquisition date.

Retirement benefit obligation

This relates to the defined benefit plan for funded pension trust fund for employees at exit. The value has been determined in line with the requirements of IAS 19 based on the values reported on the actuarial valuation reports.

Deferred tax liabilities

The deferred tax relates to timing differences arising from property, plant and equipment, inventory, miscellaneous items and right of use asset. This also includes deferred tax impact of all acquiree’s asset and liabilities that has been fair valued in line with the requirement of IFRS 3.

Provisions for decommissioning obligations

This relates to the provisions made for the abandonment and decommissioning of the oil facilities. The abandonment facilities consist of the wells and the associated infrastructure.

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For the year ended 31 December 2025

Lease Liabilities

The lease liabilities relate to the lease of plant and machineries. The carrying amounts have been adjusted for the impact of IFRS 16.

Deferred Consideration

The Group’s deferred consideration (through Oando Oil II) relating to the acquisition of NAOC amounts to ₦263.2 billion. In accordance with IFRS 3, the deferred consideration has been discounted to its present value, resulting in a balance of ₦137.9 billion as at the acquisition date, which has been used in determining the total purchase consideration. The total amount which is due to be paid within one year from December 2024 is ₦65.7 billion (Note 38), while the remaining portion would be settled in equal instalments annually up till 31st October 2034.

Previously identified assets

The application of the recognition principle and conditions may result in recognising some assets and liabilities that the Group had not previously recognised as assets and liabilities in its financial statements. Based on the valuation report to identify and measure any previously unrecognized intangible assets, it was determined there were no such assets in NAOC. Further to this, the existing intangible assets have also been excluded from the net assets acquired because they are outside the transaction perimeter.

Transaction costs

Transaction costs of ₦75.6 billion in respect of the acquisition have been recognised in the 2024 statement of profit or loss of OPNGL. They include solicitors fees, transaction advisers fees, brokers, IT & personnel costs and services rendered as part of the operations readiness work, amongst others.

42. Related party transactions

Ocean and Oil Development Partners Limited (OODP) has the shareholding of 21.97% in Oando PLC at 31 December 2025. Equity Leaf Limited has a shareholding of 17.15%. The remaining 31.92% shares are widely held. 28.96% shareholding in the company are being held as treasury shares. OODP is ultimately owned 66.67% by the Group Chief Executive and 33.33% by the Deputy Group Chief Executive of the Company.

The following transactions existed between Oando PLC (the “Company”) and some related parties during the year under review:

- (i) Shareholder Agreements dated July 24, 2012 between Oando PLC and Oando Netherlands Holding 2 BV (Holdco 2) in respect of Oando Akepo Limited (Oando Akepo); Oando PLC and Oando Netherlands Holding 3 BV (Holdco 3) in respect of Oando Petroleum Development Company Limited (“OPDC2”) (which owns 95% of the shares of OPDC); Oando PLC and Oando OML 125 & 134 BVI in respect of Oando OML 125&134. Shareholder agreements dated April 30, 2013 between Oando PLC and Oando Netherlands Holding 4 BV (Holdco 4) and Oando Netherlands Holding 5 BV (Holdco 5) in respect of Oando Qua Ibo Limited (OQIL) and Oando reservoir and Production Services Limited (ORPSL), respectively. Shareholder agreements dated July 31, 2014 between Oando PLC and Oando OPL 214 Holding BV (Holdco 214), Oando OML 131 Holding BV (Holdco 131), Phillips Oil Company Nigeria Limited (POCNL – name subsequently changed to Oando Oil Limited – OOL), Phillips Deepwater Exploration Nigeria Limited (PDENL – name subsequently changed to Oando Deepwater Exploration Limited – ODEL), and Conoco Exploration and Production Nigeria Limited (CEPNL – name subsequently changed to Oando 131 Limited), respectively Oando PLC owns Class A shares and each of Holdco 2, Holdco 3, Oando OML 125&134 BVI, Holdco 4, Holdco 5, Holdco 214, and Holdco 131 (together the “Holdco Associates”) owns Class B shares, in each of Oando Akepo, OPDC2, Oando OML 125&134, OQIL, ORPSL, OOL, ODEL, and Oando 131 Limited (the “Operating Associates”), respectively. Ownership of the Class A shares by Oando PLC provides it with 60% voting rights but no rights to receive dividends or distributions from the applicable Operating Associate, except on liquidation or winding up. Ownership of the Class B shares entitles the Holdco Associates (each an indirectly wholly-owned subsidiary of the Corporation) to 40% voting rights and 100% dividends and distributions, except on liquidation or winding up. Pursuant to each of these agreements, Oando PLC, on the one hand, and the respective Holdco Associates, on the other hand, agreed to exercise their respective ownership rights in accordance with the manner set forth in the shareholder agreements.

Pursuant to the shareholder agreements, each of Oando PLC and the respective Holdco Associate is entitled to appoint two directors to the board of Oando Akepo, OPDC2, Oando OML 125&134, OQIL, ORPSL, POCNL, PDENL, and CEPNL respectively, with the Holdco Associate being entitled to appoint the Chairman, who has a casting vote. In addition, the applicable Holdco Associate has the power to compel Oando PLC to sell its Class A shares for nominal consideration. The shareholder agreements in respect of most of the Operating Associates were filed on www.sedar.com under “Oando Energy Resources Inc.”. No amounts have been paid or are due to be paid by either party to the other under the shareholder agreements. During the period, the Corporation didn’t incur any amounts under this agreement (2024 – Nil).

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- (ii) Right of First Offer Agreement (“ROFO Agreement”) dated September 27, 2011, as amended, between Oando PLC and OER. Pursuant to the ROFO Agreement, OER has the right to make an offer to Oando PLC in respect of certain assets owned by Oando PLC in accordance with the terms of the ROFO Agreement. No amounts have been paid or are due to be paid under the ROFO Agreement. On September 27, 2013, the ROFO agreement between OER and Oando PLC was amended. The amendment terminates the ROFO agreement on the first date on which Oando PLC no longer holds, directly or indirectly, at least 20% of the issued and outstanding common shares of OER. Prior to the amendment, the right of first offer in the ROFO would have terminated on September 27, 2013. OER has no amounts due to Oando PLC under this agreement (2024 – Nil). During the year, OER didn’t incur any amounts under this agreement (2024 – Nil).

- (iii) Referral and Non-Competition Agreement dated July 24, 2012 between Oando PLC and OER. Pursuant to this agreement, Oando PLC is prohibited from competing with OER except in respect of the assets referred to in the ROFO Agreement until the later of July 25, 2014 and such time as Oando PLC owns less than 20% of the shares of OER. Oando PLC is also required to refer all upstream oil and gas opportunities to OER pursuant to this agreement. In addition, in the event that Oando PLC acquired any upstream assets between September 27, 2011 and July 24, 2012, Oando PLC is required to offer to sell these assets to OER at a purchase price consisting of the amount paid by Oando PLC for the assets, together with all expenses incurred by Oando PLC to the date of the acquisition by OER, plus an administrative fee of 1.75%. OER has no amounts due to Oando PLC under this agreement in respect of the COP acquisition (2024 – Nil).

- (iv) Cooperation and Services Agreement dated July 24, 2012 between Oando PLC and OER. Pursuant to this agreement, Oando PLC agreed, until the later of July 24, 2017 and such time as Oando PLC owns less than 20% of the shares of OER, to provide certain services to OER, including in respect of legal services in Nigeria, corporate secretariat and compliance services in Nigeria, corporate finance, procurement, corporate communications, internal audit and control, information technology, human capital management, environment, health, safety, security and quality and administrative services. These services are to be provided to OER on the basis of the cost to Oando PLC plus a margin of 10%. The independent directors of OER are entitled to approve all such cost allocations. At any time, OER may elect to terminate any of the services under the agreement provided such notice is effective only on December 31 or June 30 of any year and such notice has been given at least 60 days in advance. Once terminated, Oando PLC shall have no further obligation to make available the services as have been so terminated and equitable adjustments shall be made as to the cost for the remaining services, if any, that are continued to be supplied by Oando PLC to OER under the agreement. During the period, OER incurred \$5.0 million under this agreement (2024 – \$5.2 million).

- (v) Pursuant to the completion of the Oando reorganization in July 2012, the cumulative amount advanced by Oando PLC to Equator Exploration Limited (“EEL”), subsidiary of OER of ₦1.1billion (US\$7.2 million) as of 21 December 2012 was classified as loan payable in EEL’s books and loan receivable in Oando PLC’s books. The carrying amount of the loan using effective interest method was ₦1.3 billion at 31 December 2012. The amount increased to ₦2.4 billion at 31 December 2015 (2014: ₦2.0 billion) due to accrued interest. During 2016, the Company impaired the receivable and accrued interest of ₦2.7 billion. In 2025, the Company accrued an interest of ₦1.8 billion (2024: ₦1.8 billion) and impaired the receivable (interest inclusive) in line with IFRS 9. The impairment was reversed on consolidation. In addition, the receivables and payables in the books of the Company and EEL respectively have been eliminated on consolidation.

- (vi) The Company signed an amendment to the operating lease agreement with a subsidiary, XRS II Ltd in 2015. The Company, the lessee in the agreement, agreed to lease the Bombardier XRS aircraft owned by XRS II Ltd, the lessor, for a period of earlier of eighty-four months from the execution date and date of termination of the agreement. The Agreement shall terminate in the following circumstances i) the termination of the Aircraft Facility Agreement by the Lender (Investec Bank (Mauritius) Limited) ii) mutual consent of Oando PLC and XRS II provided consent has been sought from the Lender, iii) upon notice from the Lender than an event of default has occurred and is continuing under the Aircraft Facility Agreement and iv) at any time after the end of the Availability Period (as defined in the Aircraft Facility Agreement). An addendum to this agreement was signed on the 19th of November 2021, the new lease term will be for 5 years from the execution date. XRS II sold its main asset – 2009 Bombardier Global Express Aircraft to Shearwater Aero Capital Leasing OXRS, LLC a company incorporated in Delaware, USA. On 24 June 2022, this same asset was leased by Shearwater Aero Capital – ‘Lessor’ (the new owner) to the former owner (XRS II Limited) – ‘Lessee’.

XRS II Ltd recognized income of ₦16.3 billion (\$10.8 million) which arose from the agreement in 2025 (2024: ₦16.3 billion; 10.7 million) and received payments amounting to ₦10.7 billion (\$7.1 million) during the year. In addition, the outstanding loan amount from XRS II to the Company was ₦13.2 billion (2024: ₦14.1 billion). The net receivables in the books of the Company at year-end was ₦4.5 billion/\$3.1 million (2024: ₦4.9 billion/\$3.2 million) and this amount was fully impaired. The income, impairment and loan have been eliminated on consolidation.

- (vii) The Company donated ₦467.3 million (2024: ₦1.45 billion) and OTD donated ₦15.5 million to Oando Foundation (a member of the Group). The expense and inflow in the books of Oando PLC, OTD and Oando Foundation have been eliminated on consolidation.

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(viii) Oando Servco Nigeria Limited provided payment assistance on shared services costs and vendor related costs to Oando PLC amounting to \$0.3 million (2024: \$31.7 million) during the year. The net receivables from Oando PLC have been impaired in the books of Oando Servco Nigeria Limited and both the impairment and receivables have been eliminated on consolidation.

(ix) Loan cost reimbursement between OTD and some entities in the group (Oando PLC and CPL)

Oando PLC, Calabar Power Limited (CPL) and OTD entered a Crude Sale and Purchase Agreement in 2024, the agreement is tied to BB Energy providing a facility to CPL to support the group’s strategic initiatives. CPL and OTD also signed a loan cost reimbursement agreement dated 28 June 2024. As agreed in the contract, any under-delivery compensation incurred by OTD under the Crude Sale and Purchase Agreement shall be treated as a cost of financing (transaction cost) and shall be assumed by CPL. OTD charged CPL \$2.9 million (2024: \$950,000) in relation to the contract. The income and expense have been eliminated on consolidation.

On 10 January 2024, Oando PLC and OTD entered into an agreement to amend an original loan agreement dated 30 August 2023 to extend the maturity date of the loan to 31 March 2025 and further amend the clause which states that Oando PLC would bear the transaction costs incurred by OTD in connection with the funding of the facility in the initial loan agreement. In relation to this, Oando PLC did not incur any expense (2024: \$5.2 million) as transaction cost. The income and expense have been eliminated on consolidation.

Services agreement between OTD and Oando Servco Nigeria Limited

On 5 February 2024, OTD and Oando Servco Nigeria Limited (Servco) signed a services agreement, under which OTD will provide advisory, technical and other services as may be reasonably required or requested by Oando Servco in connection with the sale and marketing of its affiliates’ crude oil entitlements in Nigeria. In 2024, Servco incurred a \$2 million (2024: \$2 million) service fee payable to OTD. The revenue and expense have been eliminated on consolidation.

(x) Project Restore- Related Party Transactions

On 20 December 2024, Oando PLC, Oando Oil Limited (“OOL”) and Oando Servco Nigeria Limited (“OSNL”) entered into a Settlement Deed with Whitmore Asset Management Limited (“Whitmore”), Ocean and Oil Development Partners Limited BVI (“OODP BVI”) and Ocean and Oil Development Partners Limited (“OODP Nigeria”) (collectively referred to as “the Parties”).

The Settlement Deed was executed to restructure and fully settle the outstanding obligations owed by Whitmore under the loan agreements previously entered into between OOL, OSNL and Whitmore on 27 October 2021. Under the terms of the Settlement Deed, OOL and OSNL agreed to full and final settlement amounts of US\$218.7 million and US\$34.8 million representing the present values of the total outstanding obligations of US\$380.7 million and US\$60.6 million respectively. The effect of this modification has resulted in losses of US\$95.4 million and US\$15.2 million in the separate financial statements of OOL and OSNL respectively and a corresponding gain of US\$110.6 million by Whitmore. In recognizing the newly established receivables from Whitmore and the modification losses, OOL and OSNL reversed the IFRS 9 impairments of US\$314.0 million and USD50.0 million in their separate financial statements.

On 3rd January 2025, OOL and OSNL jointly executed a Deed of Novation with Oando PLC, following which the right to receive the settlement considerations of US\$218.7 million and US\$34.8 million from Whitmore (the “Borrower”) was novated to Oando PLC. In addition, OOL and OSNL transferred to Oando PLC (the “Transferee”) all related rights, title, interests, benefits, warranties, undertakings and obligations arising under the relevant loan agreements and the Settlement Deed. As a result, OOL and OSNL no longer retain any rights of recovery against Whitmore in respect of the obligations. Consequently, Oando PLC in its separate financial statements has recognised the receivables from Whitmore and payables to OOL and OSNL. Furthermore, the Transferee shall be entitled to receive the modified loan amount of ₦420.36 billion being the total of the US\$218.7 million and US\$34.8 million at a pre-agreed rate of ₦1658.33 to US\$1 (NAFEX rate on 14 November 2024).

Further to the Deed of Novation, and on the same date of the Deed of Novation, OOL and OSNL (the “Releasors”) entered into a Deed of Release with Oando PLC (the “Releasee”), following which the Releasors formally discharged and extinguished Oando PLC’s indebtedness arising from obligations under the 27 October 2021 loan agreement and the Deed of Novation. Consequently, the Releasee has recognised forgiveness income in its statement of profit or loss accounts and the Releasors have recognised the distribution to the Releasee in equity. See Note 32.

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Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

(xi) Other related party transactions include:

- i.

Broll Properties Services Limited provided facilities management services consisting of structural, electrical and equipment maintenance and consumables to Oando PLC for which the Company reimbursed Broll ₦214.8 million. In addition, the Company paid ₦6 million fees for the services rendered (2024: fees – ₦8.2 million, reimbursement – ₦176.5 million). The GCE has control over one of the joint interest owners of the company.
- ii.

SCIB Nigeria and Co. Ltd. (“SCIB”) provided insurance brokerage services to some entities in the Group. A beneficial owner of SCIB is related to the GCE. Although a sum of ₦8.4 billion (2024: ₦950.4 million) was paid to insurance companies for some specific policies through SCIB, the brokerage services agreement provides that service fees will be paid by the insurance companies who undertook the insurance policies.
- iii.

Triton Aviation Limited provided management services consisting of consumables, jet fuel, handling charges, third party charters, aircraft maintenance and crew maintenance (and charges a 5% markup on all cost incurred on behalf of XRS II) to XRS II, an indirect subsidiary of the Company and was paid fees of ₦52.5 million and reimbursement of ₦1.6 billion (2024: fees – ₦45.8 million, reimbursement – ₦1.5 billion) for the provision of the services. Triton Aviation Limited is owned by the GCE.
- iv.

Olajide Oyewole & Co. rendered professional services worth ₦107.9 million to Oando PLC and OER Inc (2024: ₦84.7 million to Oando Servco Nigeria Limited). A close family member of the GCE has significant influence over the firm.
- v.

Akindelano LP provided legal advisory services in connection with the arbitration between Oando Oil Limited and NAOC and several other cases worth ₦82.6 million on behalf of Oando Servco Nigeria Limited and Oando Oil Limited. The senior partner of Akindelano LP, is one of the beneficial owners of the 15% of Oando shares held through Equity Leaf Limited.
- vi.

F.O Akinrele provided legal advisory services in connection with the arbitration between Oando Oil Limited and NAOC worth ₦72.8 million on behalf of Oando Servco Nigeria Limited and Oando Oil Limited. The senior partner of F.O. Akinrele & CO, is the Chairman of the Board of Directors of Oando PLC.
- vii.

