



**MRS Oil Nigeria Plc**  
**2022 3rd Quarter Financial Statements**

## Corporate information

RC 6442

<b>Board of directors</b>	Mr. Patrice Alberti Mr. Marco Storari Ms. Amina Maina Mr. Matthew Akinlade Sir. Sunday Nnamdi Nwosu Chief Sir Amobi Daniel Nwokafor Mrs Priscilla Ogwemoh	Chairman Managing Director Non Executive Director Independent Director Non Executive Director Non Executive Director Non Executive Director
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**Registered office** 2, Tincan Island  
Apapa  
Lagos

**Company secretary** Mrs. O.M. Jafojo  
2, Tincan Island  
Apapa  
Lagos

**Registrar** First Registrars and Investor Services Limited  
Plot 2, Abebe Village Road,  
Iganmu Lagos  
PMB 12692 Marina  
Lagos

**Auditor** Deloitte & Touche  
Civic Tower  
Ozumba Mbadiwe Road  
Victoria Island  
Lagos

**Principal bankers** Access Bank Plc  
Coronation Merchant Bank Limited  
Fidelity Bank Plc  
First Bank of Nigeria Limited  
First City Monument Bank Plc  
Globus Bank Limited  
Polaris Bank Limited  
Standard Chartered Bank Nigeria Limited  
Stanbic IBTC Bank Plc  
Sterling Bank Plc  
Union Bank of Nigeria Plc  
Unity Bank Plc  
Wema Bank Plc  
Zenith Bank Plc

### Leadership team

**Marco Storari**  
Managing Director

**Oluwakemi M. Jafojo**  
Company Secretary

**Samson Adejonwo**  
Chief Finance Officer

**Donald Ogbuma**  
Sales and Marketing Manager

**Sunday Oyekale**  
Chief Internal Auditor (Ag.)

**Salami Muideen**  
Accounts Manager

**Col. Adebisi Adesanya**  
Chief Security Officer

**Dhikirullah Ameen-Ikoyi**  
Treasury Manager

**Mahmud Muhamed**  
Logistics Manager

**Nkem Fasanmi**  
Supply Manager

**Abdulrazak Suleiman**  
Engineering Manager

**Ademola Ojo**  
Human Resources Manager

**Olawale Badru**  
Chief Legal Counsel

**Arthur Igboanugo**  
Health, Safety and Environment

**Statement of Directors’ responsibilities in relation to the financial statements for the period ended 30 June 2022**

The directors accept responsibility for the preparation of the interim financial statements that give a true and fair view in accordance with International Financial Reporting Standards and in the manner required by the Companies and Allied Matters Act, Cap C.20, Laws of the Federation of Nigeria, 2004 and Financial Reporting Council of Nigeria Act, 2011.

The directors further accept responsibility for maintaining adequate accounting records as required by the Companies and Allied Matters Act, Cap C.20, Laws of the Federation of Nigeria, 2004 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement whether due to fraud or error.

The directors have made an assessment of the Company’s ability to continue as a going concern and have no reason to believe the Company will not remain a going concern in the year ahead.

**SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:**

\_\_\_\_\_  
Signature

Mr Marco Storari (Managing Director)  
Name

FRC/2020/003/00000022083  
FRC

28 October 2022  
Date

\_\_\_\_\_  
Signature

Dr. Amobi D. Nwokafor (Director)  
Name

FRC/2013/ICAN/00000002770  
FRC

28 October 2022  
Date

**Statement of Profit or Loss and Other Comprehensive Income  
for the Period ended 30 September, 2022**

	Notes	July- Sept. 2022	30 Sept. 2022	July-Sept. 2021	30 Sept. 2021
		₦'000	₦'000	₦'000	₦'000
Revenues	5	26,489,198	69,150,137	19,400,094	53,231,344
Cost of sales	8	(23,718,501)	(63,027,325)	(17,974,940)	(49,691,791)
<b>Gross profit</b>		<b>2,770,697</b>	<b>6,122,812</b>	<b>1,425,154</b>	<b>3,539,553</b>
Other income	6	69,525	106,992	296,079	925,070
Administrative expenses	10	(1,438,273)	(3,675,011)	(1,241,273)	(3,442,210)
Selling and distribution expenses	9	(321,590)	(1,080,446)	(367,384)	(1,051,241)
Reversal of (Impairment loss) on financial assets	31a	(15,852)	192,267	259,758	263,937
<b>Operating Profit</b>		<b>1,064,507</b>	<b>1,666,614</b>	<b>372,334</b>	<b>235,110</b>
Finance income	11	7,106	25,458	6,127	416,380
Finance costs	11	(65,989)	(201,696)	(91,815)	(344,511)
<b>Net finance costs</b>	<b>11</b>	<b>(58,883)</b>	<b>(176,238)</b>	<b>(85,689)</b>	<b>71,869</b>
<b>Profit before Taxation</b>		<b>1,005,624</b>	<b>1,490,376</b>	<b>286,645</b>	<b>306,979</b>
Minimum tax	14	(108,043)	(231,894)	(139,879)	(266,157)
<b>Profit before income tax</b>		<b>897,581</b>	<b>1,258,483</b>	<b>146,766</b>	<b>40,822</b>
Income tax credit	14	(464,356)	(473,444)	-	-
<b>Profit after tax for the period</b>		<b>433,225</b>	<b>785,039</b>	<b>146,766</b>	<b>40,822</b>
Other Comprehensive Income, net of income tax		-	-	-	-
<b>Total comprehensive income for the year</b>		<b>433,225</b>	<b>785,039</b>	<b>146,766</b>	<b>40,822</b>
<b>Earnings per share</b>					
Basic and diluted earnings per share (Naira)	13	1.26	2.29	0.43	0.13

The accompanying notes on pages 9 to 57 form an integral part of these financial statements.

**Statement of Financial Position  
as at 30 September 2022**

	<i>Notes</i>	<b>30 Sept. 2022</b>	<b>31 Dec. 2021</b>
		<b>₦'000</b>	<b>₦'000</b>
<b>Assets</b>			
Property, plant and equipment	15	14,525,532	14,742,550
Right of use	30	691,246	802,333
Intangible assets	16	7	29
<b>Total non-current assets</b>		<b>15,216,786</b>	<b>15,544,912</b>
Inventories	21	3,111,085	3,295,802
Withholding tax receivables	20	10,056	9,747
Prepayments	28	113,105	56,415
Trade and other receivables	18	14,839,080	15,499,644
Cash and cash equivalents	22	3,418,578	2,798,796
<b>Total current assets</b>		<b>21,491,903</b>	<b>21,660,403</b>
<b>Total assets</b>		<b>36,708,689</b>	<b>37,205,315</b>
<b>Equity</b>			
Share capital	23	162,608	152,393
Retained earnings	23(b)	17,805,775	17,030,951
<b>Total equity</b>		<b>17,968,383</b>	<b>17,183,344</b>
<b>Liabilities</b>			
Employee benefit obligation	24	7,300	6,632
Provisions	29	52,125	52,291
Lease Liabilities	30	510,500	509,387
Deferred tax liabilities	14e)	473,444	-
<b>Total non-current liabilities</b>		<b>1,043,369</b>	<b>568,310</b>
Dividend payable	26	169,851	169,851
Trade and other payables	26	15,543,485	17,463,049
Short term borrowings	27	1,411,157	1,411,105
Provisions	29	46,139	46,139
Tax payable	14d)	526,305	363,517
<b>Total current liabilities</b>		<b>17,696,937</b>	<b>19,453,661</b>
<b>Total liabilities</b>		<b>18,740,306</b>	<b>20,021,971</b>
<b>Total equity and liabilities</b>		<b>36,708,689</b>	<b>37,205,315</b>

Approved by the Board of Directors on 28 October 2022 and signed on its behalf by:

\_\_\_\_\_  
)Mr Marco Storari (Managing Director)  
FRC/2020/003/00000022083

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) Dr. Amobi D. Nwokafor (Director)  
FRC/2013/ICAN/00000002770

\_\_\_\_\_  
) Mr. Samson Adejonwo(Chief Finance Officer)  
FRC/2020/001/00000021998

*The accompanying notes on pages 9 to 57 form an integral part of these financial statements.*

**Statement of Changes in Equity  
for the Period ended 30 September, 2022**

Notes	Share capital	Retained earnings	Total equity
	₦'000	₦'000	₦'000
<b>Balance as at 1 January 2021</b>	152,393	16,691,078	16,843,471
<b>Total comprehensive income:</b>			
Profit for the year	-	40,822	40,822
Other comprehensive income	-	-	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>40,822</b>	<b>40,822</b>
<b>Balance as at 30 September 2021</b>	<b>152,393</b>	<b>16,731,900</b>	<b>16,884,293</b>

	Share capital	Retained earnings	Total equity
	₦'000	₦'000	₦'000
<b>Balance as at 1 January 2022</b>	152,393	17,030,951	17,183,344
<b>Total comprehensive income:</b>			
Profit for the period	-	785,039	785,039
Other comprehensive income	-	-	-
<b>Total comprehensive income</b>	<b>-</b>	<b>785,039</b>	<b>785,039</b>
<b>Transactions with owners of the Company</b>			
Bonus issue transfer from Retained Earnings to Share Capital	10,215	(10,215)	-
Write-back of statute barred dividend Note 26(d)			
<b>Total transactions with owners of the Company</b>	<b>10,215</b>	<b>(10,215)</b>	<b>-</b>
<b>Balance as at 30 September 2022</b>	<b>162,608</b>	<b>17,805,775</b>	<b>17,968,383</b>

The accompanying notes on pages 9 to 57 form an integral part of these financial statements.

## Statement of Cash Flows for the year end 30 September, 2022

	Notes	30 Sept. 2022	30 Sept. 2021
		₦'000	₦'000
<b>Cash flows from operating activities:</b>			
Profit after tax		785,039	40,822
<b>Adjustments for:</b>			
Depreciation on PPE	10	465,869	374,996
Depreciation on Right of Use Assets	10	74,686	86,004
Amortisation of intangible assets	16	22	260
Finance income	11	(25,458)	416,380
Finance costs	11	201,696	(344,511)
(Gain)/Loss on sale of property, plant and equipment	10	154,017	496,516
(Gain)/Loss on Reversal of Expired ROU Asset	6,10	16,532	-
Reversal of Accrued Lease liability	30(iii)	(39,891)	-
Write off on Miscellaneous Receivable Retailers	18(g)	-	300
Write off on Joint Receivable balance	18(h)	-	-
Net foreign exchange gain	11	-	-
Provision for long-term service award	24(c)	668	1,179
(Reversal of)/Impairment loss on trade receivables	31(a)	(192,267)	(231,212)
Impairment/(Reversal) of Related party receivables	31(a)	-	(32,725)
Minimum tax	14	231,894	266,157
Income tax (credit)/charge	14	473,444	-
		<b>2,113,995</b>	<b>1,074,465</b>
Changes in:			
- Inventories		184,718	(2,212,929)
- Trade, other receivables and prepayments		795,833	1,047,748
- Security deposits		-	(95,272)
- Trade and other payables		(1,914,962)	(1,272,633)
<b>Cash generated from operating activities</b>		<b>1,179,584</b>	<b>(1,458,621)</b>
Income taxes paid	14d)	(69,106)	(44,237)
Withholding tax credit notes utilised	14d)	-	(60,717)
Long-term service award paid	24	-	-
<b>Net cash generated from operating activities</b>		<b>1,110,477</b>	<b>(1,563,575)</b>
Cash flows from investing activities:			
Proceeds from sale of property, plant and equipment	15	74,049	85
Purchase of property, plant and equipment	15	(476,917)	(825,892)
Purchase of ROU assets	16	-	-
Interest received	11	25,458	21,413
<b>Net cash used for investing activities</b>		<b>(377,410)</b>	<b>(804,394)</b>
Cash flows from financing activities:			
Additional (overdraft)/short term borrowings	27	29,997,787	-
Short term borrowing repayment	27	(29,997,735)	-
Interest paid	11	(113,337)	(37,648)
<b>Net cash used in financing activities</b>		<b>(113,285)</b>	<b>(37,648)</b>
Net change in cash and cash equivalents		619,782	(2,405,615)
Cash and cash equivalents at 1 January	19	2,798,796	4,462,166
Effect of movements in exchange rates on cash held		-	-
<b>Cash and cash equivalents at 30 September 2022</b>	22	<b>3,418,578</b>	<b>2,056,550</b>

The accompanying notes on pages 9 to 57 form an integral part of these financial statements.

## Notes to the financial statements

### 1. Reporting entity

The Company was incorporated as Texaco Nigeria Limited (a privately owned Company) on 12 August 1969 and was converted to a Public Limited Liability company quoted on the Nigerian Stock Exchange in 1978, as a result of the 1977 Nigerian Enterprises Promotions Decree. The Company is domiciled in Nigeria and its shares are listed on the Nigerian Stock Exchange (NSE). The Company's name was changed to Texaco Nigeria Plc. in 1990 and again on 1 September 2006 to Chevron Oil Nigeria Plc.

On 20 March 2009 there was an acquisition of Chevron Africa Holdings Limited, (a Bermudian Company) by Corlay Global SA of Moffson Building, East 54th Street, Panama, Republic of Panama. By virtue of this foreign transaction, Chevron Nigeria Holdings Limited, Bermuda changed its name to MRS Africa Holdings Limited, Bermuda.

