



Oando

RC 6474

...the energy to inspire

ANNUAL
REPORT

2022





Oando

RC 6474

...the energy to inspire

Introduction

Oando Plc, as the largest integrated energy solutions group in Sub-Saharan Africa, holds a primary listing on the Nigerian Exchange Limited and a secondary listing on the Johannesburg Stock Exchange. Being Nigeria's premier indigenous, integrated energy company, Oando possesses the scale and expertise necessary to pursue new projects and seize acquisition opportunities. With its strategic positioning, Oando is poised to leverage the growth potential within the Nigerian energy sector.

Vision

To be the premier company driven by excellence.

Mission

To be the leading integrated energy solutions provider.



As Nigeria's premier integrated energy company, we combine scale, expertise, and vision to shape the future of energy.

We are Africa, We Are Oando



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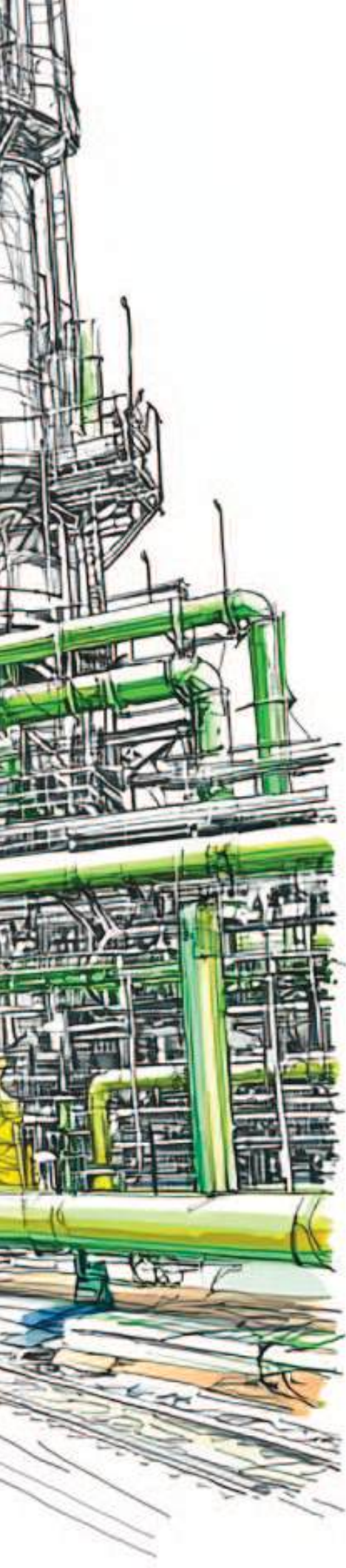
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Driven by excellence and strategic innovation, we harness opportunities to lead and grow in the energy sector.

We are Africa, We Are Oando

Corporate History





2004

Oando Trading Limited and Oando Supply & Trading Limited was incorporated

Oando Gas & Power (OGP) emerged as a result of Gaslink's gas distribution franchise and Oando's customer base



2005

Oando became the first African company to achieve a cross-border inward listing on the JSE

Oando Energy Services (OES) was incorporated



2007

Gaslink laid 100km gas distribution pipeline in Lagos

OES acquired 2 drilling rigs



2008

Oando emerged Nigeria's first indigenous oil company with interest in producing deepwater assets by the acquisition of 15% equity in OMLs 125 & 134

OES acquired an additional drilling rig



2009

2 swamp rigs acquired; bringing the total rig count to 5

Gaslink phase 3 gas pipeline completed



2010

OGP launched it's first Independent Power Plant, Akute IPP, a 12.15MW power plant for Lagos Water Corporation

The company successfully completed a \$140 million rights issue which was 128% oversubscribed



2011

Central Horizon Gas Company (CHGC) is awarded mandate for River State gas distribution

Completed construction and commissioned of the 128KM Eastern Horizon Gas Company (EHGC) Pipeline

FGN awards Oando/Agip consortium \$3 billion Central Processing Facility



2017

Oando PLC further divested 5% stake in midstream business to Helios Investment Partners

Oando PLC divested its stake in Alausa Power Limited to Elektron Petroleum and Energy Mining Limited

Oando completed 100% divestment of its downstream marketing business to OVH Energy

Completed restructuring of \$40million facility, extending the tenor by a minimum of 30 months



2018

Oando Commissions State-of-the-Art Head Office, The Wings Office Complex

Oando completed 100% divestment of its midstream business to Axxela Limited



2019

Oando and its Joint Venture Partners NNPC and NAOC makes significant gas & condensates discovery onshore Niger Delta

Oando successfully signs two Gas Supply Agreements (GSA) with the Nigeria Liquefied Natural Gas Ltd (NLNG), for the renewal of gas supply for Trains 1-3 and Train 7

\$425m Reserve Based Lending (RBL) refinancing with Afrexim



2020

\$100m accordion top-up facility with Afrexim



2021

Oando Energy Resources launches its renewable energy subsidiary, Oando Clean Energy

2022 Highlights

FINANCIAL HIGHLIGHTS

Loss/Profit After Tax
(N81.2B) | **-347%**

2022 (N81.2B)
2021 N32.9B

Gross Profit
N78.6B | **83%**

2022 N78.6B
2021 N42.9B

Turnover
N2.0T | **148%**

2022 2.0T
2021 N804.8B

OPTIMISED BALANCE SHEET

Total Borrowings
N507.0B | **10%**

2022 N507.0B
2021 N460.8B



UPSTREAM - OPERATIONAL HIGHLIGHTS

Oil Production

20,007 bbls/day | **27%**



During the twelve months ended December 31 2022, average production was **20,703boe/day** compared to **27,348boe/day** in the same period of 2021.

Oil production in particular reduced by **45%** to **4,769bbls/day** in 2022 from 8,632bbls/day in 2021.

2P Reserves

321.162mmboe | **0%**



Working interest 2P Reserves, as assessed by the independent qualified reserves evaluator, stood at **321.162mmboe** as at December 31 2022 compared to **322.716mmboe** in the comparative prior year period. This represents a decline in overall 2P reserves of **0.5%** year on year.

DOWNSTREAM - OPERATIONAL HIGHLIGHTS

21.8 million

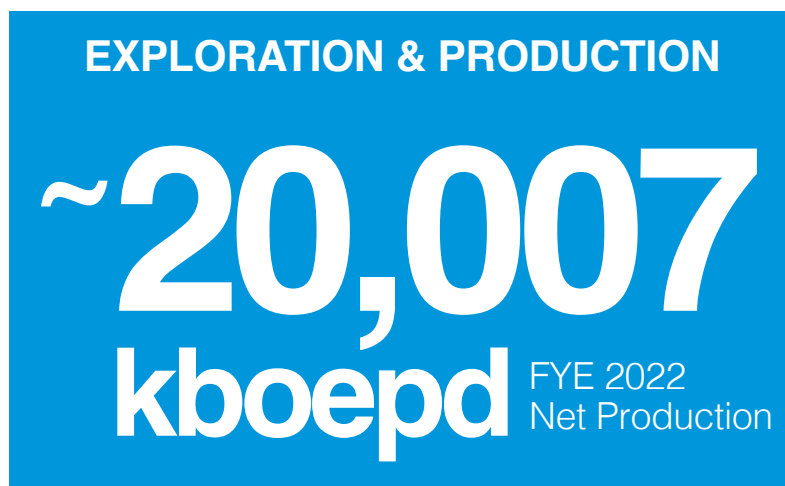
In 2022, Oando Trading traded over

barrels of crude oil under various contracts with the Nigerian National Petroleum Corporation (NNPC) and delivered

1,937,833 MT

of refined products.

Core Activities



Market Capitalization

₦48.73bn

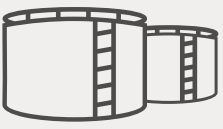
Upstream Infrastructure



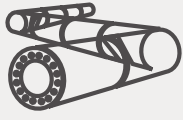
 **22,447** km²
Combined Acreage

 **483** kbopd
Oil Handling Capacity

 **3,663** mmscf/d
Gas Handling Capacity

 **3.5** mmbbls
Terminal Capacity

OVER
 **1,255** km
Pipeline Network

 **14**
Flow Stations

Our Corporate Culture

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

Teamwork

At Oando, all employees work together to actualise the organisation's common purpose of solving energy problems with bold and innovative solutions.

Respect

Employees show empathetic consideration to one another, promoting inclusivity by appreciating others and valuing their contributions

Integrity

Our intrinsic values are embodied in our commitment to good corporate governance and transparency. This is evident not only in all our business dealings, but promoted as integral for strong employee interpersonal relationships and extended to our relationships with partners and the communities we operate in.

Passion

Some say passion is what separates good companies from great ones. We agree. The will to work with enthusiasm to realise each employee's full potential, and the Company's collective capacity is at the heart of everything we do.

Professionalism

We champion excellence - as the partner of choice, we go the extra mile to ensure that our operations meet the highest professional standards and are diligently carried out whilst adhering to industry best practice.



Our Global Footprint

Oando operates globally with a strong presence in various locations worldwide. Our primary focus in the upstream sector is currently concentrated in West Africa. As pioneers in all facets of our operations, we continuously strive to lead the way in our industry. Our transformative nature as a company is reflected in our exceptional workforce, dedicated to upholding the highest standards, ensuring a promising future for all stakeholders.