Librod Energy Services Ltd rendered services in respect of completion engineering and PDHG on Tuomo 5 for Oando Energy Resources Nigeria Limited worth ₦162.7 million. The DGCE is a Director in Librod Nigeria Limited.
- viii.

In 2025, the GCE was refunded the sum of ₦460 million for rent and furnishing of the Abuja Management Guest Houses by Oando Energy Resources Nigeria Limited.
- ix.

In 2025, Oando Logistics Services provided services to the GCE & DGCE in the sum of ₦85.1 million (2024: ₦27.1 million).
- x.

Noxie Limited was engaged for the supply and installation of office furniture for Lagos and Abuja offices worth ₦778.8 million. A close relative of the GCE is the MD/CEO of Noxie Limited.
- xi.

Rusa Advisory was engaged to provide advisory services towards a future-fit finance function for Oando PLC worth ₦100.3 million. The Partner of Rusa Advisory is the ultimate beneficial owner of 15% of Oando PLC shares held through Equity Leaf Limited.

(xii) Key management personnel

Key management includes members of the Group Leadership Council. The compensation paid or payable to key management for employee services is shown below:

	2025 N'000	2024 N'000
Salaries and other short-term employee benefits*	7,659,654	4,340,757

* Included in salaries and other short-term employee benefits of key management personnel are board duty allowance of ₦10.4 million (2024: ₦12.7 million) received by the Company Secretary and Chief Compliance Officer, ₦18.4 million received by the Chief Corporate Services & Sustainability Officer (2024:nil), ₦180.9 million (2024: ₦181.3 million) received by Group Chief Financial Officer, ₦210.9 million (2024: ₦211.7 million) received by Chief Operating Officer of OER, ₦532.6 million (2024: ₦534.7 million) received by Deputy Group Chief Executive, ₦724.1 million (2024: ₦726.5 million) received by Group Chief Executive.

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Year-end balances arising from transactions with related parties

The following receivables or payables at December 31, 2025 arose from transactions with related parties:

	Company N'000 2025	Company N'000 2024
(xiii) Receivables from related parties:		
Churchill C-300 Finance Ltd	3,810,842	4,076,519
XRS II	4,495,862	4,935,619
Oando E&P Holdings Limited	11,233,573	12,016,733
Oando Equator Holdings	20,400,532	21,822,391
Equator Exploration Ltd (BVI)	34,648,659	35,245,166
Calabar Power Ltd	26,136,091	40,608,474
Oando Exploration & Production Limited	33,709,104	33,709,104
Oando Petroleum and Natural Gas Limited	6,191,874	67,455
Oando Oil Limited	56,904,768	61,292,423
Oando Resources Ltd	10,711,761	–
Road Bits Limited	715,197	753,703
XRS I	26,724	28,586
Lakel Afrik Petroleum	51,054	51,054
Bitumen Resources Limited	457,360	392,360
Fast Energy Investments Ltd	186,033	195,016
Trans-Africa Mining Resources Limited	100,519	69,859
Carmine Energy Investments Ltd	300	300
Lithiwave Nigeria Limited	2,445	567
Oando Oil II Cooperatief U.A	23,154,655	14,613,142
Oando Oil III Cooperatief U.A	731,207	–
Oando Clean Energy Limited	10,000	10,000
Trade receivables from Oando Trading DMCC	233,678,561	229,888,471
	4,459,885	4,618,012
	238,138,446	234,506,483

	Company 2025 N'000	Company 2024 N'000
(xiv) Payables to related parties:	N'000	N'000
0902702 B.C. Limited	1	2
OES Passion	9,687	10,388
Oando Liberia	73,141	78,240
OES Professionalism	4,851	4,851
Burkina Faso	6,070	6,070
Oando Terminals & Logistics	5,229	5,229
Oando Trading DMCC	98,824,000	96,058,094
OER Servco Nigeria Limited	7,038,784	56,071,024
Oando Supply & Trading DMCC	19,702	21,041
Oando Gazelle Ltd Mauritius	144	154
Oando Reservoir & Production Limited	2,858,416	5,000
Oando Trading & Supply BVI	71,763	76,766
Oando Gazelle BVI Ltd	71,763	76,766
Oando Resources Ltd	–	626,931
Oando Energy Resources Nig Ltd	55,493,582	30,369,508
Oando V Ltd	1,000	1,000
Oando Hydrocarbons Ltd	1,000	1,000
Oando E&P IV Ltd	1,000	1,000
Oando E&P Ltd	1,000	1,000
Oando Investments Ltd	1,000	1,000
Oando Energies Ltd	1,000	1,000
OML56 Oando Production and Development Co Limited	2,720,405	1,011,191
Oando Gazelle DMCC	39,404	42,083
Oando Yield	144	154
Oando Exploration and Production Angola Limited	2	2
Oando Leopard Ltd	144	154
Oando Treasures Ltd	144	154
Oando Gulf Limited	144	154
Oando Servco UK Limited	204,834	–
Oando E and P Holdings II Ltd	71,763	–
Oando Pacific Ltd	144	154
	167,520,255	184,470,110

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43. Commitments

The Group had outstanding capital expenditure contracted but not provided for under property, plant and equipment of N354.54 billion (2024: N356.4 billion) at December 31, 2025.

44. Events after the reporting period

a. US\$170 million Fixed Deposit Investment

Oando Energy Resources Nigeria Limited placed a fixed deposit of US\$170 million with Access Bank Plc for a tenure of three months, effective 9 January 2026 at an interest rate of 9% per annum, amounting to US\$3.44 million.

The US\$170 million is part of the proceeds of the debt factoring agreement stated on Note 38(c).

b. Receipt of US\$16.25 million from Argentil Capital Partners Limited

On 22 January 2026, OERNL received a sum of \$16.25 million in its Access Bank account from Argentil Capital Partners Limited.

c. Settlement of loan interests and vendor payables

With the US\$16.25 million stated above and the balance of US\$43.75 million (being the balance of the debt factoring proceed less the fixed deposit amount, all stated above), collectively US\$60 million, the following payments were made by the Group: settlement of outstanding interests of US\$ 14.9 million and US\$ 31.5 million on the Medium-Term Loan and Corporate Facility respectively, financial advisory fees to Argentil Capital Partners (US\$2.5 million), management fees and bank charges (US\$1.0 million), with US\$10.1 million utilised for the settlement of outstanding vendor invoices.

d. US\$60 million Overdraft Facility

Oando Servco Nigeria Limited (“OSNL”) signed a US\$60 million overdraft facility agreement with Access Bank Plc on 19 January 2026 to meet working capital requirements. The facility has a tenor of 90 days, with a fee of 1.25% and an interest rate of Secured Overnight Financing Rate (“SOFR”) plus 8% per annum. OSNL is yet to utilise the overdraft as of the date of these consolidated and separate financial statements.

e. US\$94.24 million Credit Facility

On 20 January 2026, Oando Trading DMCC (the “Borrower”) entered into a US\$94.24 million loan facility agreement with Vitol SA (the “Lender”). The facility was obtained to settle NEPL's obligations to Eni (US\$47.5 million) under the Debt Repayment Facilitation Agreement dated 19 December 2025, Oando Oil II Limited's indebtedness of US\$45.2 million to Eni, being payment to Eni under the Promissory Note dated 22 August 2024 and the Consideration Balance Promissory Note dated 13 May 2025 and settlement of vendor invoices amounting to \$1.54 million. Eni has agreed that the late payment of US\$45.2 million did not constitute an event of default under the Promissory Notes Agreements. Consequently, the treatment of the lack of payment of the instalment to Eni under the Promissory Notes as of the balance sheet date as an event of default has been reversed in these consolidated and separate financial statements.

The facility carries an interest rate of SOFR plus a margin of 6.65% per annum, with final repayment due on 31 March 2027. The facility was guaranteed by Oando PLC. Repayment of the facility is expected to be made from receipts of crude oil cargoes in accordance with the repayment terms agreed between NNPC E & P Limited (“NEPL”) and the borrower's sister companies, Oando Oil Limited and Oando Energy Resources Nigeria Limited (“Repayment Agreement”). On the same date that the facility from Vitol SA was executed, Oando Trading DMCC executed an intercompany agreement to make the proceeds of the facility available to OERNL and to formalize repayment terms in line with the Repayment Agreement.

f. US\$38 million Term Loan Facility Extension

Further to the 90-day extension of the facility granted by Fidelity Bank Plc on 24 October 2025 which expired on 24 January 2026, the bank has granted another 90-day extension for the payment of the principal amount and the accrued interest.

As at the reporting date, the outstanding principal amount of ₦54.5 billion and the accrued interest amount of ₦9.9 billion have been recognised as current liability in the subsequent period.

g. Repayment on the US\$10 million facility from Providus

On 14 October 2024, obtained a trading finance facility of US\$ 10 million for a one-year period. As at 31 December 2025, the facility had not been repaid. Outstanding principal and total accrued interest as at the balance sheet date was US\$10 million and US\$1.85 million. On 6 March 2026, Oando PLC made a payment of US\$4.2 million on the full outstanding obligation of US\$11.85 million. The fund was provided by Oando Trading DMCC and on that basis, an intercompany payable has been recognised by Oando PLC.

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h. Assignment by Oando Energy Resources Nigeria Limited (“OERNL”) of its 1% equity interest in Oil Mining Leases (OMLs) 60, 61, 62 and 63 to Oando Petroleum Natural Gas Company Limited (“OPNGL”)

On 11 February 2026, the Honourable Minister of State for Petroleum Resources (Oil) through the Nigerian Upstream Petroleum Regulatory Commission conveyed the consent on the assignment by OERNL of its 1% equity interest in OMLs 60 – 63 to OPNGL.

Consequently, OPNGL holds a 20% equity interest in the joint venture effective 11 February 2026, and OERNL ceases to be an equity partner despite its operatorship status.

i. Finance Lease Receivable on the Power Purchase Agreement with Nigerian Bulk Electricity Trading (NBET) Plc for Okpai I

The power purchase agreement (PPA) expired on 21 December 2025. This has led to the derecognition of the accounting treatment as a finance lease whose impact is US\$247 million loss in the statement of profit or loss in these consolidated and separate statements. In addition, on 18 February 2026, OERNL, acting on behalf of itself, OPNGL, and OOL signed a reconciliation agreement which has established a receivable of US\$187.7m from NBET as of 31 October 2025. These consolidated and separate financial statements reflect this reconciled receivable in addition to any further indebtedness on the basis of the PPA between 1st November and 21st December 2025 when the PPA expired. NBET continues to buy power even after the expiration of the agreement.

j. Treasury Share Transaction Adjustment

There were no adjusting events after the reporting period relating to the treasury share transactions.

Any future legal, regulatory, or tax determinations relating to this matter will be reflected in the period in which they arise.

k. The US-Iran situation and the ongoing middle east crisis

The evolving geopolitical tensions involving the United States, Iran, and the broader Middle East region continue to create uncertainty in the global economic environment, but as at the reporting date, there has been no material direct impact on the Group’s financial statements requiring adjustment. However, management will continue to monitor developments closely and assess any potential implications on future periods.

I. Presidential Executive Order No. 9

‘The President of the Federal Republic of Nigeria, on 13th February 2026 issued the Presidential Executive Order to Safeguard Federation Oil and Gas Revenues and Provide Regulatory Clarity (the “Executive Order”). The Executive Order is aimed at improving revenue accruing to the Federation Account from oil and gas operations, curbing existing leakages and institutionalising a co-ordinated regulatory framework for integrated petroleum operations in the country.

Key Provisions of the Presidential Executive Order

- Paragraph 2(2) provides that NNPC Limited shall henceforth transfer all profit oil and profit gas revenues it received as concessionaire in production sharing contracts (PSCs), profit sharing, and risk service contracts to the Federation Account.
- Paragraph 2(3) provides that all operators/contractors of oil and gas assets held under PSCs shall, from the date of the PEO, pay over the royalty oil, tax oil, profit oil and profit gas and any other interest howsoever described due to the Government of the Federation directly into the Federation Account.
- Paragraph 4(1) provides that the Nigerian Upstream Petroleum Regulatory Commission (NUPRC) shall serve as the interface with licensees and lessees in respect of integrated operations where upstream and midstream petroleum operations are fully combined. The Executive Order further requires the NUPRC and the Nigerian Midstream and Downstream Petroleum Regulatory Authority (NMDPRA) to, within two weeks of the date of the Executive Order, constitute a Joint Project Team (JPT) responsible for technical regulation of such integrated operations. The JPT is responsible for developing guidelines for the operation of integrated facilities, identifying the appropriate licences/permits/fees applicable to each integrated activity and creating a framework for allocation of regulatory fees for integrated activities between NUPRC and the NMDPRA.
- Paragraph 7 of the Executive Order defines “integrated operations” it excludes the following midstream facilities from being categorised as part of integrated operations: gas-to-liquid (GTL) plants, liquefied natural gas (LNG) plants, refineries, petrochemical and fertilizer plants, gas processing and central processing facilities that refrigerates, conditions, due points and processes gas into marketable products such as lean gas, LPG, propane, butane and NGLs and facilities to compress, transport and deliver compressed natural gas.

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Implications of the Presidential Executive Order

- Paragraphs 2(2) and 2(3) of the Executive Order may also have implications on existing forward sale and pre-export financing arrangements involving barrels to be produced from assets held under PSCs. Given that the Federation’s share of some of these barrels (including tax oil and royalty oil) have, prior to now, been pledged to off takers, and the proceeds being contractually applied towards debt service obligations, a practical challenge arises as to how those same proceeds are to be remitted directly to the Federation Account.
- The provisions above may result in implementation difficulties because NNPC Limited, as concessionaire, typically undertakes the lifting and marketing of royalty oil, tax oil, and the Federation’s share of profit oil. The contractor’s profit oil entitlement is then lifted separately in accordance with the agreed allocation procedures. Thus, the Federation’s entitlements (royalty oil, tax oil, and concessionaire’s share of profit oil) are operationalised through NNPC’s lifting arrangements, rather than by direct remittance from contractors. Accordingly, a requirement for contractors to directly remit royalty oil, tax oil and profit oil to the Federation Account may present practical challenges since the contractors do not control the lifting of those volumes.
- The Guidelines on Classification of Integrated Upstream and Midstream Petroleum Operations 2023 (the “NUPRC Guidelines”) previously issued by the NUPRC to administer/regulate the designation of integrated petroleum operations may be overtaken/repealed by the new regulatory framework to be issued by the JPT.
- Gas processing facilities which were previously classified by the NUPRC in 2025 as integrated upstream operations under the NUPRC Guidelines and therefore placed under the exclusive regulatory authority of the NUPRC may now fall outside that classification under the Executive Order and placed under the NMDPRA’s regulatory purview.

m. Funded Participation Agreement

Oando Leopard Limited (“Grantor”), a Mauritius entity, signed a five-year unguaranteed \$200 million Funded Participation Agreement (“FPA”) with a commodity trader (“Participant”), a United Arab Emirates entity, dated 21 April 2026. The Grantor plans to repay the FPA through a back-to-back with the Leopard 2B facility. The arrangement entitles the Grantor to One point Zero (1.0) standard NNPC cargoes per annum per USD 100 million participation. The PFA attracts a 2% default interest per annum in the case of default by the Grantor.

As of the date of approval of these consolidated and separate financial statements, the Participant has funded \$100 million out of the total \$200 million and the Grantor has received the \$100 million. The received amount has been on-lent to Lepard Funding Limited, an SPV of the Nigerian National Petroleum Company Limited after payment of an upfront fee of \$2 million, at an interest rate which is back-to-back with the FPA.

n. Project Restore - Related Party Transactions

In April 2026, the Company completed Tranche 2 distribution of 604,348,395 ordinary shares to it shareholders. The successful completion of Tranches 1 in August 2025 and Tranches 2, concludes the first phase of the distribution which was approved on 08 July, 2025.

In anticipation of settlement of the agreed Whitmore indebtedness of ₦420.36 billion, Whitmore issued a promissory note for the said amount in favour of Oando PLC on 20 December 2024 and delivered to the order of Oando PLC 4,279,042,004 shares of Oando PLC held by OODP Nigeria (ultimately owned by Whitmore) as full and final settlement of the indebtedness. The delivery of the shares by OODP and receipt by Oando PLC as full and final settlement of the indebtedness resulted in the extinguishment of the receivable and treasury shares recognised in equity in line with IFRS 32.

At the 45th Annual General Meeting (AGM) on 17 December 2024, the members of Oando PLC approved a resolution that the shares or their cash equivalent may be distributed to shareholders of record at date(s) as may be determined by the Board of Directors before any distribution, from time to time, on a pro-rata basis. Exercising their authority under the approved resolution, the Board of Directors in January 2025 approved the Phase 1 distribution of 1,283,712,601 shares in two (2) tranches with tranche one comprising 679,364,206 shares tranche two comprising 604,348,395. The Company completed the distribution of the tranche one shares to the existing shareholders on 14 August 2025 on the basis of one (1) new ordinary share of 50 kobo each for every twelve (12) ordinary shares held following regulatory clearance in July 2025. The tranche two distribution was completed in April 2026.

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

o. OPDCL Share Sale and Purchase Agreement

On 19 June 2026, Oando Petroleum Development Company Limited (the Seller) and Energia Limited (the Buyer) entered into a Sale and Purchase Agreement (SPA) for the transfer of the Seller’s 95% equity interest in Oando Production and Development Company Limited (OPDC) to the Buyer for a base sale price of \$48.45 million plus other closing adjustments. OPDC holds a 45% participating interest in Oil Mining Lease 56 (OML 56), now redesignated as Petroleum Mining Lease 23 (PML 23). The Buyer has paid the agreed deposit amount of \$9.69 million as of 30th June 2026.