The new management of the Company announced a change of name of the Company from Chevron Oil Nigeria Plc to MRS Oil Nigeria Plc ("MRS") effective 2 December 2009 following the ratification of the name change of the Company at the 40th Annual General Meeting of the Company on 29 September 2009.

The Company is domiciled in Nigeria and has its registered office address at:

2, Tincan Road  
Lagos  
Nigeria

The Company is principally engaged in the business of marketing and distribution of refined petroleum products, blending and selling of lubricants and manufacturing and selling of greases.

### 2. Basis of preparation

#### (a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB) and in the manner required by the Companies and Allied Matters Act, Cap C.20, Laws of the Federation of Nigeria, 2020 and the Financial Reporting Council of Nigeria Act, 2011.

#### (b) Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise stated.

#### (c) Composition of Financial statements

The financial statements comprise:

- i Statement of profit or Loss and other comprehensive income
- ii Statement of Financial position
- iii Statement of changes in equity
- iv Statement of cash flows
- v Notes to the financial statements

#### (d) Financial Period

These financial statements cover the period from 1 January 2021 to 30 September 2022 with comparative figures for the financial year from 1 January 2021 to 30 June 2021 .

#### (e) Functional and presentation currency

These financial statements are presented in Nigerian Naira, which is the Company's functional currency. All financial information presented in Naira have been rounded to the nearest thousand unless stated otherwise.

#### (f) Significant changes in the current reporting year

There is no significant changes in the current year reporting unlike in 2020, when oil prices and demand for oil products reduced significantly due to the global Coronavirus (COVID-19) pandemic and other geopolitical events around the world. These recent events will continue to have an impact on oil price volatility. The Company will continue to monitor the oil prices and take adequate steps to manage its business and any financial impact of same. However, the Company's operations are not affected by seasonality or cyclic situation.



## Notes to the financial statements

### 2 Critical accounting judgement and key sources of estimating uncertainty Use of judgements and estimates

The preparation of annual financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the year in which the estimates are revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future year.

## Notes to the financial statements

### 2 Critical accounting judgement and key sources of estimating uncertainty ( cont'd) Judgements, assumptions and estimation uncertainties

Significant judgments have been made in applying accounting policies that would have significant effects on the amounts recognised in these financial statements. Information about judgements, assumptions and estimation uncertainties that have a risk of resulting in a material adjustment in the period ending 30 September 2022 are included in the notes below:

#### (i) Impairment assessment of cash generating unit

The Company assesses whether there are any possible indicators of impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable, or at least at every reporting date. Such indicators include changes in the, Company's business plans, changes in commodity prices, evidence of physical damage and, for oil and gas properties, significant downward revisions of estimated recoverable volumes or increases in estimated future development expenditure. This triggered an impairment test which resulted in the Company performing a valuation to determine the recoverable amount of its cash generating unit (CGU). The Company has a single CGU, whose carrying amount is reflected in the net assets position.

An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is higher of its fair value less costs of disposal and value-in-use. The Company has made an assessment of the amount that the Company could obtain at the end of the reporting period from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting cost of disposal. In determining this amount, the Company has considered the outcome of recent transactions for similar assets within the same industry.

Based on the above and assessment done by the Directors, there is no impairment indicator to suggest that the recoverable amount as at 30 September 2022 of the CGU is lower than the carrying amount, and accordingly no impairment test of the CGU is required as at that date.

#### (ii) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The Chief Finance Officer has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports to the Board of Directors through the Managing Director.

The Chief Finance Officer regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Chief Finance Officer assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified. Significant valuation issues are reported to the Audit Committee and Board of Directors.

When measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred.

## Notes to the financial statements

### i **Recovery of deferred tax assets**

Judgement is required to determine which types of arrangements are considered to be tax on income in contrast to an operating cost. Judgement is also required in determining whether deferred tax assets are recognised in the statement of financial position. Deferred tax assets, including those arising from un-utilised tax losses require management assessment of the likelihood that the Company will generate sufficient taxable earnings in future years in order to utilise recognised deferred tax assets.

Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. These estimates of future taxable income are based on forecast cash flows from operations (which are impacted by sales volume and production, global oil prices, operating costs and capital expenditure) and judgement about the application of existing tax laws.

To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realise the net deferred tax assets recorded at the reporting date could be impacted.

Future changes in tax laws could also limit the ability of the Company to obtain tax deductions in future years.

### (ii) **Revenue recognition**

In making its judgement, management considered the detailed criteria for the recognition of revenue set out in IFRS 15 and, in particular, whether the entity had transferred control of the goods to the customer. Following the detailed quantification of the entity's liability in respect of rectification work, and the agreed limitation on the customer's ability to require further work or to require replacement of the goods, the directors are satisfied that the significant risks and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with recognition of an appropriate provision for the rectification costs.

## Notes to the financial statements

### 2 **Critical accounting judgement and key sources of estimating uncertainty (cont'd)**

#### (iii) **Contingencies**

By their nature, contingencies will only be resolved when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

#### (iv) **Estimated useful lives and residual values of intangible assets and property, plant and equipment**

The Company's management determines the estimated useful lives and related depreciation charge for its items of property, plant and equipment on an annual basis. The Company has carried out a review of the residual values and useful lives of property, plant and equipment during the year and that has not highlighted any requirement for an adjustment to the residual lives and remaining useful lives of the assets for the current or future periods.

#### v) **Recoverability of financial assets**

The Company reviews all financial assets at least annually and when there is any indication that the asset might be impaired. Loss allowance for trade receivables is measured at an amount equal to twelve months ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The Company has recognised a loss allowance of 100% against all receivables over 365 days past due, because historical experience has indicated that these receivables are generally not recoverable. There has been no change in the estimation techniques or significant assumptions made during the current reporting year. The Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, except where there is adequate security. None of the trade receivables that have been written off are subject to enforcement activities. Trade receivables are considered to be past due when they exceed the credit period granted.

#### (vi) **Provision for obsolete inventory**

The Company reviews its inventory to assess loss on account of obsolescence on a regular basis. In determining whether provision for obsolescence should be recorded in profit or loss, the Company makes judgements as to whether there is any observable data indicating that there is any future saleability of the product and the net realizable value for such product. Accordingly, provision for impairment, if any, is made where the net realizable value is less than cost based on best estimates by the management.

## Notes to the financial statements

### Notes to the financial statements

#### 3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except where otherwise indicated.

##### (a) Foreign currency transactions

Transactions denominated in foreign currencies are translated and recorded in Nigerian Naira at the spot rates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the rates of exchange prevailing at that date. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate on the date of the transaction.

Foreign currency differences arising on translation are recognized in profit or loss.

### Notes to the financial statements

#### 3 Significant accounting policies (cont'd)

##### (b) Financial instruments

###### (i) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

###### (ii) Classification and subsequent measurement

###### Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI) – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

###### Financial assets – Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to directors. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether the directors' strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the directors
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

## Notes to the financial statements

### Financial assets – Assessment of whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company’s claim to cash flows from specified assets (e.g. non-recourse features).

## Notes to the financial statements

### 3 Significant accounting policies (cont’d)

#### (b) Financial instruments

##### (ii) Classification and subsequent measurement

### Financial assets – Assessment of whether contractual cash flows are solely payments of principal and interest

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

### Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss

### Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

#### (iii) Derecognition

##### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

##### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

#### (iv) Offsetting

Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**Notes to the financial statements**

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

**i Recognition and measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of certain items of property, plant and equipment at 1 January 2011, the Company's date of transition to IFRS, was determined with reference to their fair value at that date being the deemed cost on transition to IFRS.

Cost includes expenditure that is directly attributable to the acquisition of the asset. Property, plant and equipment under construction are disclosed as capital work-in-progress. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use including, where applicable, the costs of dismantling and removing the items and restoring the site on which they are located and borrowing costs on qualifying assets.

If significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income in profit or loss.

**ii Subsequent expenditure**

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

**iii Depreciation**

Depreciation is calculated to write off the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment which reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for the current and comparative years are as follows:

Land and Buildings:	
- Leasehold Land	Not depreciated
- Buildings	10 to 25 years
Plant and Machinery	10 to 20 years
Furniture and Fittings	5 years
Automotive equipment	4 to 10 years
Computer equipment	3 years
Office equipment	5 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Capital work-in-progress is not depreciated. The attributable cost of each asset is transferred to the relevant asset category immediately the asset is available for use and depreciated accordingly.

**Notes to the financial statements**

**(d) Intangible assets**

**(i) Recognition and measurement**

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

The Company's intangible assets with finite useful lives comprise acquired software. These are capitalised on the basis of acquisition costs as well as costs incurred to bring the assets to use.

**(ii) Subsequent expenditure**

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific intangible asset to which it relates. All other expenditure is recognized in profit or loss as incurred.

**(iii) Amortisation of intangible assets**

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. The useful life for computer software is 3 years.

**(e) Leases**

The Company has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17 and IFRIC 4. The details of accounting policies under IAS 17 and IFRIC 4 are disclosed separately.

**Policy applicable from 1 January 2019**

At inception of a contract, the Company 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 Company uses the definition of a lease in IFRS 16.

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

**i As a lessee**

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

## Notes to the financial statements

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is 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 Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' in the statement of financial position.

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

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets (i.e below NGN 1 million) and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## ii. As a lessor

At inception or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Company 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 Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Company applies IFRS 15 to allocate the consideration in the contract.

The Company applies the derecognition and impairment requirements in IFRS 9 to the net investment in the lease. The Company further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

Generally, the accounting policies applicable to the Company as a lessor in the comparative period were not different from IFRS 16 except for the classification of the sub-lease entered into during current reporting period that resulted in a finance lease classification.

**Notes to the financial statements**

**Policy applicable before 1 January 2019**

For contracts entered into before 1 January 2019, the Company determined whether the arrangement was or contained a lease based on the assessment of whether:

- fulfilment of the arrangement was dependent on the use of a specific asset or assets; and
- the arrangement had conveyed a right to use the asset. An arrangement conveyed the right to use the asset if one of the following was met:
  - the purchaser had the ability or right to operate the asset while obtaining or controlling more than an insignificant amount of the output;
  - the purchaser had the ability or right to control physical access to the asset while obtaining or controlling more than an insignificant amount of the output; or
  - facts and circumstances indicated that it was remote that other parties would take more than an insignificant amount of the output, and the price per unit was neither fixed per unit of output nor equal to the current market price per unit of output.

**i As a lessee**

In the comparative period, as a lessee the Company classified leases that transferred substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent. Subsequent to initial recognition, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognised in the Company's statement of financial position. Payments made under operating leases were recognised in profit or loss on a straight line basis over the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the term of the lease.

**ii. As a lessor**

When the Company acted as a lessor, it determined at lease inception whether each lease was a finance lease or an operating lease.

To classify each lease, the Company made an overall assessment of whether the lease transferred substantially all of the risks and rewards incidental to ownership of the underlying asset. If this was the case, then the lease was a finance lease; if not, then it was an operating lease. As part of this assessment, the Company considered certain indicators such as whether the lease was for the major part of the economic life of the asset.

**(f) Inventories**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition but excludes reimburseable costs or other costs subsequently recoverable by the Company. In the case of manufactured/ blended inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

The basis of costing inventories are as follows:

Product Type	Cost Basis
a) Refined petroleum products AGO, ATK, PMS, DPK b) Packaging materials, lubricants and greases	Weighted average cost
Inventories-in-transit	Purchase cost incurred to date

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Inventory values are adjusted for obsolete, slow-moving or defective items.



## Notes to the financial statements

### (g) Impairment

#### i Non-derivative financial assets

Financial assets not classified at fair value through profit or loss are assessed at each reporting date to determine whether there is objective evidence of impairment.

Objective evidence that financial assets maybe impaired includes

- default or delinquency by a debtor;
- restructuring of an amount due to the Company on terms that the Company would not consider otherwise;
- indications that a debtor or issuer will enter bankruptcy;
- adverse changes in the payment status of borrowers or issuers;
- the disappearance of an active market for a security; or
- observable data indicating that there is measurable decrease in expected cash flows from a Company of financial assets

The Company considers evidence of impairment for these assets at both an individual asset and collective level. All individually significant assets are individually assessed for impairment. Those found not to be impaired are then collectively assessed for any impairment that has been incurred but not yet individually identified. Assets that are not individually significant are collectively assessed for impairment. Collective assessment is carried out by grouping together assets with similar risk characteristics

#### Non-derivative financial assets (cont'd)

In assessing collective impairment, the Company uses historical information on timing of recoveries and the amount of loss incurred, and makes adjustment if current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss is calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

#### ii Non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash flows from continuing use that are largely independent of the cash flows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 or CGU.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### (h) Employee benefits

#### i Defined contribution plan

A defined contribution plan is a post-employment benefit plan (pension fund) under which the Company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years.

In line with the provisions of the Pension Reform Act 2014, the Company has instituted a defined contribution pension scheme for its permanent staff. Employees contribute 8% each of their basic salary, transport and housing allowances to the Fund on a monthly basis. The Company's contribution is 10% of each employee's basic salary, transport and housing allowances. Staff contributions to the scheme are funded through payroll deductions while the Company's contribution is recognised in profit or loss as employee benefit expense in the years during which services are rendered by employees.