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

- Primary Listing - NGX
- Secondary Listing - JSE





Directors and Professional Advisers

The Board of Directors oversees the management of Oando's business operations and ensures that the long-term interests of stakeholders are served.

Oando's Board of Directors is drawn from different facets of society and comprises successful individuals in their respective professional fields, bringing a wealth of knowledge and experience to the Company. The Board met regularly during the year to discuss, review and deliberate on reports on the business and strategic plans for the Group.

Directors

HRM. Oba Adedotun Gbadebo, CFR

Chairman, Non-Executive Director

Mr. Jubril Adewale Tinubu, CON

Group Chief Executive

Mr. Omamofe Boyo

Deputy Group Chief Executive

Mr. Olufemi Adeyemo

Group Chief Financial Officer/Executive Director
Resigned February 18, 2022

Mr. Adeola Ogunsemi

Group Chief Financial Officer, Executive Director
Appointed on February 18, 2022

Dr. Ainojie Alex Irune

Group Executive Director

Mr. Tanimu Yakubu

Non-Executive Director

Mr. Ike Osakwe

Non-Executive Director

Mr. Ademola Akinrele, SAN

Non-Executive Director

Mrs. Ronke Sokefun

Non-Executive Director

Mrs. Fatima Nana Mede

Non-Executive Director

Company Secretary and Chief Compliance Officer

Ayotola Jagun (Ms)

Bankers

- Access Bank PLC
- The Access Bank UK Limited
- African Export-Import Bank (Afrexim)
- Bank of Montreal Canada
- Ecobank Nigeria PLC
- Ecobank Sao Tome e Principe
- Emirates NBD
- Fidelity Bank Plc
- First Bank of Nigeria Limited
- First City Monument Bank Limited (FCMB)
- Globus Bank Limited
- Guaranty Trust Bank PLC
- Heritage Bank PLC
- ING Bank
- Investec Bank
- Keystone Bank Limited
- The Mauritius Commercial Bank Limited
- National Bank of Fujairah (NBF)
- Providus Bank PLC
- Stanbic IBTC Holdings PLC
- Standard Bank of South Africa Ltd
- Sterling Bank PLC
- Suntrust Bank Nigeria Limited
- Union Bank of Nigeria PLC
- United Bank for Africa PLC
- United Bank for Africa, New York
- Zenith Bank PLC

Registered Office

The Wings Office Complex
17a Ozumba Mbadiwe Avenue
Victoria Island
Lagos

Auditors

BDO Professional Services
Chartered Accountants
ADOL House
15, CIPM Avenue Central Business District
Alausa, Ikeja
Lagos, Nigeria

The Registrars & Transfer Offices:

First Registrars & Investor Services Limited

Plot 2, Abebe Village Road
Iganmu, Lagos, Nigeria.

Computershare Investor Services (Pty) Limited

Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132
or email to proxy@computershare.co.za)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 45th Annual General Meeting (the "Meeting") of Oando PLC (the "Company") will be held on Tuesday, December 17, 2024, at 10:00am at the Zinna Hall, Eko Hotels and Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos, Nigeria for the purposes of:

ORDINARY BUSINESS

1. Transacting the following ordinary business:

- 1.1. To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2022 and the Reports of the Directors, Auditors and Audit Committee thereon.
- 1.2. To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2023 and the Reports of the Directors, Auditors and Audit Committee thereon.
- 1.3. To re-elect the firm of BDO Professional Services as the Company's Auditors in relation to the audit of the financial statements of the Company for the year ended December 31, 2024 and the year ended December 31, 2025 to hold office until the next general meeting of the Company; and to authorise the directors of the Company to fix their remuneration.
- 1.4. To elect Mr. Ken Igboke and Mr. Bashir Bello to the Board of Directors of the Company with effect from November 25, 2024, as Directors whose term expires in accordance with Article 88 of the Article of Association of the Company but being eligible, offer themselves for election.

Biographical details of the directors to be elected are available in the 2023 Annual Report and on the Company's website <http://www.oandopl.com>

- 1.5. To consider the re-election of the following Directors who, in accordance with Articles 91 and 93 of the Company's Articles of Association, retire by rotation, but are eligible and offer themselves for re-election:

- Mr. Ike Osakwe as a Director
- Mr. Ademola Akinrele, SAN as a Director
- Mr. Adeola Ogunsemi as a Director

Biographical details of the directors standing for re-election are available in the 2022 and 2023 Annual Report and on the Company's website <http://www.oandopl.com>

- 1.6. To elect members of the Statutory Audit Committee.
- 1.7. To disclose the remuneration of managers of the Company.

SPECIAL BUSINESS

2. Transacting the following special business:

Resolution 1: Directors Remuneration

To consider, and if approved, to pass with or without modification, the following ordinary resolution to fix the remuneration of the Non-Executive Directors of the Company:
"It is hereby resolved that the fees, payable quarterly in arrears, remain N5,000,000 per annum for the Chairman and N4,000,000 per annum, for all other Non-Executive Directors."

Resolution 2: Mandates Authorizing Transactions with Related Parties/Interested Persons

To consider and if thought fit pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

- 2.1. "That, pursuant to the Rules Governing Related Party Transaction of Nigerian Exchange Limited, a general mandate be and is hereby given authorizing the Company to procure goods, services and financing and enter into such incidental transactions necessary for its day to day operations from its related parties or interested persons on normal commercial terms consistent with the Company's Transfer Pricing Policy and all relevant Transfer Pricing Regulations in force in Nigeria.
- 2.2. That all transactions falling under this category which were earlier entered into prior to the date of this meeting are hereby ratified."

Resolution 3:

Financial Restructuring

- 3.1. To consider, and if thought fit, pass with or without modifications, the following resolution as a special resolution of the Company that:
 - (i) In order to address and improve the Company's financial health and long-term viability, the Board be and is hereby authorized to implement the following remedial actions and undertake all necessary and incidental activities required to effect the proposed restructuring and complete the following transactions:
 - a. Debt Transfer and Modification: That the repayment of long-term receivables owed to Company's subsidiaries by related entities be accelerated and novated to the Company (with or without modifications), to consolidate receivables within the Group and improve financial clarity and management.
 - b. Debt-to-Equity Swap and Settlement: That the Company accepts shares as settlement for the debts owed to it by the borrowers, further to sub-resolution (a) above, thereby reducing overall receivables and enhancing financing clarity.
 - c. Distribution: That the Company causes the shares received pursuant to sub-resolution (b) above to be distributed to its existing shareholders as of the date of the passing of this resolution, on a pro-rata basis."

Explanatory Note: Ocean and Oil Development Partners Limited and its ultimate beneficial owners will not exercise their right to vote on Resolutions 2 and 3 at the meeting in compliance with the provisions of Rule 19.13 NGX Rulebook.

NOTES

Voting and Proxies

On a show of hands, every member present in person or by proxy shall have one vote, and on a poll, every member shall have one vote for each share of which he is the holder.

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in their stead. A proxy need not be a member of the Company.

In line with the provisions of the Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on Resolution 2 and 3.

Registered holders of certificated shares and holders of dematerialised shares in their own name who are unable to attend the Meeting and who wish to be represented at the Meeting, must complete and return the attached form of proxy in accordance with the instructions contained in the form of proxy so as to be received by the share registrars, First Registrars Nigeria Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria or Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132; or email to proxy@computershare.co.za), not less than 48 hours before the time of the Meeting.

Holders of the Company's shares in South Africa (whether certificated or dematerialised) through a nominee should timeously make the necessary arrangements with that nominee or, if applicable, Central Securities Depository Participant ("CSDP") or broker to enable them attend and vote at the Meeting or to enable their votes in respect of their shares to be cast at the Meeting by that nominee or a proxy.

A. Closure of Register of Members

The Register of Members and Transfer Books of the Company (Nigerian and South African) will be closed between November 27, 2024 and November 29, 2024 (both days inclusive) in accordance with the provisions of Section 114 of CAMA.

B. Nominations for the Audit Committee

In accordance with Section 404(6) of CAMA, any member may nominate a shareholder as a member of the Audit Committee, by giving notice in writing of such nomination to the Chief Compliance Officer and Company Secretary at least 21 days before the Meeting.

The Consolidated Rules of the Securities and Exchange Commission, 2013 (as amended) and the Nigerian Code of Corporate Governance, 2018 stipulates that members of the Audit Committee should have basic financial literacy and should be able to understand Financial Statements. Additionally, at least one committee member should be a financial expert with up-to-date knowledge in accounting and financial management, capable of interpreting financial statements.

C. Right of Shareholders to Ask Questions

Shareholders have a right to ask questions not only at the meeting, but also in writing prior to the meeting. For the good and orderly conduct of the meeting, shareholders are encouraged to submit their questions in writing ahead of the AGM and those questions will be acknowledged and answered in full at the AGM. Such questions should be addressed to the Company Secretary and submitted to the Registered Office or by electronic mail at info@oandopl.com not later than 7 days before the Meeting.

D. Electronic Annual Report

Annual Reports for 2022 and 2023 are available online for viewing and can be downloaded from the Company's website at www.oandopl.com. The electronic copy of the Annual Reports are sent to our shareholders who have provided their email addresses to the Registrars. Shareholders who are interested in receiving the soft copy of the 2022 and 2023 Annual Reports should send their request via email to: info@oandopl.com.