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45. Contingent liabilities

(i) (a) Guarantees to third parties

Guarantees, performance bonds, and advance payment guarantees issued by the Group to commercial banks and third parties amounted to ₦2.6 trillion (2024: ₦2.6 trillion).

(b) Charge on the assets of the Company and other relevant members of the Group in accordance with paragraph 49 of First Schedule of CAMA 2020

Entity	Instrument (Deed, mortgage trust etc.)	Description	Summary of charges/pledge	Beneficiary
Oando PLC	Deed of Share Charge	Deed of Share Charge dated 5th May 2014 between Oando Plc and FBNQuest Trustees Limited in relation to the OER Corpora te Facility	Pledge over Oando Plc's shares (including all related rights) in the following entities: i. Oando Qua Ibo Limited ii. Petroleum Development Company Limited iii. Oando OML 125 & 134 Limited iv. Oando Akepo Limited	FBNQuest Trustees Limited
Oando PLC	Share Charge	Deed of Share Charge dated 8th October 2014 between amongst others Oando Plc, Wings Mauritius Limited (formally RMB Westport Wings), SB Wings Development Limited as Chargors, Stanbic IBTC Trustees Limited as Trustee and Oando Wings Development Limited	Pledge over Oando Plc's shares in Oando Wings Development Limited	Stanbic IBTC Trustees Limited
Oando OML 60 – 63 Limited	Share Charge	Deed of Variation dated 11th October 2019 in respect of the Deed of Share Charge Originally dated 31st July 2014 as subsequently replaced on 21st December 2015 between Oando OML 60,61,62&63 Limited, Oando Oil Limited, Standard Chartered Bank and African Export Import Bank	Charge over shares of Oando OML 60,61,62&63 Limited in Oando Oil Limited in relation to the RBL agreement dated 31st July 2014, as amended fronttime to time	African Export-Import Bank
Oando OML 60 – 63 Limited	Share Charge	Deed of share charge dated 11th October 2019 between Oando OML 60,61,62&63 Limited, Oando Oil Limited, and African Export Import Bank	Charge over shares of Oando OML 60,61,62&63 Limited in Oando Oil Limited in relation to Oando Oil Limited's \$524,590,723.97 RBL facility (RBL 2)	African Export-Import Bank
Oando OML 60 – 63 Limited	Security assignment deed	Deed of variation in respect of the security assignment deed dated 31 July 2014 as subsequently replaced on 21st December 2015	Assignment of rights under shareholders' agreement in relation to the RBL agreement dated 31st July 2014, as amended from time to time	African Export-Import Bank
Oando OML 60 – 63 Limited	Security assignment deed	Security assignment deed dated 11th October 2019 between Oando OML 60,61,62 & 63 Limited and African Export-Import Bank	Assignment of rights under shareholders' agreement to secure debt under in relation to a \$524,590,723.97 RBL facility (RBL 2)	African Export-Import Bank
Oando Servco Nigeria Limited	Security assignment in respect of services agreement	Deed of Security assignment dated 11th October 2019 in respect of the Oando Servco Nigeria services agreement (as amended by a supplemental deed of security assignment)	Assignment of rights under services agreement as security for the \$524,590,723.97 RBL facility (RBL 2) and Oando Servco Nigeria/Ecobank \$50million facility	African Export-Import Bank
Oando Servco Nigeria Limited	Debenture	Composite Security Debenture dated 30th December 2019 between Oando Servco Nigeria Limited and African Export-Import Bank	Charge over assets of Oando Servco Nigeria Limited as security for the \$524,590,723.97 RBL facility (RBL 2) and Oando Servco Nigeria Limited/Ecobank \$50million facility	African Export-Import Bank for the secured parties (i.e. African Export-Import Bank and Ecobank Development Company Limited)
Oando Production and Development Company Limited	All Asset Debenture	All Asset Debenture between Oando Production and Development Company Limited and FBNQuest Trustees Limited in relation to OER's corporate facility	Charge over Oando Production and Development Company Limited assets	FBNQuest Trustees Limited
Oando Akepo Limited	All Asset Debenture	All Asset Debenture between Oando Akepo Limited and FBNQuest Trustees Limited in relation to OER's corporate facility	Charge over Oando Akepo Limited's assets	FBNQuest Trustees Limited
Oando Qua Ibo Limited	Debenture	All assets debenture between Qua Ibo Limited and FBN Quest Trustees Limited in relation to OER's corporate facility lenders	Charge over the assets of Oando Qua Ibo Limited	FBNQuest Trustees Limited

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Entity	Instrument (Deed, mortgage trust etc.)	Description	Summary of charges/pledge	Beneficiary
Oando OML 125 & 134 Limited	Debenture	All assets debenture between Oando OML 125 & 134 Limited and FBNQuest Trustees Limited in relation to OER's corporate facility	Charge over the assets of Oando OML 125&134 Limited	FBNQuest Trustees Limited
Oando Energy Resources Nigeria Limited	Security Deed	Security deed dated 22nd August 2024 relating to a charge over 1% participating interest held by Oando Energy Resources Nigeria Limited in OML 60-63 between Oando Energy Resources Nigeria Limited and African Export Import Bank in connection with Oando Petroleum and Natural Gas Company Limited's RBL and Junior Facilities	Relating to a charge Over 1% Participating Interest Held by the Chargor In Oil Mining Leases 60, 61, 62 And 63	African Export-Import Bank
Oando Clean Transport Solutions Limited	Debenture	Fixed and Floating debenture between Oando Clean Transport Solutions Limited and Wema Bank Plc in connection with the financial accommodation provided to Oando Clean Energy Limited by Wema Bank Plc	Charge over assets of Oando Clean Transport Solutions Limited	Wema Bank Plc

(c) Open letters of credit in respect of crude offtake and prefinancing cargoes amounted to ₦522.9 billion/\$364.38 million (2024: ₦15.2 billion/\$9.9 million) at the reporting date from which no material liability is anticipated to arise.

(ii) Pending litigation

There are a number of legal suits outstanding against the Group for stated amounts of ₦1.4 trillion (2024: ₦5.3 trillion). Of the total legal suits outstanding, ₦1.4 trillion (2024: ₦5.3 trillion) was filed against the E&P's division portion of OML 60-63. On the advice of Counsel, the Board of Directors are of the opinion that no material losses are expected to arise. Therefore, no provision has been made in these consolidated and separate financial statements and the Group has not pledged any valuable security in connection to the liabilities.

(iii) Bilabri Oil Field (OML 122)

In 2007, OER transferred, under the Bilabri Settlement Agreement, the full responsibility for completing the development of the Bilabri oil field in OML 122 to Peak Petroleum Industries (Nigeria) Limited ("Peak"). Peak specifically assumed responsibility for the project's future funding and historical unpaid liabilities. In the event that Peak fails to meet its obligations to the projects creditors, it remains possible that OER may be called upon to meet the debts. Therefore, a contingent liability of \$21.7 million exists at December 31, 2020 (2020 – \$21.7 million).

On May 26, 2015, Peak and Equator Exploration (OML 122) Limited signed a Settlement Agreement which set out the terms under which Peak would pay Equator Exploration (OML 122) Limited the sum of \$52.2 million ("Settlement Amount") as full and final settlement of its indebtedness to Equator Exploration (OML 122) Limited, three months from the date of the Settlement Agreement. Peak requested for an extension of time to pay the Settlement Amount which was granted by Equator Exploration (OML 122) Limited. Peak failed to pay the Settlement Amount leading to a termination of the agreement on February 16, 2017. Equator Exploration (OML 122) Limited has deemed this to be a contingent asset until such time as when the inflow of economic benefit from Peak becomes virtually certain. As a result of Peak's failure to pay the Settlement Amount, Equator commenced and has successfully obtained court orders to wind up Peak. These orders are under appeal by Peak on the following grounds, that; (a) The Court had no jurisdiction to hear the Petition because there was an extant order of the Court restraining Equator from taking any steps to wind-up Peak; (b) The Court breached Peak's right to fair hearing when it proceeded to hear and determine the Petition on a day the matter was set down for Report of Settlement; and (c) Peak had filed and entered the 1st and 2nd appeal at the Court of Appeal against the orders of the lower Court. The appeals last came up on 2nd December 2020 for report for settlement/hearing of pending applications. However, the court did not sit, and the court is yet to fix a further date for the hearing of the appeal. The judgement of the Appeal Court would be subject to further appeal to the Supreme court if the unsuccessful party decides to file an appeal to the Supreme court.

(iv) OPL 321 and OPL 323

Equator joined a consortium, comprising ONGC Videsh and Owel to form a bidding group for the deepwater blocks OPL 321 and OPL 323 (Blocks") in the 2005 round and won the bids for the Blocks. However, the Korea National Oil Corporation (KNOC) sought to exercise a prior right of first refusal that had been negotiated with the FGN and the Blocks were awarded to KNOC, ONGC and an LCV. ONGC rejected its portion and Equator was appointed to replace ONGC in the award.

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In January 2009, the Nigerian government voided the allocation of the Blocks to the operator, KNOC and re-allocated the Blocks to the initial winning consortium of the 2005 licensing round comprising ONGC Videsh, Equator and Owel. KNOC brought a lawsuit against the government and a judgement was given in their favor. The government and Owel appealed the judgement. The Court of Appeal ruled against KNOC on the grounds that it instituted its original action wrongly. KNOC filed an appeal to the Supreme Court in June 2012. In February 2017, the Supreme Court affirmed the decision of the Court of Appeal. In 2009, the government refunded the signature bonus paid by Equator. Equator has not recognized a liability to the government for the blocks subsequent to the refund of the signature bonus. Following the decision of the Supreme Court, Equator declared its intention to continue to invest in the blocks. ONGC declined further interest in the Blocks.

Two of Equator’s bidding partners were not included in the original bid as direct participants in the PSCs, as a result, Equator granted those bidding partners 3% and 1% carried economic interests respectively in recognition of their contribution to the consortium. During 2007, in order to pave way for a potential farm-out of the Blocks by Equator, it was agreed with the bidding partners that they would surrender their carried interests in the Blocks in return for warrants in Equator and payments of \$4 million and \$1 million. The warrants were issued immediately but it was agreed that the cash payments would be deferred until the farm-out is completed and Equator receives payment thereof. The warrants have expired. In the first instance, payment would be made within 5 days after the closing of the farm out to a subsidiary of BG Corporation PLC (BG). However, BG terminated the farm out agreement. Under the successor obligation, Equator issued loan notes with an aggregate value of \$5 million to the two entities which are redeemable out of the first \$5 million of proceeds received on the occurrence of any one of the following events related to OPL 321 or OPL 323:

- A farm out with another party;
- A sale or partial sale of the interests; and
- A sale or partial sale of subsidiaries holding the relevant PSCs

During 2010, one of the two entities successfully sued Equator in an arbitration tribunal for the sum of \$1 million, claiming rights under the successor obligation. This has been paid in full. The other entity did not commence any arbitration against Equator. On the advice of legal counsel, Equator maintains that the remaining \$4 million owed to the other party is not yet due as none of the triggers for the payment has occurred and that any second arbitration hearing can be successfully defended. If none of the above events occur, it is assumed that Equator will not need to settle the \$4 million loan note and can defer payment indefinitely. The above contingencies are based on the best judgements of the board of directors and management.

On 26 June 2024, the Plaintiff (Owel Petroleum Services Limited), filed a Motion seeking the Court to grant an Interlocutory Injunction restraining the Nigerian Upstream Petroleum Regulatory Commission (“NUPRC”) from re-awarding the OPLs 321 and 323 whether under the 2024 Bid Round or at all, until the determination of the suit. The suit remains ongoing.

(v) Contingent Liabilities and Legal Matters

Following certain equity transactions undertaken during the year, questions were raised regarding compliance with specific provisions of the Companies and Allied Matters Act, 2020, including provisions relating to transactions in own shares and capital maintenance.

As at the reporting date:

- no litigation had been commenced against the Group;
- no regulatory directive or enforcement action had been issued; and
- no obligation existed requiring the Group to reverse or unwind the transactions executed.

Management, has concluded that no present obligation existed at the reporting date within the meaning of IAS 37 and, accordingly, no provision has been recognised.

The Directors will continue to monitor developments in this area and will take appropriate action should circumstances change.

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46. Subsidiaries’ information

(a) Below is a summary of the principal subsidiaries of the Group

Entity name Operational subsidiaries	Country of incorporation	Investment Currency	Nature of business	Issued share capital	Percentage interest held 2025	Percentage interest held 2024
Direct Shareholding						
Oando Logistics and Services Limited	United Kingdom	GBP	Logistics and services	1	100%	100%
Oando Resources Limited	Nigeria	Naira	Exploration and Production	10,000,000	100%	100%
Oando Terminals and Logistics	Nigeria	Naira	Storage and haulage of petroleum products	2,500,000	100%	100%
Oando Trading DMCC	Dubai	Dirhams	Supply of crude oil and refined petroleum products	36,600,000	100%	100%
XRS 1	Cayman Islands	USD	Investment company	50,000	100%	100%
Oando Trading Limited	Bermuda	USD	Supply of crude oil and refined petroleum products	3,500,000	100%	100%
Oando Equator Holdings Limited	Bermuda	USD	Financial holding company	12,000	100%	100%
Calabar Power Limited	Nigeria	Naira	Financial holding company	2,500,000	100%	100%
Oando Exploration and Production Limited	Nigeria	Naira	Exploration and Production	12,500,000	100%	100%
Oando Netherlands Holdings 2 Cooperative U.A	Netherlands	Euro	Financial holding company	–	100%	100%
Oando Netherlands Holdings 3 Cooperative U.A	Netherlands	Euro	Financial holding company	–	100%	100%
0902702 BC Limited	British Columbia	USD	Exploration and Production/ Holding Company	1	100%	100%
Oando E&P Holdings Limited	Canada	CDN\$	Financial holding company	792,228,566	12.03%	12.03%
Oando Gazelle BVI	BVI	USD	Project Gazelle	50,000	100%	–
Oando Trading & Supply BVI Limited	BVI	USD	Trading Company	50,000	100%	–
Oando Supply & Trading DMCC	UAE	Dirhams	Trading Company	50,000	100%	–
Oando Gazelle Ltd Mauritius	Mauritius	USD	Project Gazelle	100	100%	–
Oando Yield Ltd	Mauritius	USD	Project Yield	100	100%	–
Oando E&P IV Limited	Nigeria	Naira	Exploration & Production	1,000,000	100%	–
Oando E&P Limited	Nigeria	Naira	Shelf company	1,000,000	100%	–
Oando Hydrocarbons Limited	Nigeria	Naira	Exploration & Production	1,000,000	100%	–
Oando V Limited	Nigeria	Naira	General Contracts	1,000,000	100%	–
Oando Gazelle DMCC	UAE	Dirhams	Trading Company	100,000	100%	–
Oando Investments Limited	Nigeria	NGN	Investment Holding Company	1,000,000	100%	–
Oando Energies Limited	Nigeria	NGN	Investment Holding Company	1,000,000	100%	–
Oando Exploration and Production Angola Limited	Cayman Islands	USD	Exploration & Production	1	100%	–
Oando Treasures Limited	Mauritius	USD	Investment Holding Company	100	100%	–
Oando Leopard Limited	Mauritius	USD	Project Leopard	100	100%	–
Oando Pacific Limited	Mauritius	USD	Investment Holding Company	100	100%	–
Oando Gulf Limited	Mauritius	USD	Investment Holding Company	100	100%	–
Oando E&P Holdings II Limited	Cayman Islands	USD	Unrestricted	50,000	100%	–

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Entity name Operational subsidiaries	Country of incorporation	Investment Currency	Nature of business	Issued share capital	Percentage interest held 2025	Percentage interest held 2024
Indirect Shareholding						
Ebony Oil and Gas South Africa Proprietary Limited	South Africa	Rand	Storage, Trading and Distribution of Petroleum and Gas Products	120	100%	100%
Royal Ebony Terminal Proprietary Limited	South Africa	Rand	Storage, Trading and Distribution of Petroleum and Gas Products	980	49%	49%
Ebony Trading Rwanda Limited	Rwanda	Rwandan Francs	Storage, Trading and Distribution of Petroleum and Gas Products	100,000,000	100%	100%
Petrad Mozambique Limitada	Mozambique	MZM	Storage, Trading and Distribution of Petroleum and Gas Products	200,000	100%	100%
XRS 11	Cayman Island	USD	Aviation	50,000	100%	100%
Churchill Finance C300-0462 Limited	Bermuda	USD	Aviation	1	100%	100%
*Oando E&P Holdings Limited	Canada	CDN\$	Financial holding company	792,228,566	86.86%	86.24%
Ebony Energy Limited	Uganda	UGND	Storage, Trading and Distribution of Petroleum and Gas Products	1,000,000	100%	100%
Bitumen Resources Limited	Nigeria	Naira	Holding Company	10,000,000	100%	100%
Lakel Afrik Petroleum Limited	Nigeria	Naira	Bitumen Exploration and Production	25,000,000	100%	100%
Road Bit Limited	Nigeria	Naira	Shelf company	6,250,000	100%	100%
Trans-Africa Mining Resources Limited	Nigeria	Naira	Mining Activities	10,000,000	100%	100%
Bit Mines Resources Limited	Nigeria	Naira	Holding Company	6,250,000	100%	100%
Oando Petroleum and Natural Gas Company Limited (OPNGL)	Nigeria	Naira	Exploration and Production	100,000,000	100%	100%
Oando Oil II Coöperatief U.A	Netherlands	Euro	Financial holding company	100	100%	100%
Carmine Energy Investments Limited	Nigeria	Naira	Investment Holding Company	1,000,000	100%	–
Fast Energy Investments Limited	Nigeria	Naira	Investment Holding Company	1,000,000	100%	–
Oando Oil III Coöperatief U.A	Netherlands	Euro	Financial holding company	100	100%	–
Lithiwave Nigeria Limited	Nigeria	Naira	Mineral Exploration and Production	1,000,000	100%	–
Lithium Development Company Limited	Nigeria	Naira	Mineral Exploration and Production	1,000,000	100%	–
Oando Oil Holdings Limited	Bermuda	USD		50,000	100%	–
Ife North Gold Limited	Nigeria	NGN	Mining Activities	10,000,000	100%	–
Oando Oil IV Cooperatief U.A.	Netherlands	EUR		100	100%	–
Oando Oil V Cooperatief U.A.	Netherlands	EUR		100	100%	–
Oando Energy Resources Nigeria Limited (OERNL)	Nigeria	NGN	Exploration and Production Company	100,000,000	100%	–
Stanhope Energy DMCC	UAE	Dirhams	Trading Company	50,000	100%	–
Oando Oil III Limited	Nigeria	NGN	Project Okinawa	100,000,000	100%	–
Oando Oil II (BVI) Limited	British Virgin Islands	USD	Holding Company	50,000	100%	–
Oando E&P Holdings III Limited	Cayman Islands	USD	Unrestricted	50,000	100%	–

* At the balance sheet date, Oando PLC holds an indirect interest of 58.39% (2024: 86.76%) in Oando E&P Holdings Limited through Calabar Power Limited 21.08% (2024: 21.05%) and Oando Resources Limited 37.31% (2024: 65.7%).