## Notes to the financial statements

### ii Defined benefit plan

The Company's net obligation in respect of defined benefit scheme was calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior years and that benefit was discounted to determine its present value. In determining the liability for employee benefits under the defined benefit scheme, consideration was given to future increases in salary rates and the Company's experience with staff turnover.

The recognised liability was determined by an independent actuarial valuation every year using the projected unit credit method. Actuarial gains and losses arising from differences between the actual and expected outcome in the valuation of the obligation were recognised fully in Other Comprehensive Income. The effect of any curtailment is recognised in full in 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 Company's obligation. Although the scheme was not funded, the Company ensured that adequate arrangements were in place to meet its obligations under the scheme

### iii Other long-term employee benefits

The Company's other long-term employee benefits represents a Long Service Award scheme instituted for all permanent employees. The Company's obligations in respect of this scheme is the amount of future benefits that employees have earned in return for their service in the current and prior years. 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 Company's obligation. The calculation is performed using the Projected Unit Credit method. Remeasurements are recognised in profit or loss in the year in which they arise. Although the scheme was not funded, the Company ensured that adequate arrangements were in place to meet its obligations under the scheme.

### iv Terminal benefits

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If the benefits are not expected to be settled wholly within 12 months of the end of the reporting year, then they are discounted.

### v Short-term employee benefits

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

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

### (i) Provisions, Contingent Liabilities and Assets

#### Provisions

Provisions comprise liabilities for which the amount and timing are uncertain. They arise from legal and tax risks, litigation and other risks. A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

#### 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 company, or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are only disclosed and not recognised as liabilities in the statement of financial position.

#### Contingent assets

A contingent asset is a possible asset 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 company. Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the company.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, the company is required to disclose a brief description of the nature of the contingent assets at the reporting date. When the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognised in the financial statements of the period in which the change occurs.

## Notes to the financial statements

### (j) Revenue

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when it transfers control over its products to a customer.

If it is probable that discounts will be granted and the amount could be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

Revenue for regulated products is presented at the regulated price of the products (transaction price) net of standard transport cost directly recoverable from the prices of regulated products.

The timing of the transfer of control of ownership of the product varies depending on whether the customer collects the products himself or the Company delivers to the customer using the third party transporters. For the former, revenue is recognized when the customer picks up the products from the Company's depots and the latter, when delivery is made; hence, revenue is recognised at a point in time.

### (k) Finance income and finance costs

The Company's finance income and finance costs include:

Interest income or expenses are recognized in profit or loss using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis. Finance costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the related assets. Finance costs that are directly attributable to the importation of Premium Motor Spirit (PMS) are classified as trade and other receivables.

Foreign currency gains and losses are reported on a net basis.

### (l) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

The Company had determined that interest and penalties relating to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore are accounted for under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

#### i Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates statutorily enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The Company is subject to the Companies Income Tax Act (CITA), Tertiary Education Trust Fund (Establishment Act 2011) and Capital Gains Tax Act. Tertiary education tax is assessed at 2% of assessable profit, Capital gains tax at 10% of chargeable capital gains while Company income tax is assessed at 30% of adjusted profit.

#### ii Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

**Notes to the financial statements**

- taxable temporary differences arising on the initial recognition of goodwill."

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans approved by the board of the Company.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner the company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

iii **Minimum tax**

The Company is subject to the Companies Income Tax Act (CITA). Total amount of tax payable under CITA is determined based on the higher of two components namely, Company Income Tax (based on taxable income (or loss) for the year); and Minimum tax (determined as 0.25% of the qualifying company's turnover less franked investment income).

Where the minimum tax charge is higher than the Company Income Tax (CIT), a hybrid tax situation exists. In this situation, the CIT is recognised in the income tax expense line in the profit or loss and the excess amount is presented above the income tax line as Minimum tax.

(m) **Withholding tax receivables**

Withholding taxes (WHT) are advance payments of income taxes deducted by the Company's customers at source upon invoicing. WHT receivables are measured at cost.

The Company offsets the tax assets arising from WHT credits and current tax liabilities if, and only if, the entity has a legally enforceable right to set off the recognised amounts, and it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. The tax asset is reviewed at each reporting date and written down to the extent that it is no longer probable that future economic benefit would be realized.

Tax asset written down are recognized in profit or loss as income tax expense.

(n) **Earnings per share (EPS)**

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

(o) **Segment reporting**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses. All operating segments' operating results are reviewed regularly by the Managing Director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Managing Director include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

## Notes to the financial statements

**(p) Statement of cash flows**

The statement of cash flows is prepared using the indirect method. Changes in statement of financial position items that have not resulted in cash flows have been eliminated for the purpose of preparing the statement. Dividends paid to ordinary shareholders are included in financing activities. Finance costs paid is also included in financing activities while finance income is included in investing activities.

**(q) Government grants**

Petroleum Products Pricing Regulatory Agency (PPPRA) subsidies which compensate the Company for losses made on importation of certain refined petroleum products are recognised when there is reasonable assurance that they will be recovered and the Company has complied with the conditions attached to receiving the subsidy. The subsidies are recognised as a reduction to the landing cost of the subsidised petroleum product in profit or loss for the year in which the Company makes the determination that all conditions have been met and the amount will be recovered. Any deduction by the PPPRA or other government agencies on settlement of the recognised subsidy claims is written off to profit or loss as administrative expense.

**(r) Joint arrangement**

The Company's joint arrangement is in respect of its interests in joint aviation facilities held with other parties. These Financial Statements include the Company's share of assets, liabilities, revenue and expenses of the joint arrangement.

**(s) Share capital**

The Company has only one class of shares, ordinary shares. Ordinary shares are classified as equity. When new shares are issued, they are recorded in share capital at their par value. The excess of the issue price is recorded in the share premium reserve. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects are recognised as a deduction from equity.

**(t) Operating profit**

Operating profit is the result generated from the continuing principal revenue producing activities of the Company as well as other income and expenses related to operating activities. Operating profit excludes net finance costs, share of profit of equity accounted investees and income taxes.

**(u) Dividend**

Dividend is accrued when declared, being when it is appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting year but not distributed at the end of the reporting year.

**(v) Operating expense**

Expenses are decreases in economic benefits during the accounting period in the form of outflows, depletion of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. Expenses are recognized on an accrual bases regardless of the time of spending cash.

Expenses are recognized in the statement of profit or loss when a decrease in future economic benefit related to a decrease in an assets or an increase of a liability has arisen that can be measured reliably.

Expenses are measured at historical cost. Only the portion of cost of a previous period that is related to the income earned during the reporting period is recognized as an expense. Expenses that are not related to the income earned during the reporting period, but expected to generate future economic benefits, are recorded in the financial statement as assets. The portion of assets which is intended for earning income in the future periods shall be recognized as an expense when the associated income is earned.

Expenses are recognized in the same reporting year when they are incurred in cases when it is not probable to directly relate them to particular income earned during the current reporting year and when they are not expected to generate any income during the coming years.

## Notes to the financial statements

### (w) Cost of sales

Cost of sales represents decreases in economic benefits during the accounting year that are directly related to revenue-generating activities of the Company.

Cost of sales is recognized on an accrual bases regardless of the time of spending cash and measured at historical cost.

Only the portion of cost of a previous year that is related to revenue earned during the reporting year is recognized as Cost of sales.

### (x) Other income

The Company recognises income from rental of some of its space, filling stations, certain equipment to partners. Other income includes all other earnings that are not directly related to sale of its products. Gain or loss on disposal of property, plant and equipment is included in other income.

## Notes to the financial statements

### 4 New and amended IFRS standards

#### 4.1 New and amended IFRS standards that are effective for the current year

The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Several amendments and interpretations apply for the first time in 2021, but do not have any material impact on the financial statements of the Company.

#### Impact of the initial application of Interest Rate Benchmark Reform amendments to IFRS 9 and IFRS 7.

Effective January 2021, the IASB issued Interest Rate Benchmark Reform Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16).

- **These amendments modify financial assets, financial liabilities and lease liabilities.** A practical expedient for modifications required by the reform (modifications required as a direct consequence of the IBOR reform and made on an economically equivalent basis). These modifications are accounted for by updating the effective interest rate.

- **Hedge accounting requirements.** Under the amendments, hedge accounting is not discontinued solely because of the IBOR reform. Hedging relationships (and related documentation) must be amended to reflect modifications to the hedged item, hedging instrument and hedged risk. Amended hedging relationships should meet all qualifying criteria to apply hedge accounting, including effectiveness

- **Disclosures.** In order to allow users to understand the nature and extent of risks arising from the IBOR reform to which the entity is exposed to and how the entity manages those risks as well as the entity's progress in transitioning from IBORs to alternative benchmark rates, and how the entity is managing this transition, the amendments require that an entity discloses information about the interest rate benchmark.

The amendments are not relevant to the Company given that it does not apply hedge accounting to its benchmark interest rate

#### Amendments to IFRS 16: Covid-19-Related Rent Concessions beyond 30 June 2021

On 28 May 2020, the IASB issued Covid-19-Related Rent Concessions - amendment to IFRS 16 Leases. The amendments provide relief to lessees from applying IFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification

A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification.

The amendment was intended to apply until 30 June 2021, but as the impact of the Covid-19 pandemic is continuing, on 31 March 2021, the IASB extended the period of application of the practical expedient to 30 September 2022. The amendment applies to annual reporting periods beginning on or after 1 April 2021. These has no impact on the financial statement of the company, but may impact future periods should the company have any rent concessions.

#### 4.1.1 New and amended IFRS standards that are effective for the current year (cont'd)

The practical expedient applies only to rent concessions occurring as a direct consequence of COVID-19 and only if all of the following conditions are met:

- a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- b) Any reduction in lease payments affects only payments originally due on or before 30 June 2021 (a rent concession meets this condition if it results in reduced lease payments on or before 30 June 2021 and increased lease payments that extend beyond 30 June 2021); and
- c) There is no substantive change to other terms and conditions of the lease.

These amendments had no impact on the financial statements of the Company, but may impact future periods should the Company have any rent concessions.

## Notes to the financial statements

### Amendments to References to the Conceptual Framework in IFRS Standards

The Company has adopted the amendments included in Amendments to References to the Conceptual Framework in IFRS Standards for the first time in the current year. The amendments include consequential amendments to affected Standards so that they refer to the new Framework. Not all amendments, however, update those pronouncements with regard to references to and quotes from the Framework so that they refer to the revised Conceptual Framework. Some pronouncements are only updated to indicate which version of the Framework they are referencing to (the IASC Framework adopted by the IASB in 2001, the IASB Framework of 2010, or the new revised Framework of 2018) or to indicate that definitions in the Standard have not been updated with the new definitions developed in the revised Conceptual Framework.

The Standards which are amended are IFRS 2, IFRS 3, IFRS 6, IFRS 14, IAS 1, IAS 8, IAS 34, IAS 37, IAS 38, IFRIC 12, IFRIC 19, IFRIC 20, IFRIC 22, and SIC-32

### Amendments to IFRS 3: Definition of a Business

The amendments to IFRS 3 clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

The amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The amendments are applied prospectively to all business combinations and asset.

These amendments had no significant impact on the financial statements of the Company, but may impact future periods should the Company enter into any business combinations.

## Notes to the financial statements

### 4.1 New and amended IFRS standards that are effective for the current year (cont'd)

#### Amendments to IAS 1 and IAS 8: Definition of Material

The Company has adopted the amendments to IAS 1 and IAS 8 for the first time in the current year. The amendments make the definition of material in IAS 1 easier to understand and are not intended to alter the underlying concept of materiality in IFRS Standards. The concept of 'obscuring' material information with immaterial information has been included as part of the new definition.

The threshold for materiality influencing users has been changed from 'could influence' to 'could reasonably be expected to influence'. The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1. In addition, the IASB amended other Standards and the Conceptual Framework that contain a definition of 'material' or refer to the term 'material' to ensure consistency.

## Notes to the financial statements

### a. **Conceptual Framework for Financial Reporting issued on 29 March 2018**

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the IASB in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards.

These amendments had no impact on the financial statements of the Company

### b. **Amendments to IAS 1 and IAS 8: Definition of Material**

The amendments provide a new definition of material that states, “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.”

The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the financial statements of the Company, nor is there expected to be any future impact to the Company.

The amendments are effective for annual reporting periods beginning on or after 1 January 2022.

### c. **Amendments to IFRS 7, IFRS 9 and IAS 39: Interest Rate Benchmark Reform**

These amendments to IFRS 9 and IAS 39 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relation is affected if the reform gives rise to uncertainties about the timing and of amount of benchmark-based cashflows of the hedged item or the hedging instrument. These amendments had no impact on the financial statements of the Company as it does not have any interest rate hedge relationships.

## 4.2 **New and revised IFRS Standards in issue but not yet effective**

Certain new accounting standards and interpretations have been published that are not mandatory for June 2022 reporting periods and have not been early adopted by the Company. The Company does not expect the new accounting standards and interpretations to have a material impact on its current or future reporting periods.

Details of these new standards and interpretations are set out below:

### **IFRS 17 Insurance Contracts**

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 Insurance Contracts

IFRS 17 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach. The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach.