E. Live Streaming of the Annual General Meeting

The Annual General Meeting will be streamed live via the Company's website: <http://www.oandopl.com>. This will enable shareholders who will not be attending the meeting physically to be part of the proceedings.

The link for live streaming can be found on the Company's website.

F. Profile of Directors

The Profile of Directors are available on the Company's website: <http://www.oandopl.com>.

G. Unclaimed Dividend Warrants and Share Certificate

Shareholders are hereby informed that some dividends have remained unclaimed and returned to the Registrar. The list of all unclaimed dividends would be published on our website and shareholders are advised to contact the Registrar, First Registrars & Investor Services Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria.

November 26, 2024

By the Order of the Board

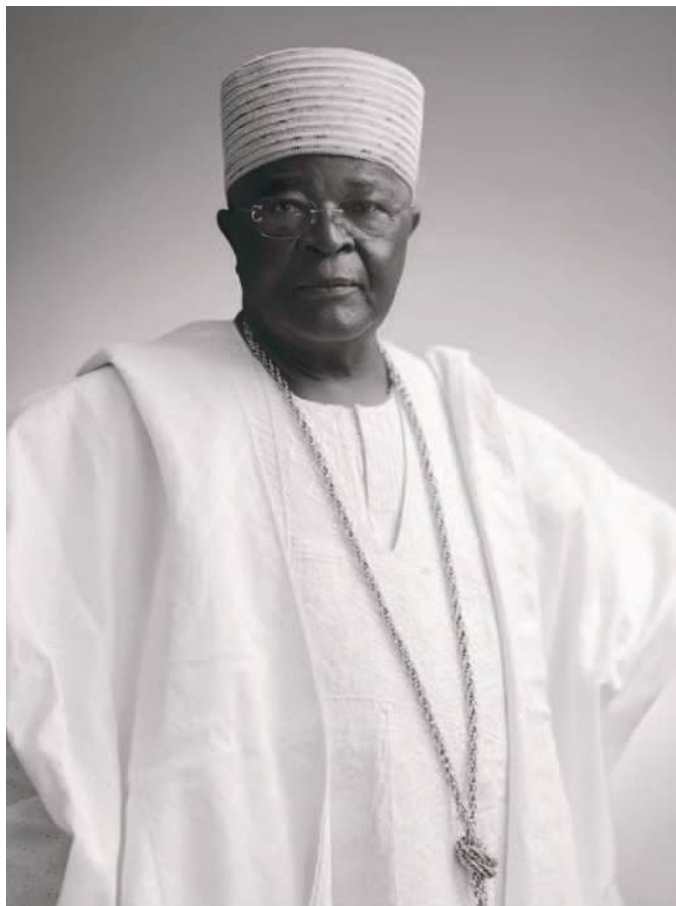


Ayotola Jagun
Chief Compliance Officer and Company Secretary
FRC/2013/NBA/00000003578

Registered Office
9th -12th Floor
17a Ozumba Mbadawe Avenue
Victoria Island, Lagos, Nigeria



Chairman's Statement



HRM Oba Michael Adedotun Gbadebo, CFR
Chairman, Non-Executive Director



In 2022, Oando became Nigeria's first indigenous oil and gas company to launch a clean energy entity, marking a pivotal step towards sustainable energy solutions.

We are Africa, We Are Oando

¹ IMF inflation average

² Bloomberg CO1:COM

³ Shale Production Growth

Dear Shareholders,

It gives me great pleasure to present to you, our esteemed Shareholders, our Annual Report for the year ended 31 December 2022.

Global Macroeconomic & Political Landscape

The global economy faced substantial hurdles, primarily stemming from the lingering effects of the COVID-19 pandemic and geopolitical tensions, notably Russia's invasion of Ukraine. Governments worldwide implemented robust fiscal policies including COVID-19 related support programs, aimed at stabilizing markets and providing relief to affected industries and consumers.

Despite these efforts, inflation surged globally, impacting everyday essentials such as food, energy, and consumer goods, with inflation rates reaching 9%¹. These inflationary pressures stemmed from several complex factors, including persistent supply chain disruptions, labour shortages across critical industries, and increased consumer demand.

Oil Price Dynamics

Global oil prices experienced significant fluctuations, peaking at over \$120² per barrel – record highs since 2014, largely driven by the geopolitical impacts of Russia's invasion of Ukraine. In the face of challenging circumstances, the oil and gas sector demonstrated remarkable resilience and adaptability by responding to rising prices with increased production, especially in regions like U.S. shale industry³, by reopening wells and fast-tracking projects to meet demand. Companies

prioritized efficiency, reduced costs, and leveraged digital solutions for sustained productivity. Higher prices also boosted investment in upstream activities to support energy security needs offering a cautious but hopeful outlook for continued recovery.

Nigeria

Nigeria faced significant economic challenges in 2022, with inflation reaching approximately 19% by year-end, driven by rising food and energy costs exacerbated by global supply chain disruptions. Elevated global oil prices initially offered a potential boost for the oil-dependent economy; however, ongoing production challenges limited the country's ability to capitalize on these gains. Crude oil production and exports dropped to historic lows, primarily due to rampant oil theft and pipeline vandalism in the Niger Delta, where an estimated 437,000 barrels per day were stolen. These setbacks caused production levels to frequently fall below the OPEC quota of 1.8 million barrels per day, constraining export revenues and weakening foreign reserves.

Nigeria also made notable advancements in governance within the oil and gas sector, marked by the implementation of the Petroleum Industry Act (PIA) and the restructuring of The Nigerian National Petroleum Corporation (NNPC). The PIA, gaining momentum throughout 2022, established a more transparent regulatory framework, reshaping fiscal terms to attract investment, boost government revenue, and enhance local industry participation. Concurrently, the transformation of NNPC into NNPC Limited, a commercially driven entity, has elevated operational efficiency, transparency, and accountability, aligning the national oil company with global standards and reinforcing Nigeria's commitment to modernizing its energy landscape.

Operations

During the year, our clean energy subsidiary - Oando Clean Energy Limited (OCEL), entered a landmark Memorandum of Understanding (MoU) with Lagos State to deploy electric vehicles for public transportation, positioning us as a pioneer in the transition towards cleaner energy solutions.

Furthermore, in the upstream sector and in a bid to take our destiny into our own hands, we commenced negotiations with NAOC, one of our partners in the NPDC/Oando/NAOC Joint Venture, for the acquisition of its 20% stake in OMLs 60, 61, 62, and 63.

However, we witnessed a 27% decline in production to 20,007 boepd, primarily due to shut-ins for repairs and resulting maintenance following the persistent theft and sabotage incidents.

Our trading activities thrived, with crude oil volumes rising by 25% to 21.8 million barrels and a remarkable 101% increase in traded refined petroleum products to nearly 2 million MT. Turnover surged by 148% to N2.0 trillion, showcasing the strength of our diversified portfolio.

Oando Foundation

The Oando Foundation made significant strides in education, youth empowerment, and social impact. Through the Clean Our World (COW) project, in partnership with Sumitomo Chemical, the Foundation promoted sustainable waste management across 12 public primary schools and 5 communities in Lagos, reaching over 13,000 beneficiaries. Key initiatives included clean-up campaigns, the distribution of over 500 educational

materials, and the establishment of Environmental Clubs, with a total collection of 10,094kg of recyclable plastic waste. The Oando Scholars' Programme continued its mission to foster academic excellence by sponsoring 1,153 high-performing students from disadvantaged backgrounds, including 187 beneficiaries in 2022, with five scholars advancing to tertiary institutions.

Additionally, The Aggregator Platform (TAP) expanded its support for vulnerable households, distributing food relief to 250 families and providing seed funding to empower recipients to grow their businesses. Through these efforts, Oando Foundation drove impactful change in education, environmental stewardship, and community support.

Governance and ESG

Oando remains committed to upholding the highest standards of corporate governance and ESG principles. In 2022, we further enhanced our governance frameworks to ensure greater transparency, accountability, and stakeholder engagement. Our ESG initiatives focused on reducing our carbon footprint, promoting diversity and inclusion within our workforce, and supporting community development programs aimed at improving education, healthcare, and economic empowerment.

2023 Outlook

While 2022 presented numerous challenges on both global and domestic fronts, it also highlighted signs of resilience and progress. With ongoing reforms, strategic investments, and a focus on long-term growth, Nigeria is poised to overcome its current hurdles and chart a brighter economic future. As we look ahead to Oando's 20th anniversary in July 2023, we reflect on two decades of resilience, passion, and impact, consistently challenging the status quo. We are deeply grateful to our shareholders for their unwavering support and remain committed to delivering sustainable growth and total shareholder returns as we embark on the next phase of our journey, confident in the opportunities that lie ahead.



HRM Oba Michael Adedotun Gbadebo, CFR
Chairman, Non-Executive Director

INDIGENOUS TO OUR CORE

Built on a culture of innovative excellence, we remain unafraid to challenge the status quo. This is why we remain the leading indigenous exploration and production company on the continent. Ambitious in our approach, bold in our delivery and African to our core...we are Oando.

Jubril Adewale Tinubu
Group Chief Executive



In a year marked by challenges and triumphs, Oando achieved a remarkable 148% revenue increase, driven by resilience, innovation, and our unwavering commitment to excellence.

We are Africa, We Are Oando

⁴ IMF Inflation Rate: annual percentage change

Dear Shareholders,

It is with great pleasure that I present to you, your company's operational and financial performance for the year ended 2022, as well as our strategic outlook for 2023.