All subsidiary undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the parent company do not differ from the proportion of Ordinary Shares held.

(b) Summarised financial information on subsidiaries with material non-controlling interests

Set out below are the summarised financial information for each subsidiary that has non-controlling interests that are material to the Group as at 31 December.

	Oando Petroleum and Natural Gas Company Limited (OPNGL)		Oando E&P Holdings Limited		Oando Energy Resources	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Summarised statement of profit or loss						
Revenue	180,863,029	–	–	–	255,735,836	286,641,895
(Loss)/profit before income tax	(91,698,953)	–	208,410,475	–	243,673,069	(60,540,616)
Taxation	65,234,013	–	–	–	73,656,040	(37,806,128)
(Loss)/profit after taxation	(26,464,940)	–	208,410,475	–	317,329,109	(98,346,744)
Total comprehensive (loss)/profit	(26,464,940)	–	208,410,475	–	317,329,109	(98,346,744)
Non-controlling interest proportion	1.1%	0.0%	1.1%	0.0%	1.1%	1.2%
(Loss)/profit allocated to non-controlling interests	(291,561)	–	2,319,224	–	(853,645)	(4,736,213)
Dividends paid to non-controlling interests	–	–	–	–	–	–
Summarised statement of financial position						
Current:						
Asset	374,798,220	–	–	–	805,159,709	275,263,467
Liabilities	(1,347,153,170)	–	(41,314,826)	–	(3,131,412,171)	(2,825,787,112)
Net current liabilities	(972,354,950)	–	(41,314,826)	–	(2,326,252,462)	(2,550,523,645)

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	Oando Petroleum and Natural Gas Company Limited (OPNGL)		Oando E&P Holdings Limited		Oando Energy Resources	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Non-current						
Asset	1,667,158,568	–	821,833,374	–	2,289,402,218	2,781,940,504
Liabilities	(188,081,570)	–	–	–	(270,545,689)	(366,619,520)
Net non-current assets	1,479,076,998	–	821,833,374	–	2,018,856,529	2,415,320,984
Net assets/(liabilities)	506,722,048	–	780,518,548	–	(307,395,933)	(135,202,661)
Accumulated non-controlling interest	5,581,391	–	(7,235,466)	–	(34,765,892)	(35,390,833)

	Oando Petroleum and Natural Gas Company Limited (OPNGL)		Oando E&P Holdings Limited		Oando Energy Resources	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Summarised cash flows						
Cash generated from operations	316,537,117	–	–	–	362,597,188	439,830,643
Interest paid	(125,308,140)	–	–	–	(51,586,537)	(32,096,193)
Income tax paid	–	–	–	–	(2,902,214)	(1,690)
Net cash generated from operating activities	191,228,977	–	–	–	308,108,437	407,732,760
Net cash used in investing activities	(19,470,379)	–	–	–	(39,503,590)	(36,115,276)
Net cash used in financing activities	(158,825,500)	–	–	–	(306,710,136)	(325,969,421)
Net increase in cash and cash equivalents	12,933,099	–	–	–	(38,105,289)	45,648,063
Cash and cash equivalents at beginning of year	5,198,585	–	–	–	90,439,546	26,238,966
Exchange gain on cash and cash equivalents	(6,161,563)	–	–	–	7,394,371	18,552,517
Cash and cash equivalents at end of year	11,970,121	–	–	–	59,728,628	90,439,546

	Oando Oil II Coöperatief U.A	
	2025 N'000	2024 N'000
Summarised statement of profit or loss		
Revenue	–	–
Loss before income tax	(30,141,344)	–
Taxation	–	–
Loss after taxation	(30,141,344)	–
Total comprehensive loss	(30,141,344)	–
Non-controlling interest proportion	1.1%	0.0%
Loss allocated to non-controlling interests	(332,063)	–
Dividends paid to non-controlling interests	–	–
Summarised statement of financial position		
Current:		
Asset	41,281,607	–
Liabilities	(345,144,116)	–
Net current liabilities	(303,862,509)	–
Non-current:		
Asset	251,996,109	–
Net non-current assets	251,996,109	–
Net assets	(51,866,400)	–
Accumulated non-controlling interest	(571,406)	–

(c) Change in ownership interests in subsidiaries that do not result in a loss of control

The third batch of 4,110,085 shares of OEPH for a total consideration of \$7 million (~~₦~~1.8 billion/\$4 million at December 2022 plus \$3 million payment made in Q4 2023) were transferred to Calabar Power on 16 February 2024 thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 98.789% at same date (see page 149).

The loss on the deemed disposal has been recognised directly in equity.

Impact of change in ownership interests in subsidiary that do not result in a loss of control reflected in statement of changes in equity is as analysed below:

	Group 2025 N'000	Group 2024 N'000
Consideration paid to non-controlling interest	–	(10,759,511)
Decrease in non-controlling interest	–	405,446
Group's loss on deemed disposal	–	(10,354,065)

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47. (a) Financial instruments by category

	Financial assets at fair value through profit and loss N'000	Financial assets at amortised cost N'000	Financial assets at fair value through other comprehensive income N'000	Total N'000
GROUP – 2025				
Assets per statement of financial position:				
Financial assets at fair value through profit or loss (FVPL)	1,089,032	–	–	1,089,032
Non-current receivable	–	483,594,729	–	483,594,729
Trade and other receivables*	–	2,182,753,575	–	2,182,753,575
Derivative financial assets	12,285,337	–	–	12,285,337
Restricted cash	–	37,431,198	–	37,431,198
Cash and cash equivalents	–	439,882,748	–	439,882,748
	13,374,369	3,143,662,250	–	3,157,036,619
* Excluding non-financial assets.				
		Financial liabilities at fair value through profit and loss N'000	Financial liabilities at amortised cost N'000	Total N'000
2025				
Liabilities per statement of financial position:				
Borrowings		–	2,695,370,098	2,695,370,098
Lease liabilities		–	1,044,597	1,044,597
Trade and other payables		–	3,866,800,319	3,866,800,319
		–	6,563,215,014	6,563,215,014
	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Financial assets at fair value through other comprehensive income N'000	Total N'000
2024				
Assets per statement of financial position:				
Financial assets at fair value through profit or loss (FVPL)	442,671	–	–	442,671
Non-current receivable	–	495,590,553	–	495,590,553
Trade and other receivables*	–	745,577,179	–	745,577,179
Derivative financial assets	7,708,825	–	–	7,708,825
Restricted cash	–	54,243,431	–	54,243,431
Cash and cash equivalents	–	221,775,277	–	221,775,277
	8,151,496	1,517,186,440	–	1,525,337,936
* Excluding non-financial assets.				
		Financial liabilities at fair value through profit and loss N'000	Financial liabilities at amortised cost N'000	Total N'000
2024				
Liabilities per statement of financial position:				
Borrowings		–	2,771,883,888	2,771,883,888
Lease liabilities		–	31,406,761	31,406,761
Trade and other payables		–	2,500,047,570	2,500,047,570
		–	5,303,338,219	5,303,338,219

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	Financial assets at fair value through profit and loss N'000	Financial assets at amortised cost N'000	Financial assets at fair value through other comprehensive income N'000	Total N'000
COMPANY – 2025				
Assets per statement of financial position:				
Financial assets at fair value through profit or loss (FVPL)	339,029	–	–	339,029
Trade and other receivables*	–	8,962,265	–	8,962,265
Cash and cash equivalents	–	2,899,294	–	2,899,294
	339,029	11,861,559	–	12,200,588
* Excluding non-financial assets.				
		Financial liabilities at fair value through profit and loss N'000	Financial liabilities at amortised cost N'000	Total N'000
2025				
Liabilities per statement of financial position:				
Borrowings		–	106,661,338	106,661,338
Lease liabilities		–	40,243,838	40,243,838
Trade and other payables		–	241,687,838	241,687,838
		–	388,593,014	388,593,014
	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Financial assets at fair value through other comprehensive income N'000	Total N'000
2024				
Assets per statement of financial position:				
Financial assets at fair value through profit or loss (FVPL)	422,562	–	–	422,562
Trade and other receivables*	–	17,989,425	–	17,989,425
Investment in subsidiaries	–	4,410,854	–	4,410,854
	422,562	22,400,279	–	22,822,841
* Excluding non-financial assets.				
		Financial liabilities at fair value through profit and loss N'000	Financial liabilities at amortised cost N'000	Total N'000
2024				
Liabilities per statement of financial position:				
Borrowings		–	124,141,762	124,141,762
Lease liabilities		–	57,917,758	57,917,758
Trade and other payables		–	277,263,361	277,263,361
		–	459,322,881	459,322,881

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(b) Financial Instruments: Carrying values and fair values

Group	Carrying amounts		Fair values	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Finance lease receivables	473,265,384	178,290,033	470,478,263	190,368,786
Non-current receivables	483,594,729	495,590,553	–	–
Finance lease receivables	–	473,265,384	–	470,478,263
Derivative financial assets	12,285,337	7,708,825	12,285,337	7,708,825
Financial assets available for sale measured at the fair value	1,089,032	442,671	1,089,032	442,671
Lease liabilities	1,044,597	31,406,761	1,072,335	7,314,954
Borrowings	2,695,370,098	2,771,883,888	2,702,992,066	2,338,523,613

Company	Carrying amounts		Fair values	
	2025 N'000	2024 N'000	2025 N'000	2024 N'000
Finance lease receivables	473,265,384	178,290,033	470,478,263	190,368,786
Finance lease receivables	39,194,457	50,840,045	32,192,016	40,878,660
Financial assets available for sale measured at the fair value	339,029	422,562	339,029	422,562
Lease liabilities	40,243,838	57,917,758	32,349,172	45,765,046
Borrowings	106,661,338	124,141,762	103,162,795	121,879,474

48. Upstream activities

(a) Details of upstream assets

	Mineral rights acquisition N'000	Land and Leasehold improvements N'000	Expl. costs and producing wells N'000	Production Well N'000	Oil and gas properties N'000	Other fixed assets N'000	Total N'000
Opening NBV 1 January 2024							
Opening net book amount	19,239,016	2,785,828	77,584,883	693,284,766	205,389,574	18,565,588	1,016,849,655
Decommissioning costs	–	–	–	–	(363,694,768)	–	(363,694,768)
Decommissioning costs (business acquisition – Note 41)	–	–	–	–	363,658,946	–	363,658,946
Additions	221,611	(241,003)	1,437,698	(192,436)	9,088,117	5,508,480	15,822,467
Additions – Business acquisition (Note 15)	–	–	50,579,786	559,784,781	856,901,254	12,378,013	1,479,643,834
Transfer from exploration and evaluation asset	–	–	–	33,508,222	–	–	33,508,222
Depletion/depreciation charge*	(67,052)	–	(3,190)	(39,538,047)	(22,491,427)	(674,947)	(62,774,663)
Exchange difference	13,602,276	1,969,747	53,283,789	468,854,788	101,583,649	12,674,237	651,968,486
At 31 December 2024	32,995,851	4,514,572	182,882,966	1,715,702,074	1,150,435,345	48,451,371	3,134,982,179

	Mineral rights acquisition N'000	Land and Leasehold improvements N'000	Expl. costs and producing wells N'000	Production Well N'000	Oil and gas properties N'000	Other fixed assets N'000	Total N'000
Opening NBV 1 January 2025							
Opening net book amount	32,995,851	4,514,572	182,882,966	1,715,702,074	1,150,435,345	48,451,371	3,134,982,179
Decommissioning costs (revision of estimate)	–	–	–	–	(271,337,751)	–	(271,337,751)
ARO addition	–	–	–	–	7,545,330	–	7,545,330
Addition from IPP valuation (Note 22i)	–	–	–	–	–	218,851,327	218,851,327
Additions	(217,220)	1,472,971	(3,676,782)	32,130,927	60,396,672	5,307,521	95,414,089
Write-off*	–	–	(2,142,379)	–	–	–	(2,142,379)
Depletion/depreciation charge	(38,038)	–	1,778,452	(61,491,934)	(27,064,570)	(1,422,749)	(88,238,839)
Exchange difference	(2,138,610)	(362,390)	(11,749,595)	(110,442,348)	(64,307,093)	(3,341,415)	(192,341,451)
At 31 December 2025	30,601,983	5,625,153	167,092,662	1,575,898,719	855,667,933	267,846,055	2,902,732,505

* Write off represents capital projects that are deemed irrecoverable.
See Note 15 for inclusion of upstream assets in the Group's property, plant and equipment.

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(b) Joint arrangements

The Group participates in various upstream exploration and production (E&P) activities through joint operations with other participants in the industry. Details of concessions are as follows:

Subsidiary	License	Operator	Working/ Participating interest	Location	License type	Expiration date	Status
Oando Production and Development Company Limited	PML 13 (formerly OML 56)	Energia	45% participatory interest	Onshore	JV	December 12, 2043	Producing
Oando Qua Ibo Limited	PML 23 (formerly OML 13)	Network Exploration and Production Company Limited	40% working interest	Onshore	JV	December 12, 2043	Producing
Oando Oil Limited	OML 60, 61, 62 and 63	Oando Energy Resources Nigeria Limited	20% working interest	Onshore	JV	June 13, 2027	Producing
Oando Petroleum and Natural Gas Company Limited (OPNGL)	OML 60, 61, 62 and 63	Oando Energy Resources Nigeria Limited	19% working interest	Onshore	JV	June 13, 2027	Producing
Oando Energy Resources Nigeria Limited (OERNL)	OML 60, 61, 62 and 63	Oando Energy Resources Nigeria Limited	1% working interest	Onshore	JV	June 13, 2027	Producing
Oando Deepwater Exploration Producing Nigeria Limited	OML 145	ExxonMobil	20% working interest	Offshore	PSC	June 12, 2032	Non-
Oando 131 Limited Producing	OML 131	Oando 131 Limited	95% participatory interest	Offshore	PSC	April 13, 2025	Non-
Medal Oil Company Limited Producing	OML 131	Oando 131 Limited	5% participatory interest	Offshore	PSC	April 13, 2025	Non-
Equator Exploration Nigeria Producing 323 Limited	OPL 323	KNOC	30% participating interest	Offshore	PSC	March 10, 2036	Non-
Equator Exploration Nigeria Producing 321 Limited	OPL 321	KNOC	30% participating interest	Offshore	PSC	March 10, 2036	Non-
Equator Exploration STP Producing Block 5 Limited	Block 5	Kosmos Energy	20% participating interest	Offshore	PSC	May 13, 2041	Non-
Equator Exploration STP Producing Block 12 Limited	Block 12	Kosmos Energy	22.5% participating interest	Offshore	PSC	February 22, 2044	Non-
Oando Energy Resources Nigeria Limited (OERNL)	OML 149 Producing	Global Energy Company Ltd	48% participating interest	Onshore	PSC	February 4, 2035	Non-
Oando Exploration And Producing Production Ltd	OPL 282	OERNL	94% – 4% working interest owned via Alliance Oil (Alliance Oil owns 10% interest, and OEPL owns 40% interest in Alliance Oil); 90% participating interest via OERNL	Onshore	PSC	July 9, 2015	Non-

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49. Going concern

The Group has a significant working capital deficiency and financing constraints as described below. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as a going concern.

Although the Company recorded total comprehensive profit for the year ended 31 December 2025 of ₦468.6 billion (2024: ₦111.8 billion) and generated positive operating cash flows of ₦26.7 billion (2024: net cash outflow of ₦7.3 billion), management notes that profitability does not mitigate the significant liquidity constraints faced by the Company. As at that date, the Company also recorded net current liabilities of ₦375.8 billion (2024: net current liabilities of ₦410.5 billion) and net liabilities of ₦300.0 billion (2024: net liabilities of ₦348.3 billion).