The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders’ options and guarantees.

Effective for annual periods beginning on or after 1 January 2023 and must be applied retrospectively unless impracticable, in which case the modified retrospective approach or the fair value approach is applied.

For the purpose of the transition requirements, the date of initial application is the start of the annual reporting period in which the entity first applies the Standard, and the transition date is the beginning of the period immediately preceding the date of initial application.



## Notes to the financial statements

### Notes to the financial statements

#### 4.2 New and revised IFRS Standards in issue but not yet effective (cont'd)

##### **Amendments to IAS 1 – Classification of Liabilities as Current or Non-current**

The amendments to IAS 1 affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendments are applied retrospectively for annual periods beginning on or after 1 January 2023, with early application permitted.

##### **Amendments to IFRS 3 – Reference to the Conceptual Framework**

The amendments update IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also add to IFRS 3 a requirement that, for obligations within the scope of IAS 37, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC 21 Levies, the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date.

Finally, the amendments add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination"

The amendments are effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022. Early application is permitted if an entity also applies all other updated references (published together with the updated Conceptual Framework) at the same time or earlier.

##### **Amendments to IAS 16 – Property, Plant and Equipment—Proceeds before Intended Use**

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced before that asset is available for use, i.e., proceeds while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Consequently, an entity recognises such sales proceeds and related costs in profit or loss. The entity measures the cost of those items in accordance with IAS 2 Inventories.

The amendments also clarify the meaning of 'testing whether an asset is functioning properly'. IAS 16 now specifies this as assessing whether the technical and physical performance of the asset is such that it is capable of being used in the production or supply of goods or services, for rental to others, or for administrative purposes

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

## Notes to the financial statements

### Amendments to IAS 37 – Onerous Contracts—Cost of Fulfilling a Contract

The amendments specify that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labour or materials) and an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments apply to contracts for which the entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendments. Comparatives are not restated. Instead, the entity shall recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate, at the date of initial application.

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

### Annual Improvements to IFRS Standards 2018–2020

The Annual Improvements include amendments to four Standards.

#### a. IFRS 1 First-time Adoption of International Financial Reporting Standards

The amendment provides additional relief to a subsidiary which becomes a first-time adopter later than its parent in respect of accounting for cumulative translation differences. As a result of the amendment, a subsidiary that uses the exemption in IFRS 1:D16 (a) can now also elect to measure cumulative translation differences for all foreign operations at the carrying amount that would be included in the parent’s consolidated financial statements, based on the parent’s date of transition to IFRS Standards, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. A similar election is available to an associate or joint venture that uses the exemption in IFRS 1:D16 (a).

The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted

## Notes to the financial statements

### 4.2 New and revised IFRS Standards in issue but not yet effective (cont’d)

#### b. IFRS 9 Financial Instruments

The amendment clarifies that in applying the ‘10 per cent’ test to assess whether to derecognize a financial liability, an entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other’s behalf.

The amendment is applied prospectively to modifications and exchanges that occur on or after the date the entity first applies the amendment.

The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted

#### c. IFRS 16 Leases

The amendment removes the illustration of the reimbursement of leasehold improvements.

As the amendment to IFRS 16 only regards an illustrative example, no effective date is stated.

## Notes to the Financial Statements

### 5 Revenue

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Premium Motor Spirit (PMS)	57,219,659	44,257,384
Automotive Gas Oil (AGO)	2,860,150	3,853,564
Dual Purpose Kerosene (DPK)	-	-
Aviation Turbine Kerosene (ATK)	5,977,017	2,317,850
Lubricants and Greases	2,908,839	2,688,164
Liquidified Petroleum Gas (LPG)	184,472	114,382
	<b>69,150,137</b>	<b>53,231,344</b>

Revenue is recognised at a point in time and sales are mostly made to customers in Nigeria. Information on analysis of revenue by category is shown in Note 34.

### 6 Other income

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Rental and lease income (Note 6(a))	3,630	65,065
Sundry income (Note 6(b))	87,514	639,273
Gain on sale of property, plant & equipment	-	-
Income on storage services	15,848	168,883
Surplus on Expired ROU Assets		51,849
	<b>106,992</b>	<b>925,070</b>

- a) Rental and lease income relates to income earned on assets that are on operating lease arrangements to third parties. Assets on lease include filling stations and related equipment (generators and dispenser pumps).
- b) Sundry income represents service fees for handling and other fees earned in the delivery of products.

### 7 Expenses by function

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Cost of sales( Note 8)	63,027,325	49,691,791
Selling and distribution expenses (Note 9)	1,080,446	1,051,241
Administrative expenses (Note 10)	3,675,011	3,442,210
	<b>67,782,781</b>	<b>54,185,242</b>

### 8 Cost of sale

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Premium Motor Spirit (PMS)	52,182,573	41,898,644
Automotive Gas Oil (AGO)	2,617,273	3,633,534
Aviation Turbine Kerosene (ATK)	5,377,575	2,065,241
Lubricants and greases	2,679,886	1,995,223
Liquidified Petroleum Gas (LPG)	170,019	99,149
	<b>63,027,325</b>	<b>49,691,791</b>

### 9 Selling and distribution expenses

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Freight expense	919,208	908,585
Rental of service stations, buildings and equipment	132,048	140,811
Advertising	29,190	1,845
	<b>1,080,446</b>	<b>1,051,241</b>

**Notes to the Financial Statements**

**10 Administration expenses**

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Depreciation (Note 15(a))	465,869	374,996
Depreciation on ROU Assets (Note 31)	74,686	86,004
Amortization of intangible assets (Note 16)	22	260
Changes in inventories of lubes, greases and refined products	9,388	19,363
Rental of service stations, buildings and equipment	-	318
Consultancy expense	76,757	88,043
Maintenance expense	441,005	458,301
Advertising expenses	9,821	4,866
Management fees (Note 33 (c))	328,051	329,263
Director's remuneration (Note 12(b)(iv))	12,595	20,065
Employee benefit expense (Note 12 (b)(i))	303,686	293,067
Other Product Related Bank Charges	-	-
Auditor's remuneration	28,004	22,500
Loss on sale of Property, plant and equipment	154,017	496,516
Loss on disposal of ROU asset	16,532	-
Local and international travel	17,603	27,217
Office expenses and supplies	462,890	316,907
Communication and postage	154,617	169,627
Insurance premium	91,449	86,991
Contract labour	395,247	305,961
Sponsorships and donations	-	35,600
Licenses and Levies	43,840	50,642
Utilities	16,294	19,365
Subscriptions	50,823	36,408
Board meetings and AGM expenses	30,461	3,189
Security	24,661	30,151
Other office running expenses	85,133	83,970
Net foreign exchange loss	381,560	82,620
	<b>3,675,011</b>	<b>3,442,210</b>

**11 Finance income and finance costs**

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
<b>Finance income</b>		
Interest income on short-term bank deposits	25,458	21,413
Net foreign exchange gain	-	394,966
<b>Total finance income</b>	25,458	416,380
<b>Finance cost arising from financial liabilities measured at amortised cost</b>		
Interest expense	43,336	257,870
<b>Finance costs - others</b>		
Bank charges	113,337	37,648
Unwind of discount on site restoration provision	4,018	4,591
Interest on lease liability (Note 31)	41,005	44,402
Net foreign exchange loss	-	-
<b>Total finance costs</b>	201,696	344,511
<b>Net finance costs</b>	<b>(176,238)</b>	<b>(71,869)</b>

## Notes to the Financial Statements

### a) Reconciliation of finance cost to statement of cash flows

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Interest expense	43,336	257,870
Bank charges	113,337	37,648
Unwind of discount on site restoration provision	4,018	4,591
Interest on lease liability	41,005	44,402
Effect of movements in exchange rates on cash held		-
Foreign exchange movements in trade and other payables		-
Interest income on short-term bank deposits	(25,458)	(21,413)
<b>Amount shown on the statement of cash flows</b>	<b>176,238</b>	<b>323,097</b>

#### Analyzed as follows:

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Interest income included in finance income (Note 8(a))	(25,458)	(21,413)
Finance cost shown on the Statement of Cash flows	201,696	344,511
		-
	<b>176,238</b>	<b>323,097</b>

## 12 Profit before minimum and income tax

### a) Loss before minimum and income tax is stated after charging/(crediting):

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Depreciation (Note 15)	465,869	374,996
Amortisation of intangible assets (Note 16)	22	260
Management fees (Note 33(c))	328,051	329,263
Director's remuneration (Note 12(b)(iv))	12,595	20,065
Employee benefit expense (Note 12(b)(i))	303,686	293,067
Auditor's remuneration	28,004	22,500
Loss on sale of property, plant & equipment (Note 10)	154,017	496,516
Impairment of petroleum equalization fund receivables (Note 32(a))	-	2,651
Reversal of impairment of related party receivables (Note 32)	-	11,628
Reversal of Impairment of inventory (Note 21a)	32,256	(14,679)
Impairment/(Reversal) on trade receivables (Note 32)	(192,267)	(337,858)
Net foreign exchange (Gain)/loss (Note 11)	-	-

### b) Directors and employees

#### i) Employee costs during the period comprise:

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Salaries and wages	234,003	227,300
Other employee benefits	44,127	42,378
Employer's pension contribution	24,887	22,129
Other long term employee benefit charge	668	1,259
	<b>303,686</b>	<b>293,067</b>

**Notes to the Financial Statements**

- ii) The average number of full-time persons employed during the period (other than executive directors) was as follows:

	Number	
	30 Sept. 2022	30 Sept. 2021
Administration	31	43
Technical and production	11	2
Operations and distribution	27	38
Sales and marketing	19	19
	<b>88</b>	<b>102</b>

- iii) Higher-paid employees of the Company and other than directors, whose duties were wholly or mainly discharged in Nigeria,

received remuneration in excess of ₦2,000,000 (excluding pension contributions) in the following ranges:

₦	Number	
	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
1,000,001 - 2,000,000	0	3
2,000,001 - 3,000,000	0	10
3,000,001 - 4,000,000	6	4
4,000,001 - 5,000,000	11	47
5,000,001 - 6,000,000	12	27
6,000,001 - 7,000,000	21	2
7,000,001 - 8,000,000	13	2
8,000,001 - 9,000,000	6	2
9,000,001 - 1,000,0000	8	2
10,000,001 - Above	11	3
	<b>88</b>	<b>102</b>

- iv) Remuneration for directors of the Company charged to profit or loss account are as follows:

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Fees	5,500	5,500
Other emoluments	7,095	12,045
	<b>12,595</b>	<b>17,545</b>
The directors' remuneration shown above includes:		
Chairman	-	-
Highest paid director	2,420	4,645

Other directors received emoluments in the following ranges:

₦	Number	
	30 Sept. 2022	30 Sept. 2021
Nil	-	-
1,000,001 - 2,000,000	2	4
2,000,001 - 3,000,000	2	-
3,000,001 - 4,000,000	-	-
4,000,001 - 5,000,000	-	-
5,000,001 - 6,000,000	-	-
6,000,001 - 7,000,000	-	-
7,000,001 - 8,000,000	3	3
	<b>7</b>	<b>7</b>

## Notes to the Financial Statements

### 13 Earning/(Loss) per share (EPS) and Dividend declared per share

#### a) Basic EPS

Basic Earning/(loss)/profit per share of ₦2.29 ( Sept. 2021: loss per share ₦0.13) is based on loss attributable to ordinary shareholders of ₦785,039 (2021: profit of ₦40.82m) and on the 342,885 ordinary shares of 50 kobo each, being the weighted average number of ordinary shares in issue during the period (Dec. 2021: 304,786).

	30 Sept. 2022	30 Sept. 2021
	₦'000	₦'000
Earning/(Loss) for the period attributable to shareholders (expressed in Naira)	785,039	40,822
Weighted average number of ordinary shares in issue	342,885	304,786
Basic earnings per share (expressed in Naira per share)	2.29	0.13

#### b) Diluted Earnings per share

The Company had no dilutive ordinary shares to be accounted for in these financial statements.

#### c) Dividend declared per share

No dividend were declared during the Period (2021: Nil) on 304,786,406 ordinary shares of 50 kobo each, being the ordinary shares in issue during the year (2021: Nil)

### 14 Taxation

#### a) Applicability of the Finance Act, 2021

The Finance Act 2021 became effective on 1st January, 2022 and introduced significant changes to some sections of the Companies Income Tax Act (CITA). The Company has applied the CITA related provisions of the Finance Act in these financial statements.