2022 in Review

In the aftermath of COVID-19, as economies gradually reopened, supply chains remained strained by labour shortages, factory closures, and transportation delays. This combined with a surge in demand for goods and services clashed with the limited supply, driving prices up globally and contributing to inflation which peaked at 9%⁴—the largest 12-month increase since 2019.

Oil prices, opening at \$51.90/bbl and reaching a high of \$120.65/bbl, were propelled by concerns over supplies and geopolitical risks, including the war in Ukraine. However, this marked an encouraging trajectory for the oil and gas industry, providing significant revenue boost that enabled investments in exploration, increased capital expenditures, and an uptick in M&A activity. Companies began pursuing strategic acquisitions, including asset purchases, joint ventures, and consolidations aimed at maximizing efficiencies and production capabilities.

Nigeria

Nigeria was not exempt, feeling the ripple effects of the global challenges throughout the country. The year was characterized by high inflation, currency pressures, security concerns, and fiscal strain.

The Oil & Gas sector experienced notable M&A activity, reflecting a strategic push toward expanding domestic energy production and enhancing local capabilities. Among these transactions were key acquisitions and partnerships that strengthened indigenous companies' foothold in the industry. Furthermore, reforms such as the revised Petroleum Industry Act (PIA) created a more transparent and efficient regulatory environment setting the stage for increased investment interest, streamlined operations, improved fiscal terms, and promotion of local content in our great nation.

This period also saw the awarding of marginal fields from the Marginal Fields Bid Round, signaling the government's commitment to involve local companies more directly in the sector.

Amid these developments, Nigeria launched its Energy Transition Plan in August 2022, aimed at balancing the country's economic growth with sustainability goals. This plan emphasized a phased approach toward reducing carbon emissions while maintaining energy access and affordability for the Nigerian population. The integration of marginal field activities and M&A transactions into this framework aligns with the government's dual objectives: to stimulate the economy through increased domestic production and to advance Nigeria's role in the global energy transition.

People

At Oando, our people remain our most valuable asset, thus prioritizing employee welfare is critical to us. These efforts were validated with our being certified as a Great Place to Work in the Gold Category (3rd place) through an employee-led survey. We also successfully resumed the Graduate Trainee Program resulting in the selection of a number of outstanding candidates after the scheme paused due to the pandemic.

Financial Performance

Our company experienced a substantial 148% increase in revenue, reaching N2.0 trillion in 2022, up from N804.8 billion in 2021. However, despite this, we reported a Loss- After-Tax of N81.2 billion, primarily due to a significant decrease in production caused by rampant oil theft across our assets in the Niger-Delta.

Last year, we initiated a comprehensive exercise to recover outstanding receivables from partners, successfully recovering an estimated \$45 million during the year. We also commenced Arbitration proceedings against Nigerian Agip Oil Company (NAOC) regarding disputes around the cash calls for OMLs 60-63 Joint Venture to ensure a transparent review of financial obligations. This process was, however, paused to give way to discussions around our potential acquisition of NAOC. Additionally, a settlement agreement of \$28.5 million was reached in our favour regarding the cash call dispute for our OML 13 (Qua Iboe) asset.

To safeguard our business against oil price volatility and secure financial stability amidst fluctuating market conditions, we continue to implement a proactive and flexible hedging policy. This approach not only protects our revenue stream from sudden oil price shocks but also allows us better plan and allocate resources. Locking in favourable prices allows us to sustain operations, support growth initiatives, and maintain resilience in the mist of unpredictable market dynamics.



From strategic acquisitions to championing Nigeria's Energy Transition Plan, Oando continues to redefine possibilities, proving that together, we can power a sustainable future.

We are Africa, We Are Oando

Group Chief Executive's Report



From pioneering Nigeria's first clean energy entity to advancing deepwater exploration in São Tomé, Oando continues to shape Africa's energy future with innovation and resilience.

We are Africa, We Are Oando

Exploration & Production

As a fallout of our arbitration process, we commenced negotiations with NAOC for the acquisition of its 20% stake in OMLs 60, 61, 62 and 63.

The persistent theft and pipeline vandalism across the Niger Delta continued to dampen production despite our vast 2P reserves which stood at 503mmboe during the year. Our NAOC JV averaged 18,975 boepd, a 23% decline compared to the previous year attributed to shut-ins caused by increased militancy, pipeline vandalism, and maintenance; the Ebendo Marginal Field JV experienced a 29% production drop to 1,140 bbls/day due to Forcados terminal shutdowns and maintenance, while the Qua Ibo Field averaged 588 bbls/day, slightly down from 619 bbls/day in 2021, impacted by a metering recertification shut-in and maintenance activities.

The Group invested \$101.9 million in capital expenditures, focusing on oil and gas asset development and exploration activities, compared to \$63.4 million in 2021.

In São Tomé, exploration efforts progressed with the spudding of the Jaca 1 well, marking the first deepwater well drilled in the country's EEZ and confirming an active petroleum system. Seismic reprocessing projects advanced in Block 5 and Block 12, leveraging Kosmos' regional data in Equatorial Guinea and Galp's enhanced subsurface assessments to refine prospect evaluations. These milestones underscore the company's commitment to strategic growth and operational excellence.

Oando Trading DMCC ("OTD")

OTD positioned itself strategically to capitalize on market opportunities and strengthen its partnerships, achieving significant year on year growth. Crude oil trading volumes rose by 25%, with approximately 21.8 million barrels traded under various contracts with the Nigerian National Petroleum Corporation (NNPC). Additionally, the company secured offtake rights for several NNPC led pre-export finance projects such as Project Bison, further strengthening its trading portfolio.

Refined petroleum product trading rose by 101% delivering 1,936,980 metric tons (MT) of refined products, reflecting OTD's strengthened market position. Turnover reached USD 4.3 billion, up from USD 1.94 billion in 2021, driven by increased trading activities and a high-priced environment underscoring our resilience and value capture amid market volatility.

Additionally, OTD's trade finance lines were expanded via strategic crude operational and financing alliances with International Traders, leveraging regional expertise to optimize trading and capture market value.

Oando Clean Energy Limited ("OCEL")

Last year we launched Oando Clean Energy Limited (OCEL), the first clean energy company established by an indigenous oil and gas firm. This milestone was followed by the signing of a Memorandum of Understanding (MoU) with the Lagos State Government to deliver 50 electric buses and develop electric vehicles (EV) infrastructure across the state. OCEL has adopted a diversified approach to renewable energy, integrating solar, wind, biogas, and geothermal solutions recognizing that a mix of

resources is essential to meet Nigeria's complex energy needs. These projects align with Nigeria's emissions reduction targets under the Nationally Determined Contributions (NDCs), helping drive the country's transition to a low-carbon economy.

Oando Mining

Our company has made significant strides in the bitumen and lithium sectors, securing four bitumen exploration and mining licenses in Okitipupa, Ondo State, as well as exploration leases in Ogun and Lagos States.

2023 Outlook

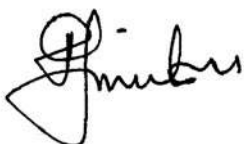
As we step into 2023, we remain optimistic about the future, bolstered by the resilience demonstrated in overcoming the challenges of 2022. Our strategic focus is driven by four key priorities—expanding growth in our dollar-earning businesses, diversifying revenue streams, advancing our clean energy strategy, and optimizing our capital structure—positioning us well for a resilient and prosperous future.

In our upstream operations, our focus will be on fast tracking negotiations towards our potential acquisition of our partner, NAOC's stake in the Oando-NPDC-NAOC JV. Likewise, we will focus on boosting production through close collaboration with partners and the government while implementing sustainable measures to combat oil theft and enhance security in the Niger Delta.

Securing the renewal of existing contracts remains a top priority for our trading division (OTD), alongside pursuing new crude agreements with the Nigerian National Petroleum Corporation (NNPC) and leveraging opportunities in refinery operations. To diversify our portfolio, we aim to establish trading desks for LNG, tin, and other metals. Strengthening financial and operational partnerships will be essential to maintaining seamless and efficient operations.

Next year, Oando Clean Energy (OCEL) will launch a proof of concept with two electric buses to demonstrate the viability of EVs in Lagos' public transportation system. While simultaneously exploring opportunities in solar energy, wind energy, and waste-to-energy sectors, driving our commitment to a sustainable future.

We will also continue to validate its bitumen assets by initiating pre-FEED and FEED activities while exploring viable opportunities in lithium and gold. These initiatives will position us strategically within the evolving business landscape, ensuring long-term growth.



Jubril Adewale Tinubu CON
Group Chief Executive



With a focus on renewable energy, strategic acquisitions, and expanding trading volumes, Oando is driving transformation across industries and borders.

We are Africa, We Are Oando

PROVEN TRACK RECORD

Despite an unpredictable market, we continue to harness Africa's potential to grow exponentially and strengthen our portfolio of onshore and offshore assets.





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With innovation and adaptability, we navigate complex energy dynamics, securing sustainable growth and long-term value.

We are Africa, We Are Oando



Despite global uncertainties and domestic challenges, Oando remains steadfast, leveraging strategic partnerships and innovation to drive growth and resilience in Africa's energy sector.

We are Africa, We Are Oando

2022 GLOBAL OIL & GAS INDUSTRY REVIEW

The global economy continues to modestly recover from the pandemic and other economic issues. The economy experienced a slow growth of 3.5% compared to 3% in 2021. Global petroleum production increased more slowly than demand, resulting in higher commodity prices. Brent oil prices increased from an average of \$70.86/bbl. in 2021 to \$101.00/bbl. in 2022.