The Group recorded total comprehensive profit for the year ended 31 December 2025 of ₦250.7 billion (2024: total comprehensive loss of ₦83.0 billion) and positive operating cash flows of ₦32.3 billion (2024: negative operating cash flows of ₦535.3 billion). Notwithstanding the above, the Group reported net current liabilities of ₦3.8 trillion (2024: ₦3.3 trillion), representing a significant short-term funding gap requiring refinancing or restructuring. As at 31 December 2025, the Group held cash and cash equivalents of ₦439.9 billion (see Note 31). This level of liquidity is significantly lower than the Group's net current liabilities of ₦3.8 trillion and is therefore insufficient, on its own, to meet obligations as they fall due. Furthermore, as disclosed in notes 32 and 33, the Group accepted ordinary shares resulting in treasury shares recognised in equity. The treasury share transactions have contributed to the Group's net liability position of ₦567.0 billion (2024: ₦361.0 billion), indicating continued dependence on external financial support.

Operational Performance

The Group achieved 57.4% and 53.0% of the budget production (in boe) and revenue respectively. This underperformance against budget adversely impacts on the Group's ability to generate sufficient cash flows to meet its debt servicing obligations.

Defaults and Breaches of Financing Arrangements

The Group defaulted on multiple borrowing arrangements across several financing facilities, indicating significant financial stress. Failure to meet obligations resulted in events of default and reclassification of the affected borrowings to current liabilities. The reclassification of borrowings to current liabilities significantly increases short-term repayment pressure.

Extensive security over assets has been pledged to lenders. These defaults expose the Group to potential enforcement of security over key assets, which may have a material adverse impact on operations.

Affected facilities and securities pledged are disclosed as follows:

1. Medium-Term Loan

Medium-Term Loan

As of 31 December 2025, the Group (through the Company) could not achieve payment of a total obligation of ₦113.6 billion as follows: outstanding principal of ₦76.9 billion, accrued interest of ₦21.1 billion, default interest of ₦8.7 billion and advisory fees of ₦6.9 billion.

Failure to pay the total obligation has resulted in an event of default under section 22 of the original MTL agreement. The default has resulted in the accounting classification of the outstanding principal amount of ₦76.9 billion as a current liability in these consolidated and separate financial statements. The Lenders have not issued an event of default as of the date of approval of these consolidated and separate financial statements. The lenders may, in addition to the declaration of an event of default, seek to enforce their rights in the Security Deed dated 30 June 2016. Under the Security Deed, the borrower (the Company) agreed to the following fixed charge and floating charge securities in favour of the Security Trustee for the benefit of the lenders:

First Ranking Fixed Charge

- First-ranking fixed charge on its plant and machinery.
- All present and future rights, benefits, interests and claims under and in respect of debt service account, debt proceeds account, stamp duties escrow account, the disbursement account, and the operations account and all monies from time to time credited to, and for the time being standing to its credit and all interests and other amounts from time to time payable in respect of or accruing thereto.

First-ranking floating charge

- All monies in the operating account and all future rights, benefits, interests and claims under and in respect of the account.
- Proceeds of all receivables, revenues, claims (including without limitation), the benefits of all insurances, full benefit of guarantees, indemnities and securities, and all liens, other than Excluded Assets and rights thereto.
- All stocks, shares, debentures, bonds or loan capital of any other body corporate, other than any Excluded Assets, and all rights to redeem, convert other securities into or otherwise acquire any of the same which may now or thereafter belong to the borrower.

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- All intellectual property rights of the borrower.
- The goodwill of the borrower.
- All the borrower's present and future business accounts with any bank or other person in which the borrower has an interest as principal for its own accounts including all monies standing to the credit of all debts represented by and all investments of whatever nature held in or acquired using monies from any of its business accounts or other accounts, and all interests, dividends and other income receivable in respect of such accounts, save for the debt service account, debt proceeds account, stamp duties escrow account, the disbursement account, and the operations account.
- All undertaking and property (including inventory), assets and rights, whatsoever and wherever, present and future.

Furthermore, the borrower entered into an agreement with the Security Trustee creating a charge in favour of the Security Trustee on the shares of the borrower in the share capital or membership (in relation to Oando Netherlands Holdings 2 Cöoperatief U.A. only) of the following guarantors (also obligors):

- the Oando Trading FZCO Share Charge.
- the Oando Trading Limited, Bermuda (OTB) Share Charge.
- the Oando E&P Holdings Ltd (OEP) Share Charge.
- the Oando Netherlands Holdings 2 Cöoperatief U.A. (ON) Share Charge.

The only guarantor in operations and with cash flows capability is OTD. The available cash resources of the guarantor are insufficient to cover the outstanding obligations and therefore do not provide adequate mitigation.

On the basis of these audited consolidated and separate financial statements for the year ended 31 December 2025, the book values of the fixed charge and the floating charge are shown in the table below:

		N'million	
		Notes to the Financial Statements	
S/No	Security	2025	2024
Non-current assets:			
1	Plant & machinery of Oando PLC	15	11
2	Oando PLC's 100% share in OTD's Share Capital	29	3,456
3	Oando PLC's 100% share in OTB Share Capital	29	3,436
4	Oando PLC's 12.03% share in OE&P Holdings Share Capital	29	50,998
5	Oando PLC: right-of-use assets	17	190
6	Oando PLC's share in ON Share Capital	29	–
7	Oando PLC: investment properties	18	21,725
8	Oando PLC: finance lease receivables	22	–
Total non-current assets		79,815	88,723
Total current assets (per the statement of financial position on page 143)		57,986	66,280

The above non-current assets amount of ₦79.8 billion (2024: ₦88.7 billion) has not been reclassified to current assets in these consolidated and separate financial statements.

2. Corporate Facility

Following confirmation of satisfaction of the conditions for the renegotiation of the Corporate Facility ("CF") by the Agent Bank on 23 September 2025, the outstanding CF principal amount of \$200.5 million as of that date is to be paid twice yearly over a period of five years from 31 December 2027 by OER ("borrower"). The CF lenders and borrowers further agreed to the payment of \$32.4 million as interest due as of 31 December 2025. The borrower was unable to meet the payment. Failure to pay the interest on the due date constitutes an event of default under the loan agreement. Management has classified the outstanding principal amount of \$200.5 million under current liabilities in these consolidated and separate financial statements. The Lenders have not issued an event of default as of the date of approval of these consolidated and separate financial statements

The lenders have the rights stated below in the security provided by OER and the guarantors in the event of acceleration of repayment of the outstanding principal and interest. The guarantors are Oando OML 125 and 134 Limited, Oando Petroleum Development Company Limited, Oando Production and Development Company Limited, Oando Akepo Limited, Oando Qua Ibo Limited, Oando OML 125 & 134 (BVI) Limited, Oando Netherlands Holding 2 B.V., Oando Netherlands Holding 3 B.V. and Oando Netherlands Holding 4 B.V.

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Fixed and floating demand debenture on OER assets

Below are details of the fixed and floating demand debentures on OER assets:

- mortgages and charges (subject to some leaseholds exceptions) by way of a fixed and specific mortgage and charge to and in favour of the Security Trustee for and on behalf of the lenders. Such debenture will cover all present and after acquired real and immovable property (including, all leases and leasehold lands and also mortgages and charges such as leasehold lands by way of sub-lease), all OER's present and after acquired buildings, erections, improvements, fixtures and plant (whether the same form part of the realty or not) and all appurtenances to any of the foregoing, including without limitation, leases and lands.
- mortgages and charges to the Security Trustee for and on behalf of the lenders as and by way of a fixed and specific mortgage and charge, and all OER's present and after acquired goods and equipment, including without limitation, all fixtures, plant, machinery, tools and furniture now or hereafter owned or acquired.
- continuing security interest in all OER's present and after acquired inventory, including without limitation, all raw materials, goods in process, finished goods and packaging material and goods acquired or held for sale or furnished or to be furnished under contracts of rental or service, all present and after acquired intangibles, book debts, accounts and other amounts receivable, contract rights, insurance rights arising from or out of the property referred to above, goodwill, chattel paper, instruments, documents of title, investments, money and investment property other than the Borrower's interest in Oando Netherlands Holding 1 Cöoperatief ("ONHC").
- continuing security interest in all of its present and after acquired real and personal property, assets, and undertaking, tangible and intangible, legal and equitable, moveable and immovable, of whatsoever nature and kind.
- proceeds arising from any dealing with the property above in the form of any real and immovable property, goods, investment property, instruments, documents of title, chattel paper, intangibles or money other than OER's interest in ONHC.

Deed of share charge on the assets of each guarantor

The deed of share charge on the assets of each guarantor are explained below.

First Ranking Fixed Charge

In addition, each guarantor (the Chargor) listed above as a legal and beneficial owner with a full title guarantee, and as continuing security for the payment and discharge of all the secured obligations for good and valuable consideration unconditionally charges in favour of the Security Trustee by way of a first ranking fixed charge, the following:

- the Shares, including all proceeds of sale derived from them.
- all Shares in which the Chargor may in the future acquire any interest (legal or equitable), including all proceeds of sale derived from them.
- all derivative assets of a capital nature or of an income nature now or in the future accruing or offered at any time in respect of the Shares.

The Shares charged are Oando OML 125 & 134 (BVI) Ltd. 4,000,000 class B shares in Oando OML 125 & 134 Ltd., Oando Netherlands Holding 3 B.V. 4,000,000 class B shares in Oando Petroleum Development Company Ltd., Oando PLC's 6,000,000 class B shares in each of (i) Oando Qua Ibo Limited (ii) Oando Petroleum Development Company Limited (iii) Oando OML 125&134 Limited and (iv) Oando Akepo Limited, Oando Netherlands Holding 4 B.V.'s 4,000,000 class B shares in Oando Qua Ibo Ltd., Oando Petroleum Development Company Ltd.'s 9,500,000 shares in Oando Production and Development Company Ltd.

The security pledged also extends to any warrants, options or similar rights attached to the charged shares, where such rights may arise.

Derivative assets mean allotments, rights, money or property arising at any time in relation to any of the shares by way of conversion, exchange, redemption, bonus, preference, option or otherwise; and dividends, distributions, interest and other income paid or payable in relation to any of the Shares; and stock, shares and securities offered in addition to or substitution for any of the shares.

Annual Consolidated and Separate Financial Statements

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

All assets debenture

Fixed charge

Fixed charge exists on Oando OML 125 & 134 Ltd, Oando Production and Development Company Ltd., Oando Qua Ibo Ltd., and Oando Akepo Ltd., by way of a first ranking fixed charge, all their present and future rights, benefits, title interest and claims under and in respect of the following:

- all plants and machinery.
- all Shares and Dividends.
- all the rights to and title, benefit and interest present and future, in, to and under the deposits in the following charged accounts and all related rights in respect of same:
 - > Collection account
 - > Cost reserve account
 - > Insurance and compensation account.
- all rights in the intellectual property or similar rights now or hereafter owned by or licensed to them and all related rights in respect of same.
- all rights in the intellectual property or similar rights now or hereafter owned by or licensed to them and all related rights in respect of same.
- all present and future goodwill and uncalled capital for the time being.
- all rights, title and interest to and in the book debts and the benefits of all rights, securities and guarantees of any nature whatsoever now or at any time enjoyed or held by them.
- all the insurances.

Floating charge

By way of first ranking floating charge, the real property, any tangible moveable property and all the undertakings and assets, rights and income of the chargors listed under fixed charge above whatsoever and wherever situate, whether movable, immovable, present or future, all of which are not otherwise effectively charged under the fixed charge above.

On the basis of these audited consolidated and separate financial statements for the year ended 31 December 2025, the obligors (the borrower and guarantors) book values of the fixed and floating demand debenture, deed of share charge and all asset debenture securities above are shown in the table below:

		Value (N'million)	
S/No	Security	2025	2024
	Non-current assets:		
1	Plant & machinery	54,197	76,514
2	Exploration and evaluation assets	9,392	377
3	Investments in associates	2,422	2,591
4	Restricted cash	8,540	1,676
	Total non-current assets	74,550	81,158
	Total current assets	1,154,068	1,241,418

The above non-current assets amount of ₦74.6 billion (2024: ₦81.2 billion) has not been reclassified to current assets in these consolidated and separate financial statements.

3. Trading Finance Facility

Oando PLC (the “Obligor”) secured one-year \$10 million trading finance facility line (which became an overdraft at the balance date) to support the working capital requirement of one of its subsidiaries, Oando Trading DMCC, from Providus Bank Limited (the “Lender”), at SOFR plus 12% per annum on 14 October 2024. The Obligor and Lender further agreed to a bullet repayment of principal and interest at maturity. In addition, the facility is secured on the corporate guarantee of Oando Trading DMCC covering full payment of the principal and interest. The Obligor was unable to meet payment obligation of the principal amount of \$10 million, accrued interest of \$1,465,330.55 at the maturity date of 30 October 2025 and default interest of \$308,312.29. Lack of payment of the principal and interest on the due date has resulted in an event of default under the facility agreement.

Annual Consolidated and Separate Financial Statements

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

4. Promissory Note – Olatunde International Limited

Oando PLC (the “Issuer”) first issued a Promissory Note (“PN”) of value ₦2,500,000,000 (the “Funded Amount”) to Olatunde International Limited (the “Holder”) on 27 May 2022 for the execution of a contract to lift crude oil from NNPC. The PN matured on 23 November 2022. The parties agreed to issue and hold replacement PNs of the same sum on 23 November 2022, 22 May 2023, 18 November 2023, 17 May 2024 and 13 May 2025 with a fee of 48% per annum payable immediately after the original disbursement or rollover. Furthermore, the PN provides that where the Issuer fails to pay the Holder the Funded Amount, additional fee shall accrue on the unpaid amount at 3.5% per month (prorated for the actual days) from the maturity date to the payment date. The Holder also has the right to commence civil enforcement proceedings on while or any unpaid portion of the PN.

As of the balance sheet date, the Issuer was unable to pay the ₦2.5 billion which matured on 12 November 2025, interest on the principal of ₦153.3 million and the default interest of ₦134.2 million.

5. FX Forward Contract

Oando PLC (the “Counterparty”) entered into a ₦450 million foreign exchange (FX) forward contract with Industrial & Supply Ventures Limited (“the company”) on 15 June 2023. On the following day, the company advanced the said amount to the Counterparty at FX spot rate plus cost of carry. Cost of carry was agreed as a minimum of 3.5% per month from Trade date till settlement date of the contract, subject to review.

The Counterparty has not settled the forward of ₦450.0 million and the accrued interest of ₦487.0 million as of the balance sheet date.

6. BB Energy (Gulf) DMCC Facility

Calabar Power Limited (the “borrower”), a subsidiary of Oando PLC, obtained a facility of \$40 million (₦60.3 billion) from BB Energy (Gulf) DMCC (“BBE”/the “lender”) on June 28, 2024. Oando PLC is the guarantor of this facility. The principal repayment will commence in July 2026, and the facility will mature in July 2028. Although the repayment is not due, an event of default has occurred under the terms of the agreement as the value of the assets of the guarantor is less than its liabilities as of 31 December 2025.

Pledge and Security Interest

The borrower grants to and in favour of the lender a first continuing, fixed and specific pledge as security interest in 79,223,857 units of shares (pledged securities) held by the borrower in Oando E&P Holdings Limited. The lender has not notified the borrower of its intention to exercise any or all its rights on the pledged securities. The value of the lender’s interest in the security was ₦78.1 billion (USD 54.4 million) at 31 December 2025 (31 December 2024: ₦147.0 billion/\$95.7million).

Management has classified the BBE facility amount under current liabilities in these consolidated and separate financial statements. The Lenders have not issued an event of default as of the date of approval of these consolidated and separate financial statements.

7. RBL 3 Facility and Junior Facility

(a) Oando Petroleum and Natural Gas Company Limited (“OPNGL”/the “borrower”), an indirect subsidiary of Oando PLC, obtained a Senior Secured Facility of \$500 million from Afrexim Bank and Indorama Capital Holding PTE Ltd (the “lenders”) in 2024 to finance purchase of the 19% working interest in the OML 60 – 63 JV on 22 August 2024. The original guarantors of the facility are Oando Energy Resources Inc., Oando E&P Holdings Limited, Oando Oil Cooperatief U.A. and Oando Oil Holdings Limited. The borrower could meet the leverage ratio of equal to or less than 3:1 as agreed with the lenders. The inability to meet the leverage ratio has resulted in an event of default and consequently in the reclassification of the outstanding principal amount of ₦556.1 billion (\$387.5 million) at the balance sheet date to current borrowings in these consolidated and separate financial statements.

The borrower also obtained a Junior Facility of \$150 million from Mercuria Asia Resources PTE Ltd in 2024 to finance balance of the consideration for the purchase of the working interest explained in (a) above and other transaction costs. The borrower was unable to meet the leverage ratio of equal to or less than 3.3:1 as agreed with the lender. The inability to meet the leverage ratio has resulted in an event of default and consequently in the reclassification of the outstanding principal amount of ₦54.9 billion (\$38.2 million) at the balance sheet date to current borrowings in these consolidated and separate financial statements. The Lenders have not issued an event of default as of the date of approval of these consolidated and separate financial statements.

Annual Consolidated and Separate Financial Statements

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

Pledges and Security Interest

The borrower grants to and in favour of the lenders the following security:

- a fixed charge over all OPNGL's assets including its interest in (a) the Oil Mining Leases, the Joint Operating Agreement, and the Participation Agreement; (b) Agreed insurances; (c) Local Proceeds Account.
- floating charge over all other assets and undertaking of OPNGL.
- security assignment of Crude Oil Sale and Purchase Agreement.
- charge over the facility accounts.
- security assignment over the hedging obligors rights under the secured hedging agreement.
- charge over Oando Oil III's shares in OPNGL.
- security assignment in respect of the rights of OPNGL, Oando E&P, Oando Oil 3, Oando Oil 2 under the Intercompany Loan Agreements.
- security agreement of membership rights held by Oando E&P and 0902702 B.C. Ltd in Oando Oil 3.
- charge over shares in the Oando Oil Holdings Limited.
- security assignment in relation to the Sale and Purchase Agreement.
- charge over Oando Oil II’s shares in OERNL.
- security agreement of membership rights of Oando E&P and 0902702 B.C. over their membership rights held in Oando Oil II.