#### b) Minimum tax

The Company has applied the provisions of the Companies Income Tax Act that mandates a minimum tax assessment, where a qualifying taxpayer does not have a taxable profit which would generate an eventual tax liability when assessed to tax. The Company's assessment based on the minimum tax legislation for the year ended 30 September 2022 is NGN 162.98 million (Dec. 2021: NGN 206.2 million)

#### ii) Income tax expense

The tax charge for the year has been computed after adjusting for certain items of expenditure and income which are not deductible or chargeable for tax purposes, and comprises:

#### Amounts recognized in profit or loss

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
<b>Current tax expense:</b>		
Income tax	173,206	183,425
Tertiary education tax	54,887	21,973
NASENI	3,726	802
Nigeria Police Trust Fund	75	-
Capital gains tax	-	-
Changes in estimate related to prior periods	-	-
	<b>231,894</b>	<b>206,200</b>
<b>Deferred tax (credit)/expense:</b>		
Origination and reversal of temporary differences	473,444	(221,048)
<b>Income tax (credit)/expense</b>	<b>705,338</b>	<b>(14,848)</b>

## Notes to the Financial Statements

### c) Reconciliation of effective tax rates

The tax on the Company's profit before tax differs from the theoretical amount as follows:

	30 Sept. 2022	30 Sept. 2021	30 Sept. 2022	31 Dec. 2021
	%	%	₦'000	₦'000
(Loss) before minimum tax and income tax			1,490,376	40,822
Income tax using the statutory tax rate	30.00		447,113	
Impact of tertiary education tax	2.50		37,259	
Impact of National Agency for Science & Engineering Infr	0.30		4,471	
Impact of minimum tax	5.00		74,519	
Capital gains tax	-		-	
Effect of tax incentives			42,056	
Non deductible expenses	3.00		44,711	
Tax exempt income	-		-	
Difference in CIT rate and TET rate	2.59		38,601	
Derecognition of previously recognised taxable difference	-	-		
Changes in estimates related to prior periods	1.00		14,904	
Other differences	-		1,704	
<b>Total income tax expense in income statement</b>	<b>-</b>	<b>-</b>	<b>705,338</b>	<b>-</b>

\*CIT- Company Income Tax, TET- Tertiary Education Tax

### d) Movement in current tax liability

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Balance at beginning of the period	363,517	262,270
Payments during the period	(69,106)	(44,236)
Net charge for the period	-	-
Minimum tax	231,894	206,200
Withholding tax credit notes utilized (Note 20)	-	(60,717)
	<b>526,305</b>	<b>363,517</b>



Notes to the Financial Statements

e) Recognised deferred tax assets and liabilities

	Assets		Liabilities		Net	
	30 Sept. 2022	31 Dec. 2021	30 Sept. 2022	31 Dec. 2021	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
Property, plant and equipment	-	-	1,491,942	-	1,491,942	-
Employee benefits	-	-	-	-	-	-
Trade receivables	(578,300)	-	-	-	(578,300)	-
Truck loan receivables	-	-	-	-	-	-
Other incomes	-	-	-	-	-	-
Other receivables	-	-	-	-	-	-
Inventories	-	-	-	-	-	-
PPPRA receivables	-	-	-	-	-	-
PEF receivables	-	-	-	-	-	-
Related party receivable	-	-	-	-	-	-
Net unrealised exchange differences	-	-	3,408	-	3,408	-
Finance Leases	-	-	-	-	-	-
Provisions - ARO	-	-	-	-	-	-
Right of Use Assets	-	-	-	-	-	-
Unrelieved Capital Allowance	(372,989)	-	-	-	(372,989)	-
Unrelieved Losses	(56,124)	-	-	-	(56,124)	-
	<b>(1,007,413)</b>	-	<b>1,495,350</b>	-	<b>487,937</b>	-

The Company does not have any unrecognized deferred tax assets or liabilities. The unrelieved losses do not expire and the directors have recognised a deferred asset on it as they consider it probable that future taxable profits would be available against which the unrelieved losses can be recovered and, therefore, it related deferred tax asset can be realised.

f) Movement in temporary differences during the period

	1-Jan-20	Recognised in Profit or loss	31-Dec-21	Recognised in Profit or loss	30-Sep-22
	₦'000	₦'000	₦'000	₦'000	₦'000
Property, plant and equipment	(1,361,153)	1,361,153	-	(1,491,942)	(1,491,942)
Employee benefits	6,484	(6,484)	-	-	-
Trade receivables	724,512	(724,512)	-	645,509	645,509
Truck loan receivables	(19,705)	19,705	-	-	-
Other income	-	-	-	-	-
Other receivables	37,274	(37,274)	-	-	-
Inventories	1,800	(1,800)	-	-	-
PPPRA receivables	(17,337)	17,337	-	-	-
PEF receivables	18,832	(18,832)	-	-	-
Related party receivable	(46,506)	46,506	-	-	-
Net unrealised exchange differences	(627,053)	627,053	-	-	-
Finance Leases	57,503	(57,503)	-	-	-
Unrelieved Capital Allowance	-	-	-	372,989	372,989
Provisions - ARO	4,879	(4,879)	-	-	-
Other Losses	-	-	-	56,124	56,124
Right of Use Assets	36,192	(36,192)	-	-	-
Unrelieved Losses	963,230	(963,230)	-	-	-
	<b>(221,048)</b>	<b>221,048</b>	<b>-</b>	<b>(417,320)</b>	<b>(417,320)</b>

## Notes to the Financial Statements

## 15 Property, Plant and Equipment

a) The movement on these accounts was as follows:

	Leasehold	Building	Plant & Machinery	Automotive Equipment	Computer & Office Equipment	Furniture & Fittings	Capital Work in Progress	Total
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
<b>Cost</b>								
<b>Balance at 1st January 2021</b>	<b>8,368,952</b>	<b>6,787,410</b>	<b>10,848,540</b>	<b>1,303,838</b>	<b>963,451</b>	<b>216,642</b>	<b>361,519</b>	<b>28,850,353</b>
Additions	32,300	284,030	564,043	64,482	27,937	7,997	124,803	1,105,592
Transfers		5,617				3,191	(8,808)	-
Disposals/Scrap	(312,417)	(384,560)	(1,071,201)	(98,091)	(52,226)	(9,102)	-	(1,927,597)
<b>Balance as at 31st December 2021</b>	<b>8,088,835</b>	<b>6,692,497</b>	<b>10,341,382</b>	<b>1,270,229</b>	<b>939,161</b>	<b>218,729</b>	<b>477,514</b>	<b>28,028,348</b>
<b>Cost</b>								
<b>Balance at 1st January 2022</b>	<b>8,088,835</b>	<b>6,692,497</b>	<b>10,341,382</b>	<b>1,270,229</b>	<b>939,161</b>	<b>218,729</b>	<b>477,514</b>	<b>28,028,348</b>
Additions	-	130,617	135,836	-	11,153	16,952	182,360	476,917
Transfers	8,955	27,051	370			5,626	(42,002)	-
Disposals	-	(127,887)	(137,865)	(41,557)	(10,617)	(923)		(318,850)
Adjustments	31,114	(134,325)			44			(103,167)
<b>Balance as at 30 September 2022</b>	<b>8,128,904</b>	<b>6,587,952</b>	<b>10,339,723</b>	<b>1,228,672</b>	<b>939,741</b>	<b>240,383</b>	<b>617,872</b>	<b>28,083,247</b>
<b>Accumulated depreciation and impairment</b>								
<b>Balance as at 1st January 2021</b>	-	<b>2,622,509</b>	<b>9,328,409</b>	<b>1,084,821</b>	<b>858,873</b>	<b>193,456</b>	-	<b>14,088,068</b>
Charge for the year	-	259,663	177,752	38,341	27,261	5,680	-	508,698
Disposal	-	(175,838)	(983,808)	(94,655)	(49,616)	(7,054)	-	(1,310,971)
<b>Balance as at 31st December 2021</b>	-	<b>2,706,334</b>	<b>8,522,353</b>	<b>1,028,507</b>	<b>836,518</b>	<b>192,082</b>	-	<b>13,285,795</b>
<b>Accumulated depreciation and impairment</b>								
<b>Balance as at 1st January 2022</b>	-	<b>2,706,334</b>	<b>8,522,353</b>	<b>1,028,507</b>	<b>836,518</b>	<b>192,082</b>	-	<b>13,285,795</b>
Charge for the period	-	187,287	217,006	31,637	23,898	6,041	-	465,870
Disposal	-	(50,399)	(101,385)	(39,480)	(9,804)	(884)	-	(201,953)
Adjustments		7,917	-		83		-	8,000
<b>Balance as at 30 September 2022</b>		<b>2,851,139</b>	<b>8,637,974</b>	<b>1,020,665</b>	<b>850,696</b>	<b>197,239</b>	-	<b>13,557,713</b>
<b>Carrying amounts</b>								
<b>Balance as at 30 September 2022</b>	<b>8,128,904</b>	<b>3,736,812</b>	<b>1,701,749</b>	<b>208,007</b>	<b>89,044</b>	<b>43,144</b>	<b>617,872</b>	<b>14,525,532</b>
<b>Balance as at 31 December 2021</b>	<b>8,088,834</b>	<b>3,986,161</b>	<b>1,819,027</b>	<b>241,722</b>	<b>102,643</b>	<b>26,646</b>	<b>477,514</b>	<b>14,742,547</b>

\* Adjusted during the year are the items of PPE on register not physically in existence now corrected.

**Notes to the Financial Statements**

**b) Capital commitments**

Capital expenditure commitments at the period end authorised by the Board of Directors comprise:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Capital commitments	90,234	171,180

**16 Intangible assets**

Intangible assets relate to the Company's accounting software application package and license. The movement on these accounts during the period was as follows:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
<b>Cost</b>		
Balance as at 1 January	283,560	283,560
Additions	-	-
Balance	283,560	283,560
<b>Accumulated amortisation</b>		
Balance as at 1 January	283,532	283,260
Charge for the Period (Note 10)	22	272
Balance	283,553	283,532
<b>Carrying amount</b>	<b>7</b>	<b>28</b>

The amortization of accounting software is included in administrative expenses (Note 10)

## Notes to the Financial Statements

### 18 Trade and other receivables

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Trade receivables (Note 18(a))	442,772	1,855,217
Bridging claims (Note 18(c))	9,227,180	8,851,729
DMO holdback (Note 18(d))	1,600,000	1,600,000
Receivables from related parties (Note 18(e))	541,900	488,545
Employee receivables	23,295	21,727
Due from joint arrangement partners	10,318	9,554
Receivables from Registrar	23,971	23,971
Sundry receivables	28,529	28,176
<i>Total financial assets</i>	<b>11,897,966</b>	<b>12,878,918</b>
<i>Non financial assets</i>		
Advances paid to suppliers	2,941,114	2,620,725
	14,839,080	15,499,643

#### a) Trade receivables

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Gross trade receivables	2,238,009	2,272,144
Impairment allowance	(1,795,237)	(1,987,504)
Net trade receivables	442,772	284,640

#### b) Bridging Claims

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Gross bridging claims	9,373,772	8,998,321
Impairment allowance (Note 32(a)(v))	(146,592)	(146,592)
Net bridging claims	9,227,180	8,851,729

Bridging claims relate to reimbursables from the Petroleum Equalisation Fund Management Board for costs incurred on transportation of petroleum products from supply points to the retail outlets.

## Notes to the Financial Statements

### c) DMO Holdback

DMO holdback is comprised of:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Amount set aside for liabilities owed to government agencies	-	-
Amount set aside for liabilities owed to financial institutions	1,600,000	1,600,000
Amount subsequently released by DMO to the company	-	-
	<u>1,600,000</u>	<u>1,600,000</u>

In the 2018 financial year, prior to the settlement of outstanding PSF receivables to the company, the Debt Management Office (DMO), held back the amounts owed to government agencies and financial institutions by the Company for direct settlement of those liabilities. The amount held back in respect of financial institutions was based on court orders issued by the Federal High Court in Abuja requiring that the amount be withheld by the DMO for direct settlement to the affected financial institutions and agencies. These liabilities relate to financing provided by those financial institutions to the Company for product importation in previous years. The relevant liabilities in respect of government agencies and financial institutions are included in trade and other payables (See Note 27(c)) and short term borrowings (Note 28). The DMO holdback is reduced by actual settlements by the DMO to the respective institutions.

### d) Due from related parties

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Gross receivable from related parties (Note 32 (e))	586,253	599,835
Impairment	(44,353)	(44,353)
Balance	<u>541,900</u>	<u>555,482</u>

The Company's exposure to credit risk and currency risks related to trade and other receivables are disclosed in Note 32(a).

## Notes to the Financial Statements

### 20 Withholding tax receivables

The movement on the withholding tax receivable account was as follows:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Balance at 1st January	9,747	56,356
Additions	309	14,107
Withholding tax credit note utilised (Note 14(d))	-	(60,717)
Balance	<b>10,056</b>	<b>9,747</b>

Payments made by customers of the Company are subject to a withholding tax in accordance with the Nigerian tax laws. The amount withheld is available to offset the actual tax liabilities. Based on the current tax laws, these withholding taxes do not expire.

### 21 Inventories

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Premium Motor Spirit (PMS)	735,782	307,755
Automotive Gas Oil (AGO)	298,297	171,680
Aviation Turbine Kerosene (ATK)	654,275	817,713
Lubricants and greases	1,399,609	1,975,310
Liquidified Petroleum Gas (LPG)	12,122	19,225
Low Pour Fuel Oil (LPFO)	4,119	4,119
Packaging materials and other sundry items	6,880	0
	<b>3,111,085</b>	<b>3,295,802</b>

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Gross inventory	3,172,886	3,389,859
Inventory write down (Note 21)	(61,801)	(94,057)
Net inventory	<b>3,111,085</b>	<b>3,295,802</b>

(a) The movement in the allowance for write down in respect of inventories during the period was as follows:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Balance as at 1st January	(94,057)	(79,378)
Net movement of inventory write down (Note 10)	32,256	(14,679)
Balance	<b>(61,801)</b>	<b>(94,057)</b>

## Notes to the Financial Statements

### 22 Cash and cash equivalents

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Cash at bank and on hand	3,112,798	2,507,126
Short term deposits with banks	305,780	291,669
Cash and cash equivalents in the statement of financial position	<b>3,418,578</b>	<b>2,798,796</b>
Bank overdrafts used for cash management purposes (Note 27)	-	-
Cash and cash equivalents in the statement of cash flows	<b>3,418,578</b>	<b>2,798,796</b>

The Company's exposure to credit risk and currency risks are disclosed in Note 32 (a).