OPEC+ gradually increased member countries quota marginally in 2022. However, Nigeria has been unable to meet its production quota due to incessant sabotage activities and oil theft. According to the Statistical Review of World Energy, crude oil production in Nigeria in 2022 was 1,450 thousand barrels per day, a decrease of 11% compared to 2021. Nigeria produced 3.91 billion cubic feet of natural gas compared to 4.37 billion cubic feet produced in 2021. According to the Nigerian Upstream Petroleum Regulatory Commission (NUPRC), Nigeria lost over 9MMbbls of Oil to crude theft in the first quarter of 2022.

Nigeria has also witnessed the ongoing divestments of upstream assets by the IOCs. These divestments occur for various reasons, including insecurity, sabotage, and hostile host communities, resulting in higher costs and operational risks.

2023 OUTLOOK

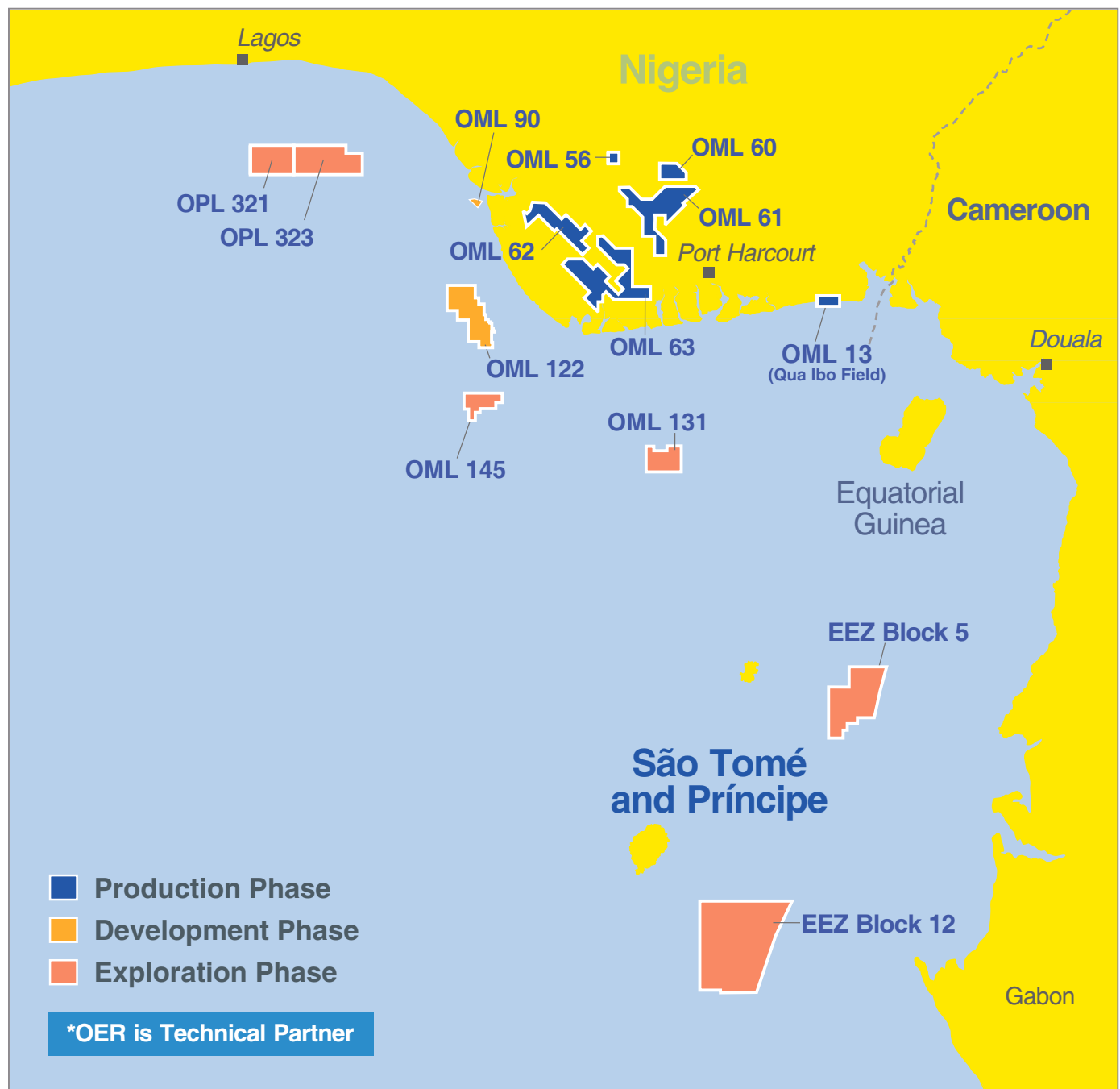
Global oil markets are still slowly improving after a series of strains from the COVID-19 pandemic to Russia's invasion of Ukraine.

Oil demand is set to rise in 2023 as China relaxes its COVID-19 restrictions and opens up her economy. The Organization of the Petroleum Exporting Countries (OPEC) forecasts a 2.3% increase in global oil demand, citing the recovery of the Chinese economy as a major driver. Oil producing countries outside the OPEC+ alliance dominate the forecasted growth in the 2023 production forecast.

In a series of steps that started in Q4 2022, Saudi Arabia, Russia and other members of the OPEC+ group pledged oil production cuts in an effort to raise global oil prices as economic indicators point to an impending global recession which will translate to reduced demand.

As the world faces a potential slowdown of economic activities, the Company remains protected from such sales risks with its long-term offtake arrangement with its trading partner, Vitol S.A, which guarantees continuous volumes offtake with a new hedge strike price of \$55/bbl. which meets our realigned cash breakeven requirements.

Oando Energy Resources - Asset Portfolio



ASSET	WORKING INTEREST	OPERATOR
OML 60	20%	ENI/NAOC
OML 61	20%	ENI/NAOC
OML 62	20%	ENI/NAOC
OML 63	20%	ENI/NAOC
OML 56	42.75%	Energia
OML 13*	40%	Network E&P

ASSET	WORKING INTEREST	OPERATOR
OML 90*	40%	Sogenal
OML 122*- Bilabri	4.08% Oil	Peak
OML 122*- Owanare	9.8% Gas	Peak

ASSET	WORKING INTEREST	OPERATOR
EEZ 5	26.2%	Kosmos
EEZ 12	46.3%	Galp
OPL 321 & 323	24.5%	OER
OML 131	100%	OER
OML 145	21.05%	ExxonMobil

OML 60-63

Overview

The NAOC JV (20% OER WI; NAOC 20% and operator; NNPC 60%) holds OMLs 60, 61, 62 and 63, located onshore in the Niger Delta and the licenses have an expiry date of June 14, 2027.

OML 60 is located on land, in the northern Niger Delta and covers an area of 358 km² (88,464 acres). OML 61 is also located on land, in the northern Niger Delta and covers an area of 1,499 km² (370,410 acres). OML 62 terrain varies eastwards from swamp to land and is located in the central Niger Delta, covering an area of 1,221 km². OML 63 is located along the coastal swamp area of the Niger Delta and covers an area of 2,246 km² (554,998 acres).

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

Production

Production in 2022 at OMLs 60 to 63 averaged 18,975 boe/day, consisting of 3,211 bbls/day of crude oil, 472 boe/day of NGLs and 91,752 mcf/day (15,292 boe/day) of natural gas, as compared to combined average production of 24,546 boe/day in 2021. The 23% daily production decrease at OMLs 60 to 63 is primarily related to shut-ins from incidences of sabotage and general repairs and maintenance.

Reserves

As of December 31, 2022, OER's estimated net share in the NAOC JV 2P reserves was 490 MMboe (and comprised of 170.0 MMbbls of oil, 16.2 MMbbls of natural gas liquids and 1,823 Bscf of gas), compared to 493 MMboe in 2021.

Capital Projects Expenditure:

In 2022, the Company spent \$77.6 million on capital expenditures related to the development of oil and gas assets and exploration and evaluation activities, higher than \$59.2 million in 2021. Capital expenditure during the period included \$77.5 million on oil and gas properties and \$0.1 million on exploration and evaluation.

The Joint Venture approved a budget of \$1.0 billion for 2023. Oando Oil Limited's (OOL) share - \$199 million comprises of \$82 million CAPEX and \$117 million OPEX.

OML 56 (EBENDO)

Overview

Ebendo Marginal Field License (45% OER WI; Energia, an indigenous company and operator, 55% WI), was carved from OML 56 in the central Niger Delta, approximately 100 km north-west of Port Harcourt. The License covers an area of 65 km² (16,062 acres). The License includes two fields, the Ebendo field (producing), Obodeti field (undeveloped) and one prospect, Ebendo North. Ebendo operates under Marginal Field terms that benefit from advantageous fiscal terms.

First Oil was achieved in 2009 and 6 wells have been drilled on the field. Production from the Ebendo field began in 2010.

Production

Ebendo's 2022 daily crude oil production decreased by 29% to 1,140 bbls/day from 1,611 bbls/day in the corresponding 2021 period. The decrease was a result of a shutdown at Forcados terminal and other repairs and maintenance activities.