On the basis of these audited consolidated and separate financial statements for the year ended 31 December 2025, the obligors’ book values of the fixed and floating charges over assets of the obligors and charges over the shares of OERNL and Oando Oil Holdings Limited are shown in the table below:

		Value (N'million)	
S/No	Security	2025	2024
OPNGL's Non-current assets:			
1	Property, plant and equipment	1,547,506	1,662,954
2	Right of use asset	–	22,714
3	Deferred tax asset	119,652	45,945
4	Finance lease receivables	–	128,173
		1,667,158	1,859,786
Other non-current asset:			
OERNL Share charge		251,996	269,564
Total non-current assets		1,919,154	2,129,350
OPNGL's total current assets		374,798	280,515

The above non-current assets amount of ₦1.9 trillion (2024: ₦2.1 trillion) has not been reclassified to current assets in these consolidated and separate financial statements.

8. RBL 2 Facility

Oando Oil Limited (the “borrower”), an indirect subsidiary of Oando PLC, obtained an upsized facility (“Senior Secured Facility – RBL 2) of \$265.0 million from Afrexim Bank (the “Lender”) in 2025. In the same year, Afrexim and Mercuria agreed for the latter to upgrade \$110.0 million out of the \$150.0 million borrowed in 2024 as explained above to a Senior Secured Facility status, thereby making both lenders participants in the RBL 2 Facility in the aggregate lending amount of \$375.0 million. The purpose of the RB 2 Facility is the funding of the DSRA account, payment of outstanding fees, costs and other expenses. The original guarantors of the facility are Oando Energy Resources Inc., Oando OML 60, 61, 62 and 63 Holding B.V. and Oando Holdco Ltd.

Under section 23.11.2 of the Senior Secured Facility Agreement, an event of default occurs where the value of the assets of the borrower is less than its liabilities (considering contingent and prospective liabilities). The borrower was in a net liability position at the balance date. This contravention has resulted in the reclassification of the outstanding principal amount of ₦475.6 billion (\$331.4 million) at the balance sheet date to current borrowings in these consolidated and separate financial statements. The Lender has not issued an event of default as of the date of approval of these consolidated and separate financial statements.

Annual Consolidated and Separate Financial Statements

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

Pledges and Security Interest

The borrower grants to and in favour of the lenders the following security:

- a fixed charge over all OOL's assets including its interest in (a) the Oil Mining Leases, the Joint Operating Agreement, and the Participation Agreement; (b) Agreed insurances; (c) Local Proceeds Account.
- floating charge over all other assets and undertaking of OOL.
- security assignment of Crude Oil Sale and Purchase Agreement.
- security assignment in respect of Oando OML 60, 61, 62 & 63 Holding B.V and Oando OML 60, 61, 62 & 63 Limited's rights under certain agreements to which they are a party.
- charge over the Facility Accounts.
- share charge over OML 60, 61, 62 & 63 Holding B.V.'s shares in OOL.
- share charge over Oando OML 60, 61, 62 & 63 Limited's shares in OOL.
- charge over Accounts held by the SPV.
- security assignment over all of the receivables of SPV.
- share charge over the shares in Oando Servco Nigeria Limited.
- security assignment over the Hedging Obligors rights under the Secured Hedging Agreement.
- charge over shares in the Oando Holdco Limited.
- fixed charge over the Hedging Account and a floating charge over all other assets of Oando Holdco Limited.
- security assignment in respect of Oando Servco Nigeria Limited's rights under the Services Agreement.
- security assignment in respect of the Agreed Insurances and in respect of which OOL is named as an insured party.
- security assignment in respect of the OOL's rights under the OER Intercompany Loan Agreement.
- a composite debenture over Oando Servco Nigeria Limited's assets.

On the basis of these audited consolidated and separate financial statements for the year ended 31 December 2025, the obligors' book values of the fixed, floating and debenture charges over assets of the obligors and charges over the shares of OML 60, 61, 62 & 63 Holding B.V., OML 60, 61, 62 & 63 Holding Limited, Oando Servco Nigeria Limited and Oando Holdco Limited are shown in the table below:

	Value (N'million)	
Security	2025	2024
OPNGL's Non-current assets:		
OOL's Non-current assets:		
Property, plan and equipment	1,173,928	1,263,066
Exploration and evaluation assets	25,573	27,913
Right of use asset	–	35
Held to maturity (Long-term) investments	17	18
Finance lease receivables	–	335,181
Restricted cash	17,482	276
	1,217,000	1,626,489
Other non-current asset:		
Charge over OML 60,61,62 & 63 Holdings B.V.'s shares in OOL	1,696,889	1,815,095
Charge over Oando Servco Netherlands shares in Oando Servco Nigeria Limited	23	24
Fixed charge over OOL's shares in Oando Holco Limited	17	18
Floating charge over assets of Oando Holco Limited	145,031	145,012
Composite debenture over Oando Servco Nigeria Limited's assets	2,221,108	2,052,516
Total non-current assets	5,280,068	5,639,154
OOL's total current assets	1,591,534	858,899

The above non-current assets amount of ₦5.3 trillion (2024: ₦5.6 trillion) has not been reclassified to current assets in these consolidated and separate financial statements.

9. Effect of the securities pledged

Had the total non-current assets in respect of the facilities and loans in 1-8 above (for MTL, CF, BBE, RBL 2, RBL 3 and Junior Facility) amounting to ₦7.4 trillion been reclassified to current assets in the audited separate financial statements of the obligors, the effect would change the funding gap of the Group to net current asset in excess of the audited ₦3.8 trillion at 31 December 2025 by ₦3.6 trillion and ₦5.4 trillion from the unaudited projected funding gap of ₦2.0 trillion at 31 December 2026. In addition, exercising the lenders right in the securities pledged by the obligors under the facilities and loans mentioned above could lead to preparing the consolidated and separate financial statements on a break-up basis and accounting for disposal of subsidiaries, business and non-current assets under IFRS 5.

Asset Valuation Assertion

Based on management's assessment performed by the Group, the estimated fair value of certain assets of the Group exceeds their carrying amounts and it is sufficient to cover the net funding gap of ₦3.8 trillion. However, this fair value is not readily realisable and therefore does not provide immediate liquidity to settle obligations as they fall due.

The fair value mentioned above is majorly driven by the underlying estimated value of oil and gas reserves of the group.

Annual Consolidated and Separate Financial Statements

Notes to the consolidated and separate financial statements continued

For the year ended 31 December 2025

Mitigation plans

Management's plans to mitigate the going concern uncertainties on working capital deficiency and negative shareholders' funds include capital raising and restructuring activities as approved by the members of the Company at the 46th Annual General Meeting which was held on 11 August 2025. The plans are:

- Additional capital of up to ₦500 billion only or its foreign currency equivalent in the Nigerian and/or international capital markets through the issuance of up to 10,000,000,000 Ordinary Shares of 50 kobo each, either as a standalone issue or by the establishment of capital raising programmes, whether by way of public offerings, private placements, debt to equity conversions, rights issues and/or other transaction modes. The ₦500 billion will be raised in two tranches. Management has applied to SEC for the approval to launch the first tranche of ₦220 billion rights issue in Q2 2026. The second tranche is planned for Q4 2026. In a Letter of Guarantee in favour of Oando PLC and its subsidiaries dated 25 March 2026; Ocean and Oil Development Partners Limited (the Company's majority shareholder/OODP) have offered to underwrite any offer not subscribed by minority shareholders in addition to fully subscribing its own rights.
- Capital restructuring agreements with key stakeholders and lenders and conversion up to US\$300 million (₦430.6 billion at the closing rate of ₦1435.257=\$1) out of the existing Reserves-Based Lending (RBL) debt into equity.
- Establish a multi-instrument issuance programme in an amount up to US\$1.5 billion or its Naira equivalent (₦2.2 trillion at the closing rate of ₦1435.257=\$1) and proceed with subsequent issuances of bonds, certificates, instruments and/or other securities under the programme. This programme is planned for Q4 2025.

The Group's working capital deficiency of ₦3.8 trillion primarily reflects significant short-term obligations arising from borrowings, trade payables, tax liabilities and other statutory payables. While management has identified above potential funding plans amounting to approximately ₦3.1 trillion, these plans are subject to execution risk, regulatory approvals, and market conditions. If successfully executed, these plans may partially address the funding gap by approximately 81.6%; however, their timing and outcome remain uncertain. Based on current cash balances and operating cash flows, the Group's available liquidity is insufficient to meet its obligations as they fall due without the successful execution of these funding plans. Accordingly, there remains significant uncertainty regarding the timing and extent of the mitigation measures and their ability to address the Group's liquidity requirements.

Shareholder Support

The Letter of Guarantee referred to above which is valid from 25 March 2026 to 25 March 2027 provides that OODP will support the Group by ensuring that the Company and its subsidiaries will be put in a position to meet their financial obligations as they fall due and that the Company and its subsidiaries will duly perform and comply with all their financial obligations as long as the liabilities (including contingent liabilities) of the Company and its subsidiaries exceed their assets, or upon the date that the fair value of the assets of the Company and its subsidiaries exceed their liabilities (including contingent liabilities), whichever is earlier. The Letter of Guarantee constitutes a contract for the benefit of all creditors of the Company and its subsidiaries, present and future, and that benefit will be capable of acceptance, express or implied, by any or all of those creditors, who may then enforce the undertakings given in the Letter of Guarantee. Furthermore, OODP undertakes to the extent of their obligations as majority shareholders of the Company to provide funding and/or other support needed to make the undertaking effectual. OODP has intimated management that the evidence of its net worth backing the guarantee is being audited and the audit is yet to be completed as of the date of approval of these audited consolidated and separate financial statements. The effectiveness of this support is dependent on the financial capacity of the guarantor, which has not yet been independently verified.

Material uncertainty related to going concern

The Group's recurring net liabilities, significant working capital deficiency, multiple loan defaults, exposure to enforcement of security over assets, and uncertainty surrounding the successful execution of management's funding plans collectively indicate the existence of a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as a going concern.

Conclusion

The consolidated and separate financial statements have been prepared on a going concern basis. The going concern assumption is dependent on the successful implementation of management's mitigation plans and continued financial support from shareholders and lenders.

These consolidated and separate financial statements do not include any adjustments that would result if the Group or Company were unable to continue as a going concern.

Annual Consolidated Financial Statements

Value Added Statements

For the year ended 31 December 2025

	2025 N'000	%	2024 N'000	%
Group				
Turnover	3,180,090,462		4,086,650,996	
Other income	203,792,110		1,100,879,352	
Interest received	288,032,431		47,197,353	
	3,671,915,003		5,234,727,701	
Bought in goods and services				
– Local purchases	(1,037,867,399)		(1,496,533,330)	
– Foreign purchases	(1,979,711,569)		(3,048,799,853)	
Value added	654,336,035	100	689,394,518	100
Distributed as follows:				
Employees				
– To pay salaries and wages and other staff costs	27,474,733	4	10,773,057	2
Government				
– To pay tax	(100,089,126)	(15)	158,174,730	23
Providers of capital				
– To pay interest on borrowings	394,689,242	60	235,835,820	34
Non-controlling interest	(1,627,549)	–	(17,014,094)	(2)
Maintenance and expansion of assets				
– Deferred tax	31,040,513	5	5,525,334	1
– Depreciation and amortisation	98,837,594	15	71,243,405	10
– Retained in the business	204,010,628	31	224,856,266	32
Value distributed	654,336,035	100	689,394,518	100

	2025 N'000	%	2024 N'000	%
Company				
Turnover	–		343,861,081	
Other income	537,355,401		836,911,482	
Interest received	2,065,581		4,061,008	
	539,420,982		1,184,833,571	–
Bought in goods and services				
– Local purchases	(36,840,350)		(1,007,064,316)	
– Foreign purchases	–		–	
Value (eroded)/added	502,580,632	100	177,769,255	100
Distributed as follows:				
Employees				
– To pay salaries and wages and other staff costs	1,183,006	–	638,343	–
Government				
– To pay tax	5,837,734	1	10,484,456	6
Providers of capital				
– To pay interest on borrowings	24,664,433	5	52,865,038	30
Maintenance and expansion of assets				
– Deferred tax	–	–	–	–
– Depreciation	2,308,004	–	1,974,794	1
– Retained in the business	468,587,455	94	111,806,624	63
Value distributed	502,580,632	100	177,769,255	100

Wisdom Passed Forward

The Ekpo mask reflects the traditions, values, and collective memory of the Ibibio people. It reminds us that every generation inherits the responsibility to preserve what matters and pass it on to those who follow. We build with tomorrow in mind.

This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria's story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria's diverse cultures and traditions.

Consolidated and Separate Financial Statements

Five-Year Financial Summary (2021 – 2025)

For the year ended 31 December 2025

	2025 N'000	2024 N'000	2023 N'000	2022 N'000	2021 N'000
GROUP					
Property, plant and equipment	2,934,015,302	3,166,414,760	1,034,448,760	462,706,448	906,995,130
Intangible exploration assets, other intangible assets and goodwill	989,434,897	1,031,074,278	622,436,397	312,500,299	301,877,711
Right-of-use assets	1,487,796	26,904,265	6,069,139	7,818,960	14,386,973
Investment properties	21,725,000	15,195,950	12,060,900	4,450,000	3,138,000
Deferred income tax assets	120,662,760	60,515,346	–	633,750	0
Investments accounted for using the equity method	5,946,163	7,842,436	5,046,606	1,747,385	2,339,216
Other non-current assets	530,817,078	1,026,334,389	180,506,645	92,161,634	89,986,622
Net current liabilities	(3,761,930,480)	(3,318,667,111)	(1,632,578,647)	(818,743,209)	–578,158,281
Non current borrowings	(616,518,033)	(1,458,388,478)	(46,945,871)	(110,465,837)	–166,132,553
Deferred income tax liabilities	(170,345,455)	(81,011,280)	(16,459,336)	(3,680,666)	–3,171,132
Other non-current liabilities	(622,267,395)	(837,193,932)	(431,763,314)	(146,334,532)	–638,944,880
	(566,972,367)	(360,979,377)	(267,178,721)	(197,205,768)	(67,683,194)
Share capital	6,215,706	6,215,706	6,215,706	6,215,706	6,215,706
Share premium	176,588,527	176,588,527	176,588,527	176,588,527	176,588,527
Retained earnings	(88,487,223)	(292,497,851)	(506,007,516)	(568,003,702)	(424,258,964)
Treasury shares	(378,785,999)	–	–	–	–
Capital distribution reserve	(77,956,558)	–	–	–	–
Other reserves	(167,511,438)	(215,877,926)	74,012,855	195,832,724	155,734,328
Non controlling interest	(37,035,382)	(35,407,833)	(17,988,293)	(7,839,023)	18,037,209
	(566,972,367)	(360,979,377)	(267,178,721)	(197,205,768)	(67,683,194)
Revenue from contract with customers	3,180,090,462	4,086,650,996	2,845,598,308	1,993,754,362	477,070,471
Profit/(loss) before income tax	135,759,960	383,820,117	102,978,050	(61,840,466)	(134,282,770)
Income tax credit/(expense)	69,048,613	(163,700,064)	(42,700,882)	(19,390,350)	(6,391,693)
Profit/(loss) for the year	204,808,573	220,120,053	60,277,168	(81,230,816)	(140,674,463)
Per share data					
Weighted average number of shares	8,746,814	12,431,412	12,431,412	12,431,412	12,431,412
Basic and diluted earnings/(losses) per share (Naira)	23	18	5	(6)	(10)
Dividends per share (Naira)	–	–	–	–	–

Consolidated and Separate Financial Statements

Five-Year Financial Summary (2021 – 2025)

For the year ended 31 December 2025

	2025 N'000	2024 N'000	2023 N'000	2022 N'000	2021 N'000
COMPANY					
Property, plant and equipment	6,049,299	1,641,670	1,467,590	1,499,606	1,508,958
Intangible exploration assets, other intangible assets and goodwill	522,365	–	–	14,964	435,321
Right-of-use assets	189,625	1,493,090	2,905,040	4,311,850	9,375,875
Investment properties	21,725,000	15,195,950	12,060,900	4,450,000	3,138,000
Investments accounted for using the equity method	–	–	–	–	2,716,431
Investment in subsidiaries	54,619,740	54,645,763	3,483,170	22,467,109	22,467,109
Other non-current assets	–	14,133,109	16,717,079	18,455,598	8,199,931
Net current liabilities	(375,795,834)	(410,490,453)	(469,190,195)	(273,988,316)	(202,422,681)
Non current borrowings	(6,969,337)	(10,525,847)	(7,964,855)	(6,026,823)	–
Other non-current liabilities	(383,163)	(14,359,954)	(19,552,025)	(15,059,834)	(19,510,453)
	(300,042,305)	(348,266,672)	(460,073,296)	(243,875,846)	(174,091,509)
Share capital	6,215,706	6,215,706	6,215,706	6,215,706	6,215,706
Share premium	176,588,527	176,588,527	176,588,527	176,588,527	176,588,527
Retained earnings	(62,483,450)	(531,070,905)	(642,877,529)	(426,680,079)	(356,895,742)
Treasury shares	(378,785,999)	–	–	–	–
Capital distribution reserve	(41,577,089)	–	–	–	–
	(300,042,305)	(348,266,672)	(460,073,296)	(243,875,846)	(174,091,509)
Revenue from contract with customers	–	343,861,081	1,540,594,843	1,556,744,962	320,702,465
Profit/(loss) before income tax	474,425,189	122,291,080	(208,403,444)	(33,852,292)	(44,507,463)
Income tax expense	(5,837,734)	(10,484,456)	(7,794,006)	(7,807,649)	(801,756)
Profit/(loss) for the year	468,587,455	111,806,624	(216,197,450)	(41,659,941)	(45,309,219)
Per share data					
Weighted average number of shares	8,746,814	12,431,412	12,431,412	12,431,412	12,431,412
Basic and diluted (losses)/earnings per share (Naira)	54	9	(17)	(3)	(4)
Dividends per share (Naira)	–	–	–	–	–