### 23 Equity

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
<b>Authorised:</b>	171,442	161,227
<b>a) Issued and fully paid:</b>	162,608	152,393
<b>Issued and fully allotted:</b>	162,608	152,393

All ordinary shares rank equally with regard to the Company's residual assets. Holders of these shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company.

### b) Retained earnings

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
<b>Balance as at 1st January</b>	17,030,951	16,691,078
Earning/(Loss) for the year	785,039	339,873
Bonus issue transfer from Retained Earnings to Share Capital	(10,215)	-
<b>Balance</b>	<b>17,805,775</b>	<b>17,030,951</b>



## Notes to the Financial Statements

### 24 Employee benefit obligations

(a) The amounts outstanding at the end of the period with respect to employee benefit obligations is shown below:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Other long term employee benefits	7,300	6,632
<b>Total employee benefit liabilities</b>	<b>7,300</b>	<b>6,632</b>

(b) Other long term employee benefits comprise long service awards and it is funded on a pay-as-you-go basis by the Company. The provision was based on an independent actuarial valuation performed by Henre Prinsloo FRC/2018/NAS/00000018473, of QED Actuaries Nigeria Limited. The method of valuation used is the projected unit credit method and the last valuation was as at 31 December 2021.

(c) The movement on the provision for other long term employee benefits is as follows:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
<b>Balance as at 1st January</b>	<b>6,632</b>	<b>15,935</b>
<i>Included in profit or loss:</i>		
Current service cost/Provision	668	3,587
Past service (income)/cost		(3,580)
Interest cost	-	1,408
Remeasurement gains (net)	-	(7,784)
<i>Net charge to profit or loss</i>	<b>668</b>	<b>(6,369)</b>
Benefits paid by the employer	-	(2,934)
<b>Balance</b>	<b>7,300</b>	<b>6,632</b>

#### (d) Actuarial Assumptions

Key actuarial assumptions relating to measurements of employee benefit obligations involves estimates and assumptions, but is not considered to have a risk of material adjustment for the period ending 31 December 2021 as the balance is not material to the financial statements

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	30 Sept. 2022	31 Dec. 2021
	%	%
Long-term average discount rate (p.a.)	7.8%	7.8%
Future average pay increase (p.a.)	12.0%	12.0%
Average rate of inflation (p.a.)	9.0%	9.0%
Average Duration in years (Long Service Awards)	5	5

These assumptions depict management's estimate of the likely future experience of the Company.

Due to unavailability of published reliable demographic data in Nigeria, the demographic assumptions regarding future mortality are based on the rates published jointly by the Institute and Faculty of Actuaries in the UK. The data were rated down by one year to more accurately reflect mortality in Nigeria as follows:

Notes to the Financial Statements

Mortality in Service	No of deaths in year out of 10,000 lives	
	30 Sept. 2022	31 Dec. 2021
<b>Sample age</b>	<b>%</b>	<b>%</b>
25	13.2	13.2
30	12.0	12.0
35	9.0	9.0
40	6.0	6.0
45	5	5

Withdrawal from Service	Rates	
	30 Sept. 2022	31 Dec. 2021
<b>Age Band</b>	<b>%</b>	<b>%</b>
≤ 34	3	3
34-44	5	5
45-55	3	3
56-59	2	2
60	100	100

It is assumed that all the employees covered by the long service award scheme would retire at age 60 (2019: age 60).

**Sensitivity Analysis**

Below is the sensitivity analysis of the principal actuarial assumptions adopted in determining the employee benefit liabilities:

Mortality in Service		Long Service Award
<b>Sample age</b>	<b>%</b>	<b>₦'000</b>
<b>Discount rate</b>	-1%	17,070
	+1%	14,931
<b>Salary increase rate</b>	-1%	15,211
	+1%	16,734
<b>Gift benefit rate</b>	-1%	15,610
	+1%	16,299
<b>Mortality rate - Age rated down by 1 year</b>	-1%	15,978
<b>Age rated up by 1 year</b>	+1%	15,887

## Notes to the Financial Statements

### 25 Dividends

#### (a) Declared dividends

No dividends were declared by the Company during the year (2020: Nil). Bonus shares of 20,429,743 at 50k each were declared during the year (2021: nil)

#### (b) Dividend payable

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
<b>Balance as at 1st January</b>	169,851	170,735
Payments	-	-
Dividend write off/on	-	(884)
Unclaimed dividend returned by Registrar	-	-
Unclaimed dividend written back to retained earnings (see 26(d))	-	-
<b>Balance</b>	<b>169,851</b>	<b>169,851</b>

(c) Included in the dividend payable balance at period end is an amount of NGN Nil million (2021: NGN23.97 million), which is held with the Company's registrar, First Registrars and Investor Services Limited. The dividend payable as at period end does not attract interest.

(d) There was no dividend reversal on the ground of statutes bar during the period (2021: Nil) back into retained earnings.

### 26 Trade and other payables

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Trade payables (Note 26(a))	2,516,664	4,501,434
Accrued expenses	1,336,907	1,100,268
Amounts due to joint arrangement partners (Note 26(b))	140,537	145,558
Bridging allowance (Note 26(c))	5,827,495	5,699,151
Amounts due to related parties (Note 32(e))	4,126,903	3,750,350
<i>Total financial liabilities</i>	<i>13,948,505</i>	<i>15,196,761</i>
<i>Non financial liabilities</i>		
Statutory deductions (Note 26(d))	(280,296)	280,792
Advances received from customers (Note 26(e))	245,103	310,771
Security deposits( Note 26(f))	1,630,174	1,674,725
	<b>1,594,980</b>	<b>2,266,288</b>
	<b>15,543,485</b>	<b>17,463,049</b>

(a) Included in trade payables is an amount of NGN0.84 billion, due to one of the Company's vendors which bears interest on expiration of credit policy granted to the Company (2021: NGN56.3 million). The interest charged is included in interest expense. (Note 11(a)).

(b) Amount relates to cash received from other parties of the Joint Aviation Facility for the running of the facility by the Company.

(c) Bridging allowance represents amount due to the Petroleum Equalisation Fund Management Board as its contribution to the Fund. It is charged on every litre of product lifted from Pipelines and Product Marketing Company.

(d) This represents statutory deductions which are mandated by law or statute. They include Value Added Tax (VAT), Withholding

Tax (WHT) liabilities and Pay-As-You-Earn (PAYE) liabilities, which are to be remitted to the relevant tax authorities.

(e) Amount relates to cash received from customers in advance for sale of products. These amounts are utilised for the purpose of supplies of products at any point in time when the customer decides to take delivery of the relevant products.

The Company's exposure to liquidity risk and currency risks are disclosed in Note 31(b).

(f) These are collateral deposits paid by dealers who maintain credit facilities with the Company. These amounts are set-off against

trade receivables from these dealers on a periodic basis to cater for probable losses from sales to customers. See Notes 31(a)(ii).

These deposits do not bear interest and are refundable to the dealers at anytime they or the Company terminates the business arrangements in the event that the amount is in excess of the outstanding receivable.

## Notes to the Financial Statements

### 27 Short term borrowings

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Bank borrowing (Import Finance and other short term facilities)	1,411,157	1,411,105
<b>Total Borrowings</b>	<b>1,411,157</b>	<b>1,411,105</b>

Movement of short term borrowings received to statement of cash flows is as follows:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Balance as at 1 January	1,411,105	1,411,105
Additions	29,997,787	-
Repayments	(29,997,735)	-
Refund of interest	-	-
Balance	<b>1,411,157</b>	<b>1,411,105</b>

The Company's exposure to liquidity risk and currency risks are disclosed in Note 31(b) and 31(c) respectively.

### 28 Prepayments

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Operating leases	-	-
Other Prepayments-Rent, Insurances & others	113,105	56,415
	<b>113,105</b>	<b>56,415</b>

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Non-current portion	23,265	-
Current portion	89,840	56,415
	<b>113,105</b>	<b>56,415</b>

#### Movement in prepayment

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Balance as at 1st January	56,416	111,085
Addition	324,590	250,166
Release to profit or loss	(267,900)	(304,835)
Balance	<b>113,105</b>	<b>56,416</b>

## Notes to the Financial Statements

### 29 Provisions

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Balance at 1st January	98,430	98,720
Provisions made during the period	4,018	5,899
Unwind of discount on site restoration provision	(4,185)	(6,188)
Balance	98,264	98,430
Non-current	52,125	52,291
Current	46,139	46,139
	98,264	98,430

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Legal	46,139	46,139
Asset Retirement Obligation	52,125	52,291
	98,264	98,430

Legal provisions relate to legal claims which the Company has a present legal obligation for and it is probable that an outflow of economic benefits will be required to settle the obligations.

Asset retirement obligation relates to the estimate of costs to be incurred by the Company in dismantling and removing the underground tank and other structures on the leased land after the expiration of the lease.

### 30 Lease Liabilities

The Company leases land and thereafter constructs its fuelling stations. The leases typically run for an average period of 10 years, with an option to renew the lease after that date. Lease payments are usually renegotiated close to the expiration of the lease term to reflect market rentals.

Information about leases for which the Company is a lessee is presented below:

#### i *Right of use assets*

Right of use assets related to leased land that do not meet the definition of investment property are presented as property, plant and equipment.

	Leasehold land	
	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Balance at 1st January	802,332	1,071,483
Additions	-	-
Disposal	(58,317)	(209,480)
Net Depreciation charge	(74,686)	(59,670)
Depreciation on Disposal	21,917	-
Balance	691,246	802,332

#### ii **Amounts recognised in profit or loss**

Interest on lease liabilities	41,005	69,918
	41,005	69,918

## Notes to the Financial Statements

### iii Lease liability

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Balance at 1st January	509,387	653,732
Reversal of Accrued Lease Liability	(39,891)	(214,264)
Interest on lease liabilities	41,005	69,918
Balance	510,500	509,387

The Company's exposure to liquidity risk is disclosed in Note 28

#### Extension options:

Some leases contain extension options exercisable by the Company at the expiration of the non-cancellable contract period. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility.

The extension options held are exercisable only by the Company and not by the lessors. The Company assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

### 31 Financial Risk Management & Financial Instruments

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

#### Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established the strategic and finance planning committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly by the strategic and finance planning committee to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. Internal Audit undertakes both regular and ad hoc reviews of compliance with established controls and procedures, the results of which are reported to Senior Management of the Company and the audit committee.

**Notes to the Financial Statements****(a) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

Impairment losses on financial assets recognised in profit or loss were as follows:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Impairment (Reversal)/loss on trade receivables Note 31(a)(iv)	(192,267)	(337,858)
Reversal of Impairment loss on truck loan receivable (Note 31(a)(iv))	-	-
Impairment of Petroleum Equalization Fund receivables (Note 31(a)(iv))	-	2,651
Reversal of Impairment of PPPRA receivables (Note 31(a)(iv))	-	-
Reversal of Impairment of related party receivables (Note 31(a)(iv))	-	11,628
	<b>(192,267)</b>	<b>(323,579)</b>

**(i) Maximum credit expose**

The maximum exposure to credit risk for trade and other receivables at the reporting

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Trade receivables		
- Major customers	1,906,328	1,883,608
- Other customers	331,681	388,537
<b>Gross total receivables</b>	<b>2,238,009</b>	<b>2,272,144</b>
- Impairment allowance	(1,795,237)	(1,987,504)
<b>Net total receivables</b>	<b>442,772</b>	<b>284,640</b>
- Due from related parties	541,900	488,545
<b>Due from regulators (Government entities) :</b>		
Petroleum Equalisation Fund (PEF)	9,227,180	8,851,729
DMO holdback	1,600,000	1,600,000
- Other receivables*	86,114	83,427
	<b>11,897,966</b>	<b>11,308,341</b>

**(ii) Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Management has credit policies in place and the exposure to credit risk is monitored on an ongoing basis by an established credit committee headed by the Managing Director. Management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry in which customers operate.

The risk management committee has established a credit policy under which each new customer is analysed individually for credit worthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's credit assessment process includes collecting cash deposits from customers. These deposits are non interest bearing and refundable, net of any outstanding amounts (if any) upon termination of the business relationship and are classified as current liability (Note 25). Credit limits are established for qualifying customers and these limits are reviewed regularly by the Credit Committee. Customers that fail to meet the Company's benchmark creditworthiness may transact with the Company only on a prepayment basis.

The Credit Committee reviews each customer's credit limit in line with the customers' performance, feedback from sales team and perceived risk factor assigned to the customer. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the risk management committee.

The Company limits its exposure to credit risk from trade receivables by establishing a maximum payment period of 30 to 45 days for retail and commercial customers respectively.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, which are: retail, aviation and commercial/industrial.