Reserves

As of December 31, 2022, the Ebendo License held net 2P reserves of 8.4 MMboe (comprised 6.0 MMbbls oil and 14.6 Bscf of gas), compared to 6.0 MMboe in 2021. In 2022, two wells were drilled in Ebendo North, resulting in new discoveries.

Capital Projects Expenditure

In 2022, the Company spent \$22.6 million on capital expenditure related to exploration and evaluation and the development of oil and gas assets compared to an expenditure of \$3.3 million in 2021. \$22.0 million was spent on drilling two wells in Ebendo North.

The Joint Venture approved a budget of \$50.7 million for 2023. Oando's share of \$22.8 million comprised of \$11.9 million for Capital expenditure and \$10.9 million for Operating expenses respectively.

PARTNER OF CHOICE

Through collaborative partnerships, we will remain adventurers; working together to realize a more economic and socially prosperous Africa.



OML 13 (QUA IBO)

Overview

Qua Ibo Marginal Field License (40% OER WI and technical partner; NEPN, an indigenous company, 60% WI and Operator) is located in onshore Nigeria, near the mouth of the Qua Iboe River, immediately adjacent to the ExxonMobil Qua Ibo Terminal. The License covers an area of 14 km² (3,459 acres) and includes one producing field (Qua Ibo). The Qua Iboe License was acquired by OER in 2013 and it operates under Marginal Field terms.

In its capacity as Technical and Financial services provider, Oando Reservoir and Production Services Limited (ORPSL) oversees, together with NEPN, the operations on the Qua Ibo Field. ORPSL agreed to fund NEPN's costs on the Qua Ibo field until first oil, following which ORPSL will be entitled to 90% of NEPN's sales proceeds from its 60% share of crude oil production until NEPN's obligation is paid in full.

First Oil was achieved by drilling 2 wells and installing the associated production facility in 2014. Production from the Qua Ibo field began in 2015.

Production

2022 Production at Qua Ibo averaged 588 bbls/day, which was lower than 619 bbls/day in the same period in 2021. The decrease was a result of a shut-in from a metering recertification exercise and other repairs and maintenance activities.

Reserves

As of December 31, 2022, Qua Ibo License held net 2P reserves of 4.2 MMbbls of oil, compared to 4.4 MMboe in 2021.

Capital Projects Expenditure

In 2022, The Company incurred capital expenditure of \$0.23 million at Qua Ibo on oil and gas properties compared to an expenditure of \$0.19 million in 2021.

The Joint Venture approved a budget of \$11.5 million for 2023. Oando's share of \$4.6 million comprised of \$0.8 million for Capital expenditure and \$3.8 million for Operating expenses respectively.

OML 145

Overview

OML145 (21.05% Oando WI; operator, Exxon Mobil) is located offshore 110 km south of the Niger Delta coastline near the Shell Bonga field in water depth of between 800m to 2,000m. The OML 145 license covers an area of approximately 1,288km² within which four (4) discoveries have been made including Uge, which is currently in the development planning stage, three other discoveries, namely, Orso, Uge North and Nza.

The OML 145 joint venture partners on the license are Exxon Mobil (21.05%), Chevron (21.05%), Svenska (21.05%), Oando (21.05%) & NPDC (15.8%).

The pre-FEED study commissioned by the OML 145 joint venture was completed in 2018. The study was geared towards a development concept for the Uge field with specific focus on delivering production in a timely and cost-effective manner utilizing a leased Floating, Production, Storage and Offloading ("FPSO") vessel for hydrocarbon evacuation and export from the field.

Following the 2018 pre-FEED study, the OML 145 joint venture progressed the review of the development concepts in a bid to firm up on a development concept on the block based on the discovered resource volumes in 2019. This culminated in a tripartite workshop between the NNPC and the OMLs 140 and 145 joint venture partners. The development concept proposed by Oando and the non-operator partners via an Early Production Facility ("EPF") on a leased FPSO will bring the Uge field to production in a relatively shorter time frame than previous concepts reviewed.

The Joint Venture commenced discussions with the NNPC on the PSC stabilization as a result of the impact of the Deep Offshore and Inland Basin, Production Sharing Contract Act passed in late 2019 (DIBPSA 2019).

The PSC stabilization discussions continued into 2021 as a result of NNPC initially focusing on closing out negotiations with producing blocks. However, operational activities in 2021 were directed towards firming up the subsurface understanding cumulating in the decision to consider acquiring new seismic to improve overall imaging and identify deeper prospects within the block.

OML 131

OML131 (100% OER WI; operator OER) is located offshore in water depths ranging from 500m to 1,200m approximately 70km from the western Nigerian coast. OML 131 covers an area of 1,204km² and includes two undeveloped discoveries (Chota and Ebitemi) and a number of prospects including Chota East and Ebipre in South of the block and the Pulolulu in the North of the Block.

The Chota discovery is under Unitization discussions with OML 135, west of OML 131 with the Bolia discovery. The Bolia-Chota unit area has an executed Pre-Unit Agreement ("PUA") and Contractor Pre-Unit Agreement ("CPUA") with the provisional party share of 40% allotted to OML 131.

The Bolia Chota unit area has a combined 2C contingent resources volume of 241mmbbls of oil and 1 tcf of Gas. The Bolia Chota Unit is currently being assessed as an integrated co-development with the adjacent Nnwa-Doro Unit (Nnwa – OML 129 and Doro – OML 135). The development concept is focused on oil production from Bolia-Chota unit and Gas production from Nnwa- Doro unit to develop circa 310mmbbls of Oil/condensate and 3.6tcf of Gas.

The Bolia-Chota Unit partners are screening additional development concepts, including a stand-alone development, to determine the most efficient approach for bringing the unit resources on stream and delivering maximum value for all stakeholders.

OML 131 operational activity was also impacted by the COVID-19 pandemic in 2020; however, the focus remained on commercial discussions, specifically understanding the impact of the Petroleum Industry Act 2021, passed in August 2021. Discussions are ongoing with Nigerian Upstream Investment Management Services (NUIMS) regarding the gas terms for Associated Gas and Non-Associated Gas within the Bolia-Chota Unit, as well as finalizing forward development strategies for the Block.

Oando's agenda for the Non-Unit Area focuses on delineating the entire OML 131 license area, with an emphasis on validating the resource potential, particularly targeting low-hanging opportunities with lower exploration risk in the southwest of the Block near the Bolia-Chota Unit. There are several identified leads and prospects, including Chota East, Chota North, and Ebipre, contain sizeable unrisks resources that could be developed either as standalone projects or tied into the Bolia-Chota Unit or the Preowei Discovery in OML 130, an adjacent block south of the license area, which has proven reserves of 300 MMbbls and is believed to straddle into OML 131.

Oando is looking to kick start lease renewal conversations with NNPC and the regulators in 2023.

Capital Projects Expenditure

During the year, \$0.19 million was incurred on OML 131 to advance exploration of the respective properties with geological and technical studies.

BLOCKS 5 AND 12, EEZ OF Sao Tome & Principe (STP)

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

Block 5 contract area has an area of 2,134km² and the Block 12 contract area has an area of 5,272km² (712km² and 1760 km² were relinquished from the original acreage size of 2,844km² and 7,940km² respectively as part of the requirement to enter the Phase II of the Exploration period on each of the blocks).

EEL was awarded two (2) licenses within the Exclusive Economic Zone ("EEZ") in February 2010 based on seismic data acquisition agreements signed in 2001 and 2003. At the time EEL partnered with Petroleum Geo-Services (PGS) to acquire 2D seismic data over the EEZ.

The 2D seismic data over Block 5 were reprocessed in 2014 and interpreted to identify several prospects and leads. In 2015, EEL acquired and processed 1,400km² of 3D seismic data. Interpretation of the data acquired continued into Q1 2015.

Additional data was acquired in 2017 after Kosmos Energy São Tomé and Príncipe ("Kosmos") and Galp Energia STP Unipessoal Limited ('Galp') entry into the Blocks 5 and 12 joint ventures. The acquisition was part of a four (4) block acquisition campaign which covered 16,800km² within the Exclusive Economic Zone and covered acreage on four (4) blocks (Blocks 5,6,11 and 12). The seismic vendor CGG acquired 2,567km² and 4,117 km² in Blocks 5 and 12 respectively.

In 2018, PGS progressed and concluded the processing of the 3D seismic data products acquired in 2017. Interpretation of the 3D seismic products were integrated into the Regional Basin model to reassess the resource volumes and derisk the most attractive targets. The leads and prospects inventory for both blocks were compiled, with focus on identifying drillable prospects within Block 5 towards the Phase II decision gate on Block 5 in Q1 2019.

In January 2019, the Block 5 operator submitted the notice of surrender area and a recommendation to proceed into Phase II of the Block 5 exploration period to the joint venture partners as part of its obligation as operator to deliver on the requirements for the Block 5 End of Phase by May 2019. Galp opted out of Block 5 and submitted a withdrawal notice on April 1, 2019, which took effect from May 31, 2019.

The National Petroleum Agency of São Tomé and Príncipe (ANP-STP) opted out of taking its prorated share of the Galp's relinquished participating interest and retains its 15% carried interest. However, Equator and Kosmos taking up their pro rata share of Galp's interest translates to 26.2% and 58.8% participating interest for the parties respectively.