Annual Consolidated Financial Statements

Share Capital History

For the year ended 31 December 2025

YEAR	ISSUED & FULLY PAID-UP (₦)		CONSIDERATION
Date	Increase	Cumulative	
1969	-	4,000,000	Cash
1978	2,100,000	6,100,000	Cash
1987	33,900,000	40,000,000	Cash
1991	-	40,000,000	-
1993	10,000,000	50,000,000	Bonus
1995	12,500,000	62,500,000	Cash
1998	15,625,000	78,125,000	Bonus
2001	-	78,125,000	-
2002	70,129,233	148,254,233	Bonus, Loan Stock Conversion and Agip Share Exchange
2003	14,825,423	163,079,656	Bonus
2004	40,769,914	203,849,570	Bonus
2005	82,300,879	286,150,449	Cash
2005	-	286,150,449	-
2007	90,884,813	377,035,262	Share Exchange under Scheme of Arrangement
2008	75,407,052	452,442,314	Bonus Issue
2009	100,000	452,542,314	Staff Share Scheme
2009	-	452,542,314	-
2010	150,847,438	603,389,752	Rights Issue
2010	301,694,876	905,084,628	Bonus Issue
2011	226,271,157	1,131,355,785	Bonus Issue
2011	5,703,284	1,137,059,069	Staff Equity Scheme
2012	-	1,137,059,069	Rights Issue
2013	2,274,118,138	3,411,177,207	Rights Issue
2014	-	3,411,177,207	-
2014	1,023,353,162	4,434,530,369	Private Placement
2014	107,812,500	4,542,342,869	Debt-Equity Conversion
2015	1,474,966,578	6,017,309,447	Rights Issue
2017	198,396,794	6,215,706,241	Convertible Notes
2018	-	6,215,706,241	-
2024	-	6,215,706,241	-
2025	(2,139,521,001)	4,076,185,240	Deed of Surrender and conversion to Treasury shares
2025	339,682,103	4,415,867,343*	Tranche 1 Distribution from Treasury Shares

Leadership Worn
with Purpose

Every bead on a Yoruba crown is placed with intention, creating a powerful symbol of wisdom, responsibility, and service. It reminds us that leadership is not defined by status, but by the intention behind every decision and every action. We lead with purpose, knowing that every choice shapes something greater than ourselves.

This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria's story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria's diverse cultures and traditions.

Annual Consolidated Financial Statements

Free Float Computation

For the year ended 31 December 2025

Description	31 Dec 2025 Unit	31 Dec 2025 Percentage	31 Dec 2024 Unit	31 dec 2024 Percentage
Issued Share Capital	12,431,412,481	100%	12,431,412,481	100%
Substantial Shareholdings (5% and above)				
BSI/SA Ocean and Oil Development Partners Limited	2,731,709,504	21.97%	7,131,736,673	57.37%
Equity Leaf Limited	2,132,490,331	17.15%	1,968,512,614	15.83%
Total Substantial Shareholdings	4,864,199,835	39.13%	9,100,249,287	73.20%
Directors' Shareholdings (direct and indirect), excluding directors with substantial interests				
Mr. Jubril Adewale Tinubu Indirect - Representing BSI/SA Ocean and Oil Development Partners Limited	1,866,163,290	15.01%	3,670,995	0.03%
Mr. Omamofe Boyo Indirect - Representing BSI/SA Ocean and Oil Development Partners Limited	928,134,363	7.47%	2,354,713	0.02%
HRM. Oba A. Gbadebo, CFR (Direct)	-	-	437,500	0.004%
Mr. Ademola Akinrele (Direct)	104,552	0.001%	96,510	0.001%
Mr. Adeola Ogunsemi (Indirect)	179,227	0.001%	105,941	0.001%
Mrs Fatima Nana Mede (Direct)	3,350	0.000%	3,093	0.000%
Mrs Ronke Sokefun (Indirect)	611,875	0.005%	564,826	0.005%
Mr. Ike Osakwe (Direct)	150,954	0.001%	139,343	0.001%
Ms. Ayotola Jagun (Direct)	2,773	0.000%	-	-
Total Directors' Shareholdings	2,795,350,384	22.49%	7,372,921	0.06%
Other Influential Shareholdings				
Ocean and Oil Investment Limited	81,814,574	0.61%	75,521,146	0.61%
	--	--	--	--
Total Other Influential Shareholdings	81,814,574	0.61%	75,521,146	0.61%
Free Float in Units and Percentage	4,690,047,688	37.73%	3,248,269,127	26.13%
Free Float in Value	₦ 35,175,357,660.00		₦ 24,362,018,452.50	

Declaration:

(A) Oando Plc with a free float percentage of 37.73% as at 31 December 2025, is compliant with The Exchange's free float requirements for companies listed on the Main Board.

(B) Oando Plc with a free float value of ₦35,175,357,660.00 as at 31 December 2025, is compliant with The Exchange's free float requirements for companies listed on the Main Board.

Annual Consolidated Financial Statements

Unclaimed Dividend

For the year ended 31 December 2025

Payment Number	Payable Date	Unclaimed Position As at 31st Dec 2025
22	30/08/2013	59,782,225.99
23	17/11/2014	72,270,779.36
24	15/12/2014	171,172,763.30
		303,225,768.65

Click here to view the list of unclaimed dividends:
https://www.oandopl.com/OandoPLC_Unclaimed_Dividend_List

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Directors and Professional Advisers

Directors

Mr. Ademola Akinrele, SAN
Chairman, Non-Executive Director

Mr. Jubril Adewale Tinubu, CON
Group Chief Executive

Mr. Omamofe Boyo
Deputy Group Chief Executive

Mr. Adeola Ogunsemi
Group Chief Financial Officer, Executive Director

Dr. Ainojie Alex Irune
Group Executive Director

Ms. Ayotola Jagun
Group Executive Director

Mr. Ike Osakwe
Non-Executive Director

Mrs. Ronke Sokefun
Non-Executive Director

Mrs. Fatima Mede, OON
Non-Executive Director

Mr. Bashir Bello
Non-Executive Director

Mr. Ken Igbokwe
Non-Executive Director

Mr. Cosmas Iwueze
Non-Executive Director

Chief Compliance Officer & Company Secretary

Mrs. Ibidapo-Obe Folasade
Appointed August 8, 2025

Bankers

- Access Bank UK
- African Export-Import Bank (Afrexim)
- Citi Bank PLC
- Ecobank Nigeria Ltd
- Ecobank Sao Tome e Principe
- Emirates NBD
- Fidelity Bank Plc
- First Bank of Nigeria Limited
- First City Monument Bank Limited (FCMB)
- Globus Bank Limited
- Guaranty Trust Holding Company
- Keystone Bank Limited
- Mauritius Commercial Bank Limited
- Mashreq Bank
- Optimus Bank
- Polaris Bank Limited
- Providus Bank PLC
- SBM Bank (Mauritius Ltd)
- Stanbic IBTC Holdings PLC
- Sterling Bank PLC
- Suntrust Bank Nigeria Limited
- Tajbank Limited
- Union Bank of Nigeria PLC
- United Bank for Africa PLC
- United Bank for Africa, New York
- Wema Bank PLC
- Zenith Bank PLC

Directors and Professional Advisers

Registered Office

The Wings Office Complex
17a Ozumba Mbadiwe Avenue
Victoria Island
Lagos

Registered Number
RC No 6474

Tax Identification Number
01061331-0001

Auditors

BDO Professional Services
Chartered Accountants
ADOL House
15, CIPM Avenue Central Business District
Alausa, Ikeja, Lagos, Nigeria

The Registrars & Transfer Offices:
First Registrars & Investor Services Limited
Plot 2, Abebe Village Road
Iganmu, Lagos, Nigeria.

Computershare Investor Services (Pty) Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132

Company Solicitors

- The New Practice (TNP)** (formerly known as WTS ADEBIYI) - 50, Raymond Njoku Street, Ikoyi, Lagos
- Akin Delano Legal Practitioners** - 21, Military Street, Onikan, Lagos
- O. Edodo, Thorpe & Associates** - 1st Floor, Lamlat House 270 Ikorodu Road, Obanikoro, Lagos
- Aluko & Oyebode** - 1, Murtala Muhammed Drive Ikoyi Lagos
- Fortress Solicitors** - 14 Royal Palm Drive, Osborne Foreshore Estate Phase II, Ikoyi, Lagos State
- K.O Tinubu & Co.**- 9A, Samuel Manuwa Street Victoria Island Lagos
- Headwaters Legal** - Right Wing, 4th Floor, Elder Dempster (ED) Building, Central Business District,47, Marina, Lagos
- Ikeyi Shittu & Co** - 1st Floor, 21, Boyle Street, Lagos Island, Onikan, Lagos, Lagos
- Tokunbo Orimobi LP** - 1963B Buraimoh Kenku Street, Off Oyin Jolayemi
- Paul Usoro & Co. Legal Practitioners** - 7th Floor, 999C Danmole Street, P.O.Box 71605, Victoria Island, Lagos
- G. Ifeanyi Elenwoke & Company Legal** (Formerly Ben O. Ajoku & Associates Legal Practitioners) - Plot 6 Isaiah Odolu Close, off Elemenwo Street, GRA Phase II, Port Harcourt, Rivers State.
- Zacks Garuba & Co** - Plot 722C, K-Close, Off 1st Avenue, Gwarinpa, Abuja.
- Union Attorneys** - Plot 14B, Amechi Onuoha Crescent, Off Goshen Estate, Ikate, Lekki Scheme 1, Lagos
- Babalakin & Co** - 4 River Benue Street, Maitama, Abuja, FCT

Complaints Management Policy

1. Introduction

- 1.1 Oando PLC. (the Company) is committed to providing the highest standards of services to its Stakeholders in line with the Oando Quality Policy Statement.
- 1.2 The Company acknowledges that complaints are a common occurrence in all Stakeholder business engagements. The Company further recognizes the right of any person covered under this Policy to raise an issue or make a complaint in the course of their dealings with the Company and shall ensure that their complaints are dealt with in an efficient, responsive, impartial and courteous manner.
- 1.3 This Policy will complement the Company's Whistle Blowing Policy which provides a broader framework for employees and other stakeholders to report unlawful conduct, financial malpractice, harassment or misbehavior at work or an actual or potential infraction of the company's policies and business principles or danger to the public or the environment.

2. Regulatory Framework

This Policy is issued in compliance with the provisions of:

- a. the Investment and Securities Act 2007 (ISA);
- b. the Securities and Exchange Commission (SEC) Rules and Regulations 2013; and
- c. Rules Relating to the Complaints Management Framework of the Nigerian Capital Market released by the Securities and Exchange Commission in February 2015.

3. Scope and Objective of the Policy

The key objective of this Policy is to provide information about the framework for handling complaints relating to the Company. The Policy will:

- provide a fair complaints procedure which is clear and easy to follow by any Complainant wishing to make a complaint;
- document and publicise the existence of our complaints procedure so that Stakeholders know what to do when they have a complaint.
- make sure that all complaints are investigated fairly and in a timely manner.
- make sure that complaints are, wherever possible, resolved and that relationships are appropriately managed.

4. Definitions

Complaint	A written expression of dissatisfaction (justified or not) made to the Company, relating to an act or omission of the Company covered under the Investment and Securities Act 2007, Securities and Exchange Commission Rules; NSE Listing Rules for which a response or resolution is expected.
	For the avoidance of doubt, the following shall not constitute a complaint under this Policy: i. a request for information, clarification of service offered or provided; ii. a complaint against any of the Company's unlisted, delisted, wound up or liquidated subsidiaries or affiliates; iii. a request for explanation(s) for non-trading of shares or illiquidity of shares; iv. dissatisfaction with the trading price of the shares of the Company; v. Complaints whose subject matter are being investigated by competent persons or have been or are currently the subject of legal proceedings. vi. complaints that are not covered under the ISA, SEC Rules, NSE and/or within the purview of other regulatory bodies;
Complainant	A person, organization or their legal representative who makes a complaint
Competent Authority	Means Self-Regulatory Organizations (SROs) and recognized Capital Market Trade Associations
CMO	Capital Market Operators as defined under ISA
NGX	Nigerian Exchange Limited
Stakeholder	A shareholder and/or an investor of Oando PLC; including their legal representatives.
SEC	Securities and Exchange Commission
SROs	Self-Regulatory Organisations (SROs)

Complaints Management Policy

5. Complaints Handling Responsibility

- 5.1 The Chief Compliance Officer & Company Secretary (CCO&CS) shall be responsible for handling all complaints received from complainants. In this context, complaints should be in writing and addressed to any of the following:

(a) The Chief Compliance Officer & Company Secretary
Oando PLC
The Wings Complex
17a Ozumba Mbadiwe Avenue
Victoria Island
Lagos, Nigeria

(b) Head, Investor Relations
Oando PLC
The Wings Complex
17a Ozumba Mbadiwe Avenue
Victoria Island
Lagos, Nigeria

(c) Head, Corporate Communication
Oando PLC
The Wings Complex
17a Ozumba Mbadiwe Avenue
Victoria Island
Lagos, Nigeria

E-mail: complaint@oandopl.com

- 5.2 The CCO&CS may be responsible for ensuring that the proper process for managing complaints is followed and for monitoring compliance.
- 5.3 The CCO&CS shall designate a Governance Officer to assist him /her in the discharge of these responsibilities.
- 5.4 A copy of this Policy shall be made freely available on the Company website.

6. Compliance Handling Procedure

- 6.1 Receipt and Acknowledgment

- 6.1.1 Upon receipt of a Complaint, the Complaint will be recorded in the Electronic Complaints Register by the Governance office.

- 6.1.2 Receipt of an electronic Complaint via email shall be acknowledged as soon as possible (not exceeding 2 (two) working days from the date of receipt), whilst a Complaint received by post shall be acknowledged within 5 (five) working days of receipt.

- 6.1.3 Where a Complaint is resolved within the timeframe for acknowledging complaints as set out in paragraph 6.1.2 above, and a response containing the decision regarding the complaint sent to the Complainant, this will be deemed to be sufficient acknowledgment and resolution of the complaint.

- 6.1.4 Sufficient records of complaints received by email and the respective email acknowledgement shall be made available to the NGX on a quarterly basis. Records of complaints received and resolved via a physical or post office box addresses shall also be sent to the NGX on a quarterly basis. Evidence of posting a response to the complainant shall be deemed sufficient proof that the complaint received attention from the company.

- 6.2 Resolving a Complaint

- 6.2.1 The CCO&CS shall have the capacity to investigate and take all reasonable steps to resolve complaints and to implement appropriate remedies as may be required.

- 6.2.2 Upon resolution of a complaint, the outcome shall be communicated to the Complainant and the Governance Officer shall record the decision in the Complaint Register.

- 6.2.3 Where a complainant is dissatisfied with the decision reached by the Company, the complainant, may, if he/she so wishes, refer the complaint to a Competent Authority.

- 6.3 Timing of Complaint Resolution
- 6.3.1 All complaints received shall be resolved and a final response sent to the Complainant within 10 (ten) business days of it being received by the Company and the NGX shall be notified of the resolution of the complaint within two (2) working days following the date the response was sent to the Complainant.

- 6.3.2 Where the Company is unable to resolve a particular complaint within the timeline stipulated above, the complainant shall have a right to refer the complaint to a Competent Authority.

7. Complaints Record Management

- 7.1 The Company shall maintain a Complaints Register which shall be in electronic form. The Complaints Register shall contain the following details:

i. Name of the Complainant;

ii. Date the complaint was received;

iii. Nature of the complaint;

iv. Summary of the complaint;

v. Decision/resolution made

- 7.2 Copies of letters, memos sent including any update letters, acknowledgment letters, and response/resolution documents shall form part of the complaint management record that shall be kept in accordance with the Oando Document Management Policy.

8. Malicious Complaints

Any improper use of the Complaint process by way of malicious accusations shall not be tolerated and appropriate actions shall be taken within the confines of the law.

9. Confidentiality

The identity of Complainants shall be kept strictly confidential except where the concern raised is of a criminal nature and requires legal proceedings. However, the Company will to the best of its ability ensure that the Complainant is protected from any form of retaliation, victimization or retribution.

10. Monitoring and Reporting

The CCO&CS shall monitor the resolution status of all complaints and shall provide a quarterly report of complaints received and their status, independently verified by the Internal Audit, to the Group Leadership Council of the company. The report shall serve as a monitoring tool which shall enable management monitor the effectiveness of the Company's complaint-handling procedures, other related policies and/or procedures and identify relevant trends (if any) which could indicate areas for future focus or improved performance.

11. Publicity

This Policy shall be published on the Company's website together with details of the contact person(s) mentioned in section 5 above and the procedure described under section 6 above.

12. Commencement Date

This Policy shall come to force on the 20th day of November 2015.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 47th Annual General Meeting (the “Meeting”) of Oando PLC (the “Company”) will be held virtually via https://www.oandopl.com/meetings on September 17, 2026, at 10:00 a.m. Nigerian Time for the purposes of:

ORDINARY BUSINESS

1. Transacting the following ordinary business:
- 1.1. To lay before the shareholders the audited financial statements of the Company and of the Group for the year ended December 31, 2025, and the Reports of the Directors, Auditors and Audit Committee thereon.
- 1.2. To re-appoint the firm of BDO Professional Services as the Company's Auditors from the conclusion of the current meeting up until the conclusion of the next general meeting of the Company at which the company's Annual Accounts are laid; and to authorize the Directors of the Company to fix their remuneration.
- 1.3. To consider the re-election of the following Directors who are eligible for retirement by rotation and have offered themselves for re-election:
- Mr. Ademola Akinrele, SAN
 - Mr. Omamofe Boyo
 - Mr. Ikeme Osakwe¹
 - Mr. Adeola Ogunsemi
- Biographical details of the directors standing for re-election are available in the 2025 Annual Report² and on the Company's website https://www.oandopl.com
- 1.4. To elect members of the Statutory Audit Committee.
- 1.5. To disclose the remuneration of managers of the Company³.

SPECIAL BUSINESS

2. Transacting the following special business:

Resolution 1: Directors Remuneration

- 1.1. To approve the remuneration of the Non-Executive Directors of the Company which remains unchanged as approved at the last AGM⁴.

Resolution 2: Mandates Authorizing Transactions with Related Parties/Interested Persons

To consider and if thought fit pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

- 2.1. That, pursuant to the Rules Governing Related Party Transactions of the Nigerian Exchange Limited, a general mandate be and is hereby given authorizing the Company to procure goods, services and financing, and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms consistent with the Company's Transfer Pricing Policy and all relevant Transfer Pricing Regulations in force in Nigeria.
- 2.2. That all transactions falling under this category which were earlier entered into prior to the date of this meeting are hereby ratified.

Resolution 3: Approval of Amendment of the Memorandum and Articles of Association of the Company

To consider, and if approved, to pass with or without modification the following resolutions as special resolutions of the Company, that:

- 3.1. The Articles of Association of the Company be and are hereby amended by the insertion of a new Article 50 (a) to read as follows:

“Subject to the provisions of the Act, the Company may hold any general meeting, at a physical venue, by electronic or virtual means, or as a hybrid meeting combining a physical venue with electronic participation, as the Board of Directors may determine, provided that the rights of members to attend, participate and vote at such meeting are preserved in accordance with the relevant provisions of the Act.”

- 3.2. The objects clause contained in the Memorandum of Association of the Company be and is hereby amended by the insertion of a new sub-clause to read as follows:

“To engage, whether by itself or through any of its subsidiaries, and in compliance with all applicable laws, rules and regulations, in the design, development, creation, origination, acquisition, ownership, financing, investment, issuance, operation, management, administration, maintenance, commercialisation, marketing, distribution, assignment, transfer, exchange, trading, settlement, safeguarding, securing, verification, authentication, recording, registration, storing, processing, preserving, validating and otherwise dealing in or with digital assets and any digital representation of value, rights, interests, obligations, ownership or other legally recognised relationships capable of being created, issued, recorded, represented, transferred, administered or otherwise dealt with through digital, cryptographic, distributed ledger or other existing or emerging technologies.”

Resolution 4: Authorization for Cross-Border Listing of the Company's Shares on Other Stock Exchanges

To consider, and if approved, to pass with or without modification the following resolutions as special resolutions of the Company, that:

“The Directors be and are hereby authorized to approve and effect the listing of the Company's shares on such other stock exchange(s) as they may deem fit (including cross-border listings), and to take all such steps, execute all such documents, and do all such things as may be necessary or expedient to give effect to and ensure full compliance with the listing requirements of any such stock exchange, subject to obtaining any regulatory approvals required under applicable law.”

NOTES

A. Virtual Meeting Link and Live Streaming of the Annual General Meeting

Further to the signing into Law of the Business Facilitation (Miscellaneous Provisions) Act 2023, which allows companies to hold meetings electronically, this Annual General Meeting will be held virtually via https://www.oandopl.com/meetings and streamed live. Shareholders who require technical assistance to access or participate in the virtual meeting may contact the Company's dedicated Annual General Meeting helpdesk at oandoagmh@helpdesk@oandopl.com available from 8:00 a.m. on the day of the Meeting.

¹Section 282 of the Companies and Allied Matters Act (CAMA) 2020 provides that a person may be appointed a director of a public Company notwithstanding that he is 70 years or more of age, but special notice shall be required of any resolution approving the appointment of such a director and the notice given to the Company and by the Company to its members shall state the age of the person to whom it relates. In line with this provision, the Company hereby notifies its members that Mr. Ikeme Osakwe is 72 years old and is being presented for re-election given the importance of retaining institutional knowledge, continuity, and stability in light of ongoing strategic and transition matters to support an effective and orderly succession process in line with the Board Succession Plan.

²Refer to page No. 54-58 for the profile of the Directors.

³Refer to page No. 71 for the remuneration of the managers of the Company.

⁴Refer to the Remuneration Section of the Directors' Remuneration Report set out on page No. 72 of the 2025 Annual Report.

B. Voting and Proxies

In accordance with the Company's Articles of Association and applicable law, all resolutions at the Meeting shall be decided on a poll. On a poll, every member present or represented by proxy shall have one vote for every share held. Shareholders (including those represented by proxy) will be able to cast their votes electronically through the Meeting platform.

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in their stead. A proxy need not be a member of the Company.

In line with the provisions of the Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on Resolution 2.

Registered holders of certificated shares and holders of dematerialized shares in their own name who are unable to attend the Meeting virtually and who wish to be represented at the Meeting, must complete and return the attached form of proxy in accordance with the instructions contained in the form of proxy so as to be received by the share registrars, First Registrars Nigeria Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria or Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132; or email to proxy@computershare.co.za), not less than 48 hours before the time of the Meeting.

Holders of the Company's shares in South Africa (whether certificated or dematerialized) through a nominee should timeously make the necessary arrangements with that nominee or, if applicable, Central Securities Depository Participant (“CSDP”) or broker to enable them to attend and vote at the Meeting or to enable their votes in respect of their shares to be cast at the Meeting by that nominee or a proxy.

C. No Voting by Interested Persons

In line with the provisions of Rule 20.8(c) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on Special Resolution 2.1 above.

D. Closure of Register of Members

The Register of Members and Transfer Books of the Company (Nigerian and South African) will be closed between August 27, 2026, and August 28, 2026 (both days inclusive) for updating the register in accordance with the provisions of Section 114 of CAMA.

E. Nominations for the Audit Committee

In accordance with Section 404(6) of CAMA, any member may nominate a shareholder as a member of the Audit Committee, by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Meeting.

The Consolidated Rules of the Securities and Exchange Commission, 2013 (as amended) and the Nigerian Code of Corporate Governance, 2018 stipulates that members of the Audit Committee should have basic financial literacy and should be able to understand Financial Statements. Additionally, at least one committee member should be a financial expert with up-to-date knowledge in accounting and financial management, capable of interpreting Financial Statements.

F. Right of Shareholders to Ask Questions

Shareholders have a right to ask questions, not only at the meeting, but also in writing prior to the Meeting. For the good and orderly conduct of the meeting, shareholders are encouraged to submit their questions in writing ahead of the Annual General Meeting, and such questions will be acknowledged and answered in full both prior to and at the Annual General Meeting. Questions should be addressed to the Company Secretary and submitted to the Registered Office, or by electronic mail to info@oandopl.com not later than 7 days before the Meeting.

G. Electronic Annual Report

The 2025 Annual Report is available online for viewing and can be downloaded from the Company's website at https://www.oandopl.com. An electronic copy of the Annual Report is sent to our shareholders who have provided their email addresses to the Registrars. Shareholders who have not provided their email addresses or who wish to receive the electronic copy of the 2025 Annual Report by email should request by writing to the Company Secretary at the Registered Office or by emailing info@oandopl.com. Shareholders are also encouraged to update or provide their email addresses with the Registrars to ensure timely receipt of future communications, including Annual Reports and Notices of General Meetings.

H. Profile of Directors

The Profiles of Directors are available on the Company's website: https://www.oandopl.com.

I. Unclaimed Dividend and Share Certificate

Shareholders are hereby informed that some dividends have remained unclaimed and returned to the Registrar. The list of all unclaimed dividends will be published on our website, and shareholders are advised to contact the Registrar, First Registrars & Investor Services Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria.

J. Data Protection

Personal data provided by shareholders in connection with this Notice and the Meeting (including for the purposes of accreditation, proxy appointment and e-dividend registration) will be processed by the Company and/or its Registrars in accordance with the Nigeria Data Protection Act, 2023.

August 18, 2026

BY ORDER OF THE BOARD



Folasade Ibadapo-Obe
Chief Compliance Officer and Company Secretary
FRC/2025/PRO/NBA/002/354268

Registered Office
9th -12th Floor
17a Ozumba Mbadawi Avenue
Victoria Island, Lagos, Nigeria

Proxy Form

The 47th Annual General Meeting (the “Meeting”) of Oando PLC (the “Company”) to be held virtually and streamed live via https://www.oandopl.com/meetings on Thursday, September 17, 2026, at 10:00 a.m Nigerian Time.

I / We*

of

being a member/members of Oando PLC

and holders of shares

hereby appoint**

or failing him/her, the Chairman of the Meeting as my/our proxy to act and vote for me/us on my/our behalf at the Meeting of the Company to be held on Thursday, September 17, 2026, at 10:00 a.m. Nigerian Time and at any adjournment thereof, which will be held for the purposes of considering and, if deemed fit, passing with or without modification, the resolutions to be proposed at the Meeting and to vote for or against the resolutions in accordance with the following instructions.

INSTRUCTIONS TO NOTE

- (i) THIS PROXY FORM SHOULD NOT BE COMPLETED/RETURNED IF THE MEMBER IS ATTENDING THE MEETING.
- (ii) A member entitled to attend and vote at the Meeting is entitled to and may, if he/she wishes, appoint a proxy to act for him/her. All proxy forms must be deposited at the registered office of the Company not less than 48 hours before the time for holding the Meeting. A proxy need not be a member of the Company.
- (iii) The Chairman of the meeting has been printed on the form to ensure that someone will be at the Meeting to act as your proxy but if you wish you may appoint anyone else from the provided list instead, by entering the person's name in CAPITAL LETTERS in the blank space (marked**) above.
- (iv) In the case of joint shareholders anyone of such may complete the form but the names of all joint shareholders must be stated.
- (v) It is a requirement of the Law under the Nigeria Tax Act 2025, Chapter 5 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholder must be duly stamped as prescribed by the Act.
- (vi) If the shareholder is a corporation this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

Kindly complete the form as follows:

- a. Write your name in BLOCK CAPITALS on the proxy form where marked * above.
- b. Write the name of your proxy where marked ** above.
- c. Ensure that the proxy form is signed and dated by you where marked *** below.
- d. If the shareholder is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

Registered holders of certificated shares and holders of dematerialized shares in their own name who are unable to attend the Meeting and who wish to be represented at the Meeting, must complete and return the attached form of proxy in accordance with the instructions contained in the form of proxy so as to be received by the share registrars, First Registrars Nigeria Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria or Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132; or email to proxy@computershare.co.za), not less than 48 hours before the time of the Meeting.

Holders of the Company's shares in South Africa (whether certificated or dematerialized) through a nominee should timeously make the necessary arrangements with that nominee or, if applicable, Central Securities Depository Participant (“CSDP”) or broker to enable them attend and vote at the Meeting or to enable their votes in respect of their shares to be cast at the Meeting by that nominee or a proxy.

Signed***

Dated***

S/N	PROPOSED RESOLUTION	FOR	AGAINST
ORDINARY BUSINESS			
1.	To lay before the shareholders the audited financial statements of the Company and of the Group for the year ended December 31, 2025, and the Reports of the Directors, Auditors and Audit Committee thereon.	N/A	N/A
2.	To re-appoint the firm of BDO Professional Services as the Company's Auditors from the conclusion of the current meeting up until the conclusion of the next general meeting of the Company at which the company's Annual Accounts are laid; and to authorize the Directors of the Company to fix their remuneration.		
3.	To consider the re-election of the following Directors who are eligible for retirement by rotation and have offered themselves for re-election:		
3.1.	Mr. Ademola Akinrele, SAN.		
3.2.	Mr. Omamofe Boyo		
3.3.	Mr. Ikeme Osakwe		
3.4.	Mr. Adeola Ogunsemi		
4.	To elect members of the Statutory Audit Committee.		
5.	To disclose the remuneration of managers of the Company.		
SPECIAL BUSINESS			
6.	To approve the remuneration of the Non-Executive Directors of the Company which remains unchanged as approved at the last AGM.		
7.	To consider and if thought fit pass, with or without modifications, the following resolution as an ordinary resolution of the Company:		
7.1.	That, pursuant to the Rules Governing Related Party Transaction of Nigerian Exchange Limited, a general mandate be and is hereby given authorizing the Company to procure goods, services and financing, and enter into such incidental transactions necessary for its day-to-day operations from its related parties or interested persons on normal commercial terms consistent with the Company's Transfer Pricing Policy and all relevant Transfer Pricing Regulations in force in Nigeria.		
7.2.	That all transactions falling under this category which were earlier entered into prior to the date of this meeting are hereby ratified.		
8.	To consider, and if approved, pass with or without modification the following resolutions as special resolutions of the Company, that:		
8.1.	The Articles of Association of the Company be and are hereby amended by the insertion of a new Article 50 (a) to read as follows: “Subject to the provisions of the Act, the Company may hold any general meeting, at a physical venue, by electronic or virtual means, or as a hybrid meeting combining a physical venue with electronic participation, as the Board of Directors may determine, provided that the rights of members to attend, participate and vote at such meeting are preserved in accordance with the relevant provisions of the Act.”		
8.2.	The objects clause contained in the Memorandum of Association of the Company be and is hereby amended by the insertion of a new sub-clause to read as follows: “To engage, whether by itself or through any of its subsidiaries, and in compliance with all applicable laws, rules and regulations, in the design, development, creation, origination, acquisition, ownership, financing, investment, issuance, operation, management, administration, maintenance, commercialisation, marketing, distribution, assignment, transfer, exchange, trading, settlement, safeguarding, securing, verification, authentication, recording, registration, storing, processing, preserving, validating and otherwise dealing in or with digital assets and any digital representation of value, rights, interests, obligations, ownership or other legally recognised relationships capable of being created, issued, recorded, represented, transferred, administered or otherwise dealt with through digital, cryptographic, distributed ledger or other existing or emerging technologies.”		
9.	To consider, and if approved, to pass with or without modification the following as a special resolution of the Company, that: “The Directors be and are hereby authorized to approve and effect the listing of the Company's shares on such other stock exchange(s) as they may deem fit (including cross-border listings), and to take all such steps, execute all such documents, and do all such things as may be necessary or expedient to give effect to and ensure full compliance with the listing requirements of any such stock exchange, subject to obtaining any regulatory approvals required under applicable law.”		



ADMISSION CARD

THE 47TH (FORTY-SEVENTH) ANNUAL GENERAL MEETING (THE “MEETING”) OF OANDO PLC
(THE “COMPANY”) TO BE HELD VIRTUALLY AND STREAMED LIVE
<https://www.oandopl.com/meetings>

On Thursday, September 17th, 2026, at 10:00 a.m. Nigerian Time.

NAME OF SHAREHOLDER

SIGNATURE OF PERSON ATTENDING

NOTE: The Shareholder or his/her proxy must produce this admission card in order to be admitted at the meeting.

Electric Delivery Mandate Form



I / We, Chief, Dr, Mr, Mrs:

of:

by this form agree to the delivery of annual reports and other statutory documents of Oando PLC to me/us via electronic mode:

The company should forward the materials to the e-mail address stated below:

Email:	Signature & Date:
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Please fill and return the completed form to either:

The Registrar
First Registrars & Investor Services Limited
Plot 2, Abebe Village Road
Iganmu, Lagos, Nigeria

OR

The Chief Compliance Officer & Company Secretary
Oando PLC
The Wings Complex
17a Ozumba Mbadiwe
Victoria Island, Lagos, Nigeria



Forward Looking Statements

This results release contains forward-looking statements regarding the operations, financial condition, strategy, and prospects of Oando PLC ("the Company"). These statements are based on current expectations and assumptions and are subject to risks and uncertainties that could cause actual results to differ materially. Such risks include, but are not limited to, market conditions, regulatory developments, geopolitical events, operational challenges, and the Company's ability to implement key initiatives, including its capital re-structuring, energy transition and diversification strategy.

Readers are cautioned to carefully consider the foregoing factors and other uncertainties, and not to place undue reliance on forward-looking statements. Forward-looking statements apply only as of the date on which they are made, and the Company undertakes no obligation to update or revise any forward-looking statements, except as required by applicable laws and regulations.

Notes

[illegible]

The Wisdom to Listen

The ringing of the Benin ceremonial bell marked occasions that demanded attention, from sacred ceremonies to victorious homecomings. We believe progress begins not with speaking louder, but with listening better.

This is the Era of Us



Disclaimer: The cultural artefacts featured in this report have been reimagined through contemporary illustration to celebrate the ingenuity, heritage and shared values that continue to shape Nigeria's story. They are artistic interpretations inspired by history, not intended as historical reproductions or a comprehensive representation of Nigeria's diverse cultures and traditions.