The Company is taking actions to limit its exposure to customers in general. In the current period, the Company made certain changes to its credit policy; reducing the credit exposure to aviation customers by dealing with them on a cash and carry basis as the Company's experience is that these customers have a higher risk of payment default than others.

The Company does not require collateral in respect of trade and other receivables. The Company does not have trade receivable for which no loss allowance is recognised because of collateral.

## Notes to the Financial Statements

At 30 September 2022, the exposure to credit risk for trade receivables and contract assets by type of counterparty was as follows.

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Retail customers	1,236,414	841,911
Commercial and industrial	410,715	701,097
Aviation	590,880	729,136
	<b>2,238,009</b>	<b>2,272,144</b>

### (iii) Expected credit loss assessment as at 30 September 2022

#### Expected credit loss assessment for government and related party receivables at 30 September 2022

The Company allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss (including but not limited to external ratings, audited financial statements and management accounts of customers) and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default and are aligned to external credit rating definitions from agencies (Moody's and Standard and Poors)

Exposures within each credit risk grade are segmented by counterparty type (PEF, PPPRA and related parties) and an ECL rate is calculated for each segment based on the probability of default and a consideration of forward looking information.

#### Expected credit loss assessment for trade receivables at 30 September 2022

The Company uses an allowance matrix to measure the ECLs of trade receivables from customers, which comprise a large number of small to medium balances.

Loss rates are calculated using a 'single default' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Single default rates are calculated separately for exposures in different segments based on common credit risk characteristics - mainly customer type.

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at 30 September 2022.

Retail Customers* September 2022	30	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impaired
		%	₦'000	₦'000	₦'000
In thousand of Naira					
Current (not past due)		60.11%	300,014	76,246	No
1–30 days past due		64.97%	38,224	24,835	No
31–60 days past due		68.59%	114,135	78,279	Yes
61–180 days past due		78.99%	85,275	67,361	No
181–365 days past due		96.70%	32,624	31,546	Yes
More than 365 days past due		89.54%	666,143	596,454	Yes
			<b>1,236,414</b>	<b>874,722</b>	

  

Retail Customers* December 2021	31	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impaired
		%	₦'000	₦'000	₦'000
In thousand of Naira					
Current (not past due)		50.64%	42,911	12,458	Yes
1–30 days past due		57.43%	59,314	19,531	Yes
31–60 days past due		62.14%	97,643	34,788	No
61–180 days past due		70.83%	51,852	21,056	No
181–365 days past due		91.92%	59,397	31,301	Yes
More than 365 days past due		100.00%	530,793	304,314	No
			<b>841,911</b>	<b>423,448</b>	



Notes to the Financial Statements

Commercial/Industries Customers September 2022	30	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impaired
		%	₦'000	₦'000	₦'000
In thousand of Naira					
Current (not past due)		51.19%	73,907	37,831	No
1–30 days past due		57.81%	95,839	55,400	No
31–60 days past due		69.88%	398	278	Yes
61–180 days past due		74.31%	2,643	1,964	Yes
181–365 days past due		86.27%	17,719	15,285	No
More than 365 days past due		100.00%	220,209	220,209	No
			<b>410,715</b>	<b>330,969</b>	

Commercial/Industries Customers December 2021	31	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impaired
		%	₦'000	₦'000	₦'000
In thousand of Naira					
Current (not past due)		39.85%	40,513	16,146	Yes
1–30 days past due		44.26%	65,630	29,046	No
31–60 days past due		49.99%	80,275	40,129	No
61–180 days past due		56.49%	46,378	26,200	No
181–365 days past due		75.53%	95,347	72,019	No
More than 365 days past due		100.00%	372,953	372,953	No
			<b>701,097</b>	<b>556,493</b>	

Aviation customers September 2022	30	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impaired
		%	₦'000	₦'000	₦'000
In thousand of Naira					
Current (not past due)		51.47%	0	0	Yes
1–30 days past due		76.39%	0	0	Yes
31–60 days past due		78.85%	6,086	4,799	Yes
61–180 days past due		85.62%	0	0	Yes
181–365 days past due		93.28%	689	643	No
More than 365 days past due		100.00%	584,104	584,104	No
			<b>590,880</b>	<b>589,546</b>	

Aviation customers December 2021	31	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impaired
		%	₦'000	₦'000	₦'000
In thousand of Naira					
Current (not past due)		27.04%	55,393	14,976	No
1–30 days past due		53.61%	-	-	Yes
31–60 days past due		61.68%	-	-	No
61–180 days past due		65.76%	448	295	No
181–365 days past due		88.91%	-	-	Yes
More than 365 days past due		100.00%	673,296	673,296	Yes
			<b>729,136</b>	<b>688,566</b>	

\* This has been adjusted with security deposits. (See Note 25).

Loss rates are based on actual credit loss experience over the past two to three years. These rates are adjusted to reflect economic conditions for the period over which the historical data has been collected, current conditions and the Company's view of economic conditions over the expected lives of the receivables (forward looking information). Forward looking information is re-evaluated at every reporting date.

For instance, the Company determined that the Gross Domestic Product (GDP) has the most significant impact on the ability of the counterparties to settle receivables. Therefore, if GDP growth rate is expected to significantly deteriorate, over the next year, which can result in increased default, the historical default rate is adjusted.

## Notes to the Financial Statements

### iv) Movements in the allowance for impairment of financial assets

The movement in the allowance for impairment in respect of financial assets during the year was as follow

	Balance 1-Jan-2021	Net remeasurement of loss allowance	Balance 31-Dec-2021	Recognised in profit or loss	Balance 30-September-2022
	₦'000	₦'000	₦'000	₦'000	₦'000
Trade receivables	2,325,360	(337,858)	1,987,502	(192,267)	1,795,235
PEF receivables	143,942	2,651	146,593	-	146,593
Related party receivables	32,725	11,628	44,353	-	44,353.21
<b>Total</b>	<b>2,502,027</b>	<b>(323,579)</b>	<b>2,178,448</b>	<b>(192,267)</b>	<b>1,986,181</b>

The Directors have applied judgement in the Company's assessment of the recoverability of its trade and other receivables which are past due but not impaired. The significant judgement involved estimation of future cash flows and the timing of those cash flows. Based on the assessment of the Directors, the unimpaired balances are recoverable and accordingly, no further impairment is therefore recorded.

### v) Due from Government entities

This relates to amounts receivable from PEF with respect to bridging claims.

Determination of amounts due are based on existing regulations/guidelines and impairment is only recognized when changes occur in the regulations that prohibit or limit recovery of previously recognized amounts. For bridging claims amounting to ₦9.2 billion (Dec 2021: ₦8.9 billion) recognized as receivable (Note 18), possibilities exist depending on negotiations that settlement will occur via a set off to the extent of bridging allowances amounting to ₦5.8 billion (Dec 2021: ₦5.7 billion) recorded as a liability (Note 26). However, as the right of set off does not exist, the amounts have been presented gross in these financial statements.

### vi) Due from related parties

The Company has transactions with its parent and other related parties by virtue of being members of the MRS Group. Payment terms are usually not established for transactions within the Group companies and amounts receivable from members of the Group are contractually settled on a net basis. Related party receivable balances were assessed for impairment in accordance with IFRS 9. See Note 31(a)(v).

### vii) Other receivables

Other receivables includes employee receivables and other sundry receivables. The Company reviews the balances due from this category on a yearly basis taking into consideration functions such as continued business/employment relationship and ability to offset amounts against transactions due to these parties. Where such does not exist, the amounts are impaired. There were no impairment loss recognised in this category of receivables during the period. (Dec 2021: Nil).

### viii) Cash and cash equivalents

The Company held cash and cash equivalents of ₦3.42 billion as at 31 September 2022 (Dec 2021: ₦2.80 billion), which represents its maximum credit exposure on these assets. The credit risk on this is not significant as cash and cash equivalent reside with banks that have good credit ratings issued by reputable international rating agencies.

## Notes to the Financial Statements

### (b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has a clear focus on ensuring sufficient access to capital to growth and to refinance maturing debt obligations. As part of the liquidity management process, the Company has various credit arrangement with some banks which can be utilised to meet its liquidity requirements.

Typically, the credit terms with customers are more favourable compared to payment terms to its vendors in order to help provide sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disaster.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements.

	Notes	Carrying amount	Contractual cash flows	6 months or less
		₦'000	₦'000	₦'000
<b>Non-derivative financial liabilities</b>				
<b>30 September 2022</b>				
Overdraft and other short-term borrowings	28	1,411,157	1,411,157	1,411,157
Dividend payable	26	169,851	169,851	169,851
Trade and other payables*	27	15,578,678	15,578,678	15,578,678
		17,159,687	17,159,687	17,159,687
<b>31 December 2021</b>				
Overdraft and other short-term borrowings	28	1,411,105	1,411,105	1,411,105
Dividend payable	26	169,851	169,851	169,851
Trade and other payables*	27	16,871,486	16,871,486	16,871,486
		18,452,442	18,452,442	18,452,442

\* Excludes advances received from customers, statutory liabilities and security deposit.

### (c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company manages market risks by keeping costs low through various cost optimization programs. Moreover, market developments are monitored and discussed regularly, and mitigating actions are taken where necessary.

## Notes to the Financial Statements

### Currency risk

The Company is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the functional currency of the Company, primarily the Naira. The currency in which these foreign currency transactions primarily are denominated is US Dollars (USD). The currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to the changes in foreign exchange rates.

In managing currency risk, the Company aims to reduce the impact of short-term fluctuations on earnings. The Company has no export sales, thus the exposure to currency risk in that regard is non-existent. The Company's significant exposure to currency risk relates to its importation of various products for resale or for use in production. Although the Company has various measures to mitigate exposure to foreign exchange rate movement, over the longer term, however, permanent changes in exchange rates would have an impact on profit. The Company monitors the movement in the currency rates on an ongoing basis.

The following significant exchange rates were applied during the year

	Average rate		Reporting date spot rate	
	30 September 2022	31 Dec. 2021	30 September 2022	31 Dec. 2021
	₦	₦	₦	₦
US Dollar	437.74	430.95	437.74	424.11
Euro	423.19	476.00	423.19	480.69

### Interest rate risk profile

In managing interest rate risk, the Company aims to reduce the impact of short-term fluctuations in earnings. Dividend pay-out practices seek a balance between giving good returns to shareholders on one hand and maintaining a solid debt/equity ratio on the other hand.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments was:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
<b>Fixed rate instruments</b>		
Bank overdraft and borrowings	1,411,157	1,411,105
Trade payables*	1,287,717	2,577,396

\*Included in trade payables is an amount of ₦0.96 billion (Dec 2021: NGN2.58 billion), due to one of the Company's vendors which bears interest on expiration of credit policy granted to the Company.

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore a change in interest rates at the end of the reporting year would not affect profit or loss. The Company does not have variable rate instrument.

## Notes to the Financial Statements

### d) Capital risk management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors capital using a ratio of "adjusted net debt" to equity. For this purpose, adjusted net debt is defined as total borrowings less cash and cash equivalents.

The Company's adjusted net debt to equity ratio at the end of the reporting year was as follows:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Total borrowings (Note 27)	1,411,157	1,411,105
Less: Cash and cash equivalents (Note 22)	(3,418,578)	(2,798,796)
<b>Adjusted net debt</b>	<b>(2,007,421)</b>	<b>(1,387,691)</b>
Total equity	17,968,383	17,183,344
Total capital employed	15,960,962	15,795,653
<b>Adjusted net debt to equity ratio</b>	<b>(0.112)</b>	<b>(0.081)</b>

There were no significant changes in the Company's approach to capital management during the year.

The Company is not subject to externally imposed capital requirements.

### e) Fair value disclosures

#### *Accounting classification and fair value*

The following table shows the carrying amounts and fair values of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value subsequent to initial recognition, because the carrying amounts are a reasonable approximation of their fair values.

The Company's financial instruments are categorised as follows:

	Carrying amount		
	Financial assets at amortised cost	Other financial liabilities	Total
	₦'000	₦'000	₦'000
<b>30 September 2022</b>			
<b>Financial assets not measured at fair value</b>			
Trade and other receivables (Note 18)	11,897,966	-	11,897,966
Cash and cash equivalents (Note 22)	3,418,578	-	3,418,578
	<b>15,316,545</b>	<b>-</b>	<b>15,316,545</b>
<b>Financial liabilities not measured at fair value</b>			
Short term borrowings (Note 27)	-	1,411,157	1,411,157
Trade and other payables (Note 26)	-	13,948,505	13,948,505
Dividend payable (Note 25)	-	169,851	169,851
	<b>-</b>	<b>15,529,513</b>	<b>15,529,513</b>

## Notes to the Financial Statements

**31 December 2021****Financial assets not measured at fair value**

Trade and other receivables (Note 18)

Cash and cash equivalents (Note 22)

**Financial liabilities not measured at fair value**

Short term borrowings (Note 27)

Trade and other payables (Note 26)

Dividend payable (Note 23)

Carrying amount		
Financial assets at amortised cost	Other financial liabilities	Total
₦'000	₦'000	₦'000
12,878,918	-	12,878,918
2,798,796	-	2,798,796
<b>15,677,714</b>	<b>-</b>	<b>15,677,714</b>
-	1,411,105	1,411,105
-	15,196,761	15,196,761
-	169,851	169,851
<b>-</b>	<b>16,777,717</b>	<b>16,777,717</b>

Trade and other receivables, security deposits, bank overdrafts and other short term borrowings are the Company's short term financial instruments. Accordingly, management believes that their fair values are not expected to be materially different from their carrying values.