Throughout 2020, operational activities on Block 5 focused on improving the G&G understanding with a more detailed systematic mapping and evaluation of Block 5 prospects, identified from the regional mapping, definition, and characterization of the individual prospects on the merged PSDM 3D seismic data. The detailed analyses further defined the trapping configuration and provided a better understanding of the reservoir facies, and the associated relative risk of each prospect. The prospects were also evaluated in the context of the regional clastic fairways, as mapped over regional data sets, to understand the risk for reservoir presence and quality. A preliminary evaluation of the AVO characteristics of the prospects and prospect evaluation was ongoing at year-end.

Due to the pandemic, operational activities were impacted and as a result a formal request to modify to Block 5 Minimum Work Obligations was submitted to the Regulator on March 13, 2020. Discussions related to the Block 5 Minimum Work Obligation for Phase III continued the second quarter of the year and on July 1, 2020, the ANP-STP approved the amendments to the Minimum Work program. The 5th PSC Amendment on Block 5 was agreed and approved on August 13, 2020.

During 2021, work continued on integrating the prospects within Block 5 with the Rio Muni regional depositional systems, provenance, and tie-ins with the inboard wells. This integration aims to enhance the understanding of play elements (reservoir, source, and migration) and the relative risk of each prospect. Due to disrupted operations in São Tomé caused by the pandemic, a six-month extension request for the much-anticipated Jaca 1 well was submitted to the Regulator on September 30th and approved on December 30, 2021. The sixth amendment to the Production Sharing Contract, reflecting this extension, was executed by the joint venture partners.

Block 12 operational activities in 2019 focused mainly on high grading the Leads and Prospects within the block and delivering drillable prospects as per the deliverables under the Block 12 End of Phase I requirements. On November 29, 2019, Kosmos, as operator, issued a Vote by Notice (VBN) for the Entry into Phase II of the Exploration Period on Block 12. Kosmos voted against the resolution of the VBN while Galp, the ANP-STP and Equator voted for the resolution. Kosmos further gave a notice of exit from the Block effective as at Jan 31st, 2020.

Following Kosmos' notice of withdrawal from the Block, the Block 12 Joint Venture partners, Galp, Equator and ANP-STP held a workshop on 12th and 13th February 2021 to discuss the distribution of participating interest, the minimum work commitments, and the minimum financial commitments for Phase II under the Block 12 PSC. Subsequently, Galp was designated as the operator, and Kosmos' interest was distributed on a pro rata basis between Equator and Galp, resulting in participating interests of 46.3% and 41.2%, respectively, with ANP-STP retaining its 12.5% participating interest in Block 12.

Due to the COVID-19 outbreak and the macroeconomic downturn, the Jaca 1 Well in Block 6 (operated by Galp) was delayed, preventing the integration and incorporation of its results into the prospectivity of Block 12 and affecting the decision to proceed to the next phase. As a result, the Block 12 Joint Venture engaged with ANP-STP, in its capacity as Regulator, to request a twelve-month extension of Phase II of the Exploration Period. The essence of the extension is to

provide ample time for the understanding from the outcome of the Jaca well to be integrated with Block 12 data prior to the decision to enter the next phase of the Exploration Period. The Jaca Well spud date was moved from Q4 2020 to Q4 2021.

The formal request for granting a twelve-month extension to Phase II of the Exploration Period was submitted to ANP-STP on May 19, 2020. ANP-STP formally replied to Galp's request on July 1, 2020. In addition to the extension, the ANP-STP also granted the approval of the amendment to the PSC which includes the removal of the Exploration Well commitment for Phase II and the reduction of the minimum financial commitment to \$2.5m. The amendment was executed in December 2020.

Operational activities were limited significantly in 2020 by the COVID-19 pandemic. As a result, operational activities were wound down to a minimum and all face-to-face meetings, particularly the Joint Venture meetings, were done virtually.

Operational activities picked up in 2021. Geological work progressed with Galp, as operator, focusing on updating the petroleum system modelling with the additional geo-logical data and performing geophysical studies, that included seismic preconditioning and quantitative interpretation (AVO studies) that could de-risk the hydrocarbons presence in the mapped reservoirs and/or find new targets. These studies were fundamental to making an informed decision for the entrance or otherwise in the next exploration by end of December 2021.

In São Tomé, the much-awaited Jaca 1 well, the first deepwater well to be drilled in the EEZ of São Tomé, was spudded and concluded in Q3, 2022. The well was a technical success confirming the presence of an active petroleum system and further de-risking the region.

Both Block 5 and 12 joint ventures have progressed with seismic reprocessing projects with the aim of high grading the identified prospects and leads in Block 5 with updated regional data from Kosmos' Equatorial Guinea assets. On Block 12, Galp, the operator on Block 6 which drilled the Jaca 1 well, is updating its subsurface understanding across the blocks in which it holds a participating interest, including Block 12.

In 2022, The Company incurred capital expenditure of \$0.19 million at EEZ block 5 and 12 compared to an expenditure of \$0.13 million in 2021.

Social Projects and Training

As part of its social projects obligation to infrastructure improvements in São Tomé and Príncipe, Oando has, to date, donated nineteen (19) 30-seater buses for student transportation, three (3) state-of-the-art ambulances to augment medical facilities, and contributed its share to multi-location construction projects. These include two (2) projects to add new classrooms to existing schools in Neves and São Marçal, as well as two (2) projects to build new secondary schools in Monte Café and Santana.

The school in Monte Café was inaugurated in July 2020, while the schools in Neves and Santana were formally inaugurated in October 2020. All three schools are now being utilized by the Ministry of Education, completing the Phase I CSR obligation for

Business Review

Oando Energy Resources - Asset Profiles

Block 5. Furthermore, funds were allocated to social project training as part of the contingency plan for the COVID-19 pandemic in São Tomé, efforts to support São Tomé, scholarships covering tuition fees at Universidade Lusíada de São Tomé e Príncipe/Fundação Atena, and the training of Saotomean citizens.

The construction projects came to an official close with all outstanding close-out activities delivered in 2022.

The Block 5 and 12 joint ventures are considering providing additional support through social projects funding to deliver the much-needed books and computing equipment for the school libraries.

Post Period Activities

The OML 145 Co-Venture partners are looking to engage TGS-PetroData Offshore Services Limited (TGS) to acquire 3D seismic data over the OML 145 license area. TGS has been awarded a Petroleum Exploration License ("PEL") over an area in the Niger Delta which also covers OML 145. The partners have asked Chevron to negotiate on behalf of the Joint Venture within specified technical and commercial parameters. The Co-Venture partners are currently reviewing the acquisition proposal from TGS. TGS is expected to commence acquisition over the block acreage in Q4, 2023 and the product will be due in 2024.

On OML 131, we have continued with improving the prospectivity of the Block with specific focus on the Chota East and Ebipre prospects. A pre-concept study is being progressed to ascertain the viability of the block and firm up potential evacuation options.

The Petroleum Industry Act (PIA 2021) which was passed in August 2021 is still a major consideration for the industry in Nigeria. Work is being done to dimension the Act and internalize the impact of the provisions particularly as OML 131 is coming up for both PSC and Lease renewals. Discussions are ongoing with the NNPC to align the PSC and Lease renewal timelines to coincide in 2025.

Both Block 5 and 12 joint ventures are still progressing the seismic reprocessing projects. The Block 12 project commenced well ahead of Block 5 and we expect to start getting products on Block 12 from Q3/Q4 2023 whilst products from the Block 5 project is expected from 2024.

Capital Projects Expenditure:

During the year, \$0.19 million was incurred by EEL for exploratory, geographical and geological studies.



OML 90 (AKEPO)

Overview

Akepo Marginal Field License (40% OER WI and technical partner; Sogenal, operator, 60% WI) was carved from OML 90 and located in shallow waters (<20m) of the western Niger Delta. The License covers an area of 26 km² (6,425 acres). The License includes one undeveloped field (Akepo) and two prospects (A and B, collectively referred to as Akepo North).

OML 122

OML 122 (12.5% gas OER WI and 5.0% oil OER WI; Peak, an indigenous company, 87.5% gas WI and 95.0% oil WI) is located in the offshore Niger Delta, 40 km from the coastline of southern Nigeria, at a water depth of between 40 m to 300 m. The License covers an area of 1,599 km² (395,122 acres). The License includes three discoveries (Bilabri, Orobiri and Owanare). There has been no production from OML 122 to date.

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

Peak did not meet any of its obligations under the BSA. Equator therefore served a notice of arbitration on Peak in the London



Court of International Arbitration (LCIA). Peak responded by obtaining an order from the Federal High Court in Lagos restraining the continuation of the Arbitration Proceedings being held at LCIA. Equator nevertheless, continued with the proceedings, and on the 27 May 2008, the tribunal awarded the total sum of US\$ 123 million plus interest to Equator.

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

In 2014, Equator agreed to work with the Peak shareholders in developing an opportunity to again settle. In September 2014, Equator and the Peak shareholders signed an agreement that outlined the terms of the new settlement.

The Settlement agreement required Peak to acknowledge and pay Equator the sum of \$52.24m to settle agreed debts owed solely to Equator. Peak was also required to honour Equator's other rights under the BSA, namely a carried interest of 5% in the oil project and a paying interest of 12.5% in any gas development.

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

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



Through resilience and persistence, Oando navigates complex challenges, safeguarding its rights and investments to drive value creation and innovation in Africa's energy landscape.

We are Africa, We Are Oando



OPL 321 AND OPL 323

Overview

OPL 321 and OPL 323 (24.5% OER WI; operator KNOC) are located adjacent to OML 125, offshore from the Nigerian coast, at a water depth of 950 m to 2,000 m. The Licenses cover a combined area of 2,147 km² (530,535 acres). The Licenses have been the subject of a dispute between the operator, KNOC, and the Nigerian Government. The License includes five sizeable prospects (Gorilla, Lobster, Octopus and Whale (OPL 323) and Elephant (OPL 321).

On 3 March 2017, the Supreme Court reached a judgment on the litigation initiated by KNOC in March 2009 to challenge the government's decision to void the awards of the blocks made in 2006.

It affirmed the decision of the Court of Appeal, ruling that the action taken by the President in 2009 to void the award of the Blocks was within his executive powers. The remedy for KNOC was therefore a suit for breach of contract and damages and not a writ of certiorari. The Supreme Court did not rule on the merits of KNOC's case. KNOC could have chosen to return to the High Court with a contractual lawsuit, but it has become clear that they have decided to withdraw from the blocks, seeking a refund of their partial payment of the signature bonuses of US\$ 92.3 million.

The Department of Petroleum Resources (DPR) re-offered the blocks to the ONGC Consortium. Equator tried to reach agreement with the other remaining claimants in order to present the government with a joint solution. However, Owel, NJ

Exploration and Tulip continued to press government with their individual claims.

Faced with this, Equator has decided to concentrate on its claim to at least 30% of the blocks and is vigorously pursuing it.

In 2019, the Federal Ministry of Petroleum Resources issued a directive to the DPR on the award of OPLs 321 and 323 to Equator Exploration Limited, Owel Petroleum Services Limited, Tulip Energy Limited for OPL 321 and NJ Exploration Limited for OPL 323.

The Consortium confirmed its continued interest in the Blocks, acceptance to submit a Financial and Technical Partner with the requisite deep-water capability and experience to be the operator of the Blocks and its commitment for the DPR to conduct Due Diligence on the preferred Technical and Financial Partner.

Upon successful completion of the due diligence exercise on the technical and financial competence of the potential Operator, the consortium would engage with the Ministry of Petroleum Resources on the commercial terms of the award.

The Consortium is yet to conclude negotiations with the Ministry of Petroleum Resources on the fiscal and commercial terms of the award.

The Company has maintained that it is entitled to at least a 30% participating interest in the two blocks, despite the return of its share of the signature bonuses, totalling US\$ 161.7 million, in October 2009. At the time, the government acknowledged receipt of the Company's letter stating this position.

OPL 236

Oando Exploration and Production Limited (OEPL) was awarded this block in May 2007 and the PSC was signed with NNPC in February 2008. This conferred OEPL with a 95% working interest and operatorship of the block. RFO Ventures is the local content vehicle (LCV) with a 5% participatory interest. The block is located onshore Akwa Ibom State with a total acreage of 1,650 km². A Global Memorandum of Understanding (GMoU) was signed with the Ukana community in August 2008. The GMoU is centred around promoting peace and security in the region by engaging the local communities.

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

OPL 278

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

OPL 282

On August 8, 2006, OEPL acquired a 4% working interest in the PSC between NAOC, Alliance Oil Producing Nigeria Limited ("AOPN") and NNPC, in respect of OPL 282 (the "OPL 282 PSC"). NAOC holds a 90% working interest in the OPL 282 PSC, while AOPN, which represents the LCV in OPL 282, holds the remaining 10% working interest. The Group holds 40% of the shares in AOPN, while ARC Oil and Gas Nigeria Limited holds the remaining 60%. OPL 282 is operated by NAOC under a JOA made between NAOC and AOPN. OPL 282 is located in a transition zone (onshore to shallow marine) in Bayelsa State, on an area of 695 km². This block is currently in the exploration phase.

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



From fostering local partnerships to advancing explorations, we are committed to creating value while promoting peace and security in our host communities.

We are Africa, We Are Oando





Overview

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

2022 Operating and Financial Highlights

The year 2022 presented a complex but favorable environment for OTD. Following the initial recovery from the COVID-19 pandemic, the global oil and gas sector experienced a period of steady growth during the early part of the year. This was short-lived however due to development of the Russia-Ukraine crises which led to sharp short-term fluctuations in international oil prices followed by rapid price increases, a reflection of the supply chain disruptions and the general shift in global trade flows.

Despite these challenges, OTD was able to position itself strategically, capitalizing on market opportunities and strengthen its partnerships, achieving year-over-year growth in both its Crude Oil and Refined Petroleum Products divisions and strong performance across key metrics overall.

Key Performance Metrics:

- **Crude Oil Trading:** Traded volumes grew by 25% over the previous year, reflecting OTD's strengthened market position.
- **Refined Petroleum Products:** Expanded trading activities led to year-on-year growth of 101% in refined product volumes.
- **Turnover:** Turnover reached USD 4.3 billion, up from USD 1.94 billion in 2021, driven by increased trading activity and a generally high-priced environment.
- **Net Profit:** OTD recorded a net profit of USD 12.4 million, up from USD 2.5 million in 2021, demonstrating resilience in a volatile market.

These results highlight OTD's ability to adapt to the global economic landscape while capturing value across its operations.

Strategic Initiatives and Key Developments

In 2022, OTD executed several strategic initiatives aimed at sustaining growth, enhancing resilience, and capturing value across the supply chain:

1. Expansion of Refined Product Imports

OTD implemented a strategic framework to increase its market share in Nigeria's refined product imports. The goal was to achieve a 10% increase in market growth within the sector, enhancing OTD's ability to meet domestic demand.

2. Strengthening Partnerships with Oil Majors and Local Companies

Deepening relationships with both international oil majors and local entities in Nigeria, OTD worked to increase traded volumes and deliver value across the supply chain. This effort is expected to bring long-term benefits, supporting OTD's sustainable growth goals.

3. Joint Ventures and Strategic Partnerships in West Africa

OTD expanded its joint venture partnerships with both private and state-owned entities across West Africa. Leveraging its deep market expertise, these partnerships focused on feedstock supply and infrastructure investments, supporting OTD's integrated approach and unlocking value through greater supply chain involvement.

4. Crude Pre-Financing Structures

To optimize trading activities amid market volatility, OTD leveraged its regional expertise and finance relationships to implement crude pre-financing structures. These structures enabled OTD to boost crude oil volumes and capture additional value from the market.



2023 Outlook

OTD is optimistic about 2023, as the company continues to position itself to meet rising demand across its markets. Several strategic initiatives, launched in 2022, will enter advanced stages, including enhanced regional partnerships, increased import capabilities, and deeper market penetration.

Key focus areas for 2023 include:

- Increasing the scope of OTD's trading portfolio to support evolving market needs and capitalize on growth opportunities across Africa.
- Expanding partnerships and market reach in Nigeria to capture additional value from infrastructure and supply chain investments.
- Maintaining resilience by adapting to external challenges and leveraging OTD's experience to navigate market uncertainties.

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

Conclusion

Oando Trading DMCC's performance in 2022 demonstrates its commitment to resilient growth, strategic partnerships, and sustainable operations. Through its ongoing initiatives and market-driven approach, OTD is poised to enhance its contribution to Oando PLC and the African energy landscape in 2023 and beyond.



From expanding market share in Nigeria to forging transformative West African partnerships, Oando Trading DMCC is powering growth and unlocking value across the supply chain.

We are Africa, We Are Oando

Business Review - Oando Clean Energy (OCEL)



From solar to electric buses, Oando Clean Energy is driving Nigeria's green revolution, aligning innovation with the nation's climate goals.

We are Africa, We Are Oando

NIGERIA AND GREEN ENERGY

Nigeria's Nationally Determined Contributions (NDCs) represent the country's commitment to global climate action under the Paris Agreement. Initially submitted in 2015, Nigeria updated its NDC in 2021, reinforcing its unconditional target of reducing greenhouse gas emissions by 20% below business-as-usual levels by 2030. This ambitious goal is part of Nigeria's broader strategy to combat climate change while promoting sustainable development. The updated NDC emphasizes key sectors such as energy, agriculture, and waste management, outlining a comprehensive framework with over 150 action-oriented outputs and more than 300 key performance indicators (KPIs).

With support from international partners like the UNDP and the NDC Partnership, Nigeria's enhanced climate agenda aims to drive substantial emission reductions, increase access to renewable energy, and create green jobs, thereby positioning the country as a leader in Africa's low-carbon transition.

Oando, in line with its vision as an energy company, is well-positioned to support Nigeria's ambitious climate goals outlined in the updated NDCs. This commitment to sustainability led to the establishment of Oando Clean Energy (OCEL), which focuses on maximizing opportunities within the green energy sector.

PROJECT PROFILES

Green Energy Mix

Based on Nigeria's updated NDCs, OCEL identified a diverse range of renewable energy sources to create a green energy mix tailored to the country's unique needs and geographic conditions.

Recognizing that a single renewable energy solution cannot address all of Nigeria's energy demands, OCEL is focused on a combination of solar, wind, biogas, and geothermal energy sources. These solutions are selected for their feasibility across different regions of Nigeria, with solar and wind being ideal for arid and coastal areas, while biogas and geothermal hold promise for energy generation from waste and end-of-life oil wells respectively.

Sustainability Projects

OCEL also identified several sustainability projects aimed at significantly reducing emissions across key sectors. These include waste recycling projects such as PET bottle recycling, which reduces plastic