## Notes to the Financial Statements

### 33 Related party transactions

#### (i) Parent and ultimate controlling entity

As at the period ended 30 September 2022, MRS Africa Holdings Limited (incorporated in Bermuda) owned 60% of the issued share capital of MRS Oil Nigeria Plc. MRS Africa Holdings Limited is a subsidiary of Corlay Global SA. The ultimate holding company is Corlay Global SA incorporated in Panama.

The Company entered into the following transactions with the under-listed related parties during the year:

#### (a) MRS Oil and Gas Limited (MOG)

MOG is a wholly owned subsidiary of MRS Holdings Limited which is a shareholder in Corlay Global SA. Corlay Global SA is the ultimate holding company of MRS Oil Nigeria Plc. The following transactions occurred during the year:

Nature of transactions	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Sales of goods	-	-
Staff Secondment	-	(1,759)
Product purchase	(6,088,800)	(4,825,003)
Loan	-	2,380,693
AGO Internal Consumption	(221,028)	(142,118)
Reimbursements for expenses	-	11,698
	(6,309,828)	(2,576,487.77)

In current period, the value of product stored by MRS Oil and Gas Limited for the Company amounted to 269.34 million (Dec 2021: ₦15 million). The total transactions with MOG during the period was ₦3.16 billion (Dec 2021: ₦2.58 billion). The net balance due from MOG is ₦31.2million (Dec 2021: ₦93.77 million)

#### (b) Petrowest SA (Petrowest)

MRS Holdings Ltd which is a shareholder in Corlay Global S.A, the ultimate parent of MRS Oil Nigeria Plc; holds an indirect interest of 45% in Petrowest (through MOG). The net balance due to Petrowest was ₦1.74 billion (Dec 2021: ₦1.68 billion)

#### (c) MRS Holdings Limited

MRS Holdings Limited owns 50% of the shares in Corlay Global SA, the parent company of MRS Africa Holdings Limited. MRS Africa Holdings Limited has a majority shareholding in MRS Oil Nigeria Plc.

Nature of transactions	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
Management fees	(328,051)	(329,263)
Sale of goods	-	9,343
Reimbursable	-	-
Shared services	-	-
Staff Secondment	-	-

Net balance due to/(from) MRS Holdings Limited was ₦2.14 billion (Dec 2020: ₦1.61 billion)

#### (d) Net balances due to and from other related entities (Corlay entities) were as follows:

	30 Sept. 2022	31 Dec. 2021
	₦'000	₦'000
MRS Benin S. A.	66,108	64,049
Corlay Togo S. A.	10,868	5,363
Corlay Benin S. A.	9,247	4,750
Corlay Cote D'Ivoire	(110,734)	(109,391)
Corlay Cameroun S. A.	15,647	15,160
	(8,864)	(20,068)

Notes to the Financial Statements

		30 Sept. 2022	31 Dec. 2021
Nature of transactions		₦'000	₦'000
MRS Benin S. A.	Reimbursements for expenses		
Corlay Togo S. A.	Reimbursements for expenses	12	7,613
Corlay Benin S. A.	Reimbursements for expenses	10	5,670
Corlay Cote D'Ivoire	Reimbursements for expenses	5	3,727
Corlay Cameroun S. A.	Reimbursements for expenses	-	-

The Corlay entities are subsidiaries of Corlay Global SA incorporated in Panama, the parent company of MRS Africa Holdings Limited, and are thereby affiliates of MRS Oil Nigeria Plc.

All outstanding balances do not bear interest and exclude value of products stored by MRS Oil and Gas Limited for the Company.

(e) Summary of intercompany receivables and payables:

	30 Sept. 2022		31 Dec. 2021	
	₦'000	₦'000	₦'000	₦'000
	<b>Receivables</b>	<b>Payables</b>	<b>Receivables</b>	<b>Payables</b>
MRS Oil and Gas Limited (MOG)	451,521	(420,356)	237,896	(144,128)
MRS Holdings Limited	32,861	(1,859,598)	205,680	(1,814,678)
Petrowest	-	(1,736,214)	-	(1,678,535)
MRS Benin S. A.	66,108	-	64,049	-
Corlay Togo S. A.	10,868	-	5,363	-
Corlay Benin S. A.	9,247	-	4,750	-
Corlay Cote D'Ivoire	-	(110,734)	-	(109,391)
Corlay Cameroun S. A.	15,647	-	15,160	-
	<b>586,253</b>	<b>(4,126,903)</b>	<b>532,898</b>	<b>(3,746,732)</b>

(ii) Key management personnel compensation

The Company pays short term benefits to its directors as follows:

	2022	2021
	₦'000	₦'000
Short term employee benefits	12,595	18,995

(iii) Related Party Transactions above 5% of total tangible assets

In line with Nigerian Stock Exchange - Rules Governing Transactions with Related Parties or Interested Persons, the Company has disclosed transactions with related parties which are individually or in aggregate greater than 5% of the total tangible assets. The total tangible assets amounted to ₦15.22 billion and the 5% disclosure limit is ₦775.5million. During the period, the Company had entered into transactions above the 5% disclosure limit with MRS Oil and Gas Limited. Refer to Note 32(a)(i) for details of these transactions.



## Notes to the Financial Statements

### 34 Segment reporting

In accordance with the provisions of IFRS 8 – Operating Segments; the operating segments used to present segment information were identified on the basis of internal reports used by the Company's Board of Directors to allocate resources to the segments and assess their performance. The Managing Director is MRS Oil Nigeria Plc's "Chief operating decision maker" within the meaning of IFRS 8.

Segment information is provided on the basis of product segments as the Company manages its business through three product lines - Retail/Commercial & Industrial, Aviation, and Lubricants. The business segments presented reflect the management structure of the Company and the way in which the Company's management reviews business performance. The accounting policies of the reportable segments are the same as described in Note 3.

The Company has identified three operating segments:

- (i) **Retail/ Commercial & Industrial** - this segment is responsible for the sale and distribution of petroleum products (refined products) to retail customers and industrial customers.
- (ii) **Aviation** - this segment involves in the sales of Aviation Turbine Kerosene (ATK).
- (iii) **Lubricants** - this segment manufactures and sells lubricants and greases.

Segment assets and liabilities are not disclosed as these are not regularly reported to the Chief Operating decision maker.

#### Segment revenues and cost of sales

Sep-22	Revenue		Cost of sales		Gross profit	
	₦'000	% of Total	₦'000	% of Total	₦'000	% of Total
Retail/C&I	60,264,281	87%	54,969,864	87%	5,294,416	86%
Aviation	5,977,017	9%	5,377,575	9%	599,442	10%
Lubes	2,908,839	4%	2,679,886	4%	228,954	4%
<b>Total</b>	<b>69,150,137</b>	<b>100%</b>	<b>63,027,325</b>	<b>100%</b>	<b>6,122,812</b>	<b>100%</b>

  

Sep-21	Revenue		Cost of sales		Gross profit	
	₦'000	% of Total	₦'000	% of Total	₦'000	% of Total
Retail/C&I	48,225,330	70%	45,631,327	72%	2,594,002	42%
Aviation	2,317,850	3%	2,065,241	3%	252,609	4%
Lubes	2,688,164	4%	1,995,223	3%	692,941	11%
<b>Total</b>	<b>53,231,344</b>	<b>77%</b>	<b>49,691,791</b>	<b>79%</b>	<b>3,539,553</b>	<b>58%</b>

### 35 Subsequent events

There are no significant subsequent events that could have had a material effect on the financial position of the Company as at 30 September 2022 and on the profit for the period ended on that date that have not been taken into account in these financial statements.

### 36 Contingencies

#### (a) Pending litigations

There are certain lawsuits pending against the Company in various courts of law. The total contingent liabilities in respect of pending litigations as at 30 September 2022 is ₦746.31million (Dec 2021: ₦772.43 million). A total provision of ₦46.14 million (Dec 2021: ₦46.14) (Note 29) has been made in these financial statements. The actions are being contested and the directors are of the opinion that no significant liability will arise in excess of the provision that has been recorded in the financial statements.

#### (b) Financial commitments

The Directors are of the opinion that all known liabilities and commitments, which are relevant in assessing the state of affairs of the Company, have been taken into consideration in the preparation of these financial statements.

## **STATEMENT OF COMPLIANCE**

The company has a Securities Trading Policy in place, which guides its directors, Executive Management, Officers and Employees on insider trading as well as trading of the company's shares. The company continues to carry out its operations in line with procedures consistent with excellence through partnership and transparency.

MRS Oil Nigeria Plc has established a Complaints Management Policy which stipulates guidelines, on responses to feedback from investors, clients and other stakeholders. The Policy provides an impartial, fair objective process of handling stakeholders' complaints as well as an established monitoring and implementation procedure.

The Company efficiently and effectively responds to feedback, to improve and exceed customers' expectations, client experience, as well as to deliver excellence service to its stakeholders.

Based on the recommendations of the securities and Exchange Commission (SEC), the Nigerian Stock Exchange Listing Rules (as Amended), as well as other international best practices, the company has complied with corporate governance requirements and best practices. MRS Oil Nigeria Plc is committed to the continued sustenance of the principles of sound corporate governance.

### **WHISTLE BLOWING:**

The Company with all laws in Nigeria that are relevant to its operations. In line with provisions of the Securities and Exchange Commission's Code of Corporate Governance, a whistle Blowing policy exists, for the reporting of serious, actual and suspected concerns of integrity and unethical behavior. An extract of this Policy can be found on the company's website.

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Based on the recommendations of the Securities and Exchange Commission (SEC), the Nigerian Exchange Limited Listing Rules (as Amended), as well as other international best practices, the company has complied with corporate governance requirements and best practices. MRS Oil Nigeria Plc is committed to the continued sustenance of the principles of sound corporate governance.

The company has made specific enquiry of all directors as to whether they have complied with required standard set out in the listing rules and the company's trading policy and the company is not aware of any non-compliance.

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## Free Float Computation

### Shareholding Structure/Free Float Status

Description	30 September 2022		31 December 2021	
	Unit	%	Unit	%
Issued Share Capital	304,786,406	100.00	304,786,406	100.00
<b>Substantial Shareholdings (5% and above)</b>				
MRS Africa Holdings Limited	182,871,828	60%	182,871,828	60%
First Pen Cust/Asset Management Corporation of Nigeria	31,919,838	10%	31,919,838	10%
<b>Total Substantial Shareholdings</b>	<b>214,791,666</b>	<b>70%</b>	<b>214,791,666</b>	<b>70%</b>
<b>Directors' Shareholdings (direct and indirect), excluding directors with substantial interests</b>				
Ms. Amina Maina	33,136	1.1%	33,136	1.1%
Sir Sunday N. Nwosu	6,301	0.2%	6,301	0.2%
Mr Mathew Akinlade	571	0.0%	571	0.0%
<b>Total Directors' Shareholdings</b>	<b>40,008</b>	<b>1.3%</b>	<b>40,008</b>	<b>1.3%</b>
<b>Free Float in Units and Percentage</b>	<b>89,954,732</b>	<b>29.51%</b>	<b>89,954,732</b>	<b>29.51%</b>
<b>Free Float in Value</b>	<b>1,169,411,516</b>		<b>1,169,411,516</b>	

#### Declaration:

(A) MRS Oil Nigeria Plc with a free float percentage of 29.51% as at 30 September 2022, is compliant with The Exchange's free float requirements for companies listed on the Main Board.

(B) MRS Oil Nigeria Plc with a free float value of ₦1.2 billion as at 31 December 2021, is compliant with The Exchange's free float requirements for companies listed on the Main Board.

**CERTIFICATION PURSUANT TO SECTION 60(2) OF INVESTMENT AND SECURITIES ACT  
NO. 29 OF 2007**

We the undersigned hereby certify the following with regards to our financial report for the period ended 31 March 2022 that:

- (a) We have reviewed the Report;
- (b) To the best of our knowledge, the Report does not contain:
  - (i) Any untrue statement of a material fact, or
  - (ii) Omit to state a material fact, which would make the statements, misleading in the light of the circumstances under which such statements were made;
- (c) To the best of our knowledge, the Financial Statement and other financial information included in the Report fairly present in all material respects the financial condition and results of operation of the company as of and for periods presented in the Report.
- (d) We:
  - (i) Are responsible for establishing and maintaining internal controls.
  - (ii) Have designed such internal controls to ensure that material information relating to the Company, particularly during the period in which the periodic reports are being prepared;
- (e) We have disclosed to the Auditors of the Company and the Audit Committee;  
Any fraud, whether or not material, that involves management or other employees who have significant roles in the Company's internal controls.



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**Mr. Marco Storari**  
**(Managing Director)**  
**FRC/2020/003/00000022083**



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**Mr. Samson Adejonwo**  
**(Chief Finance Officer)**  
**FRC/2020/001/00000021998**



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**Chief Amobi D. Nwokafor**  
**(Director)**  
**FRC/2013/ICAN/00000002770**

**28 October 2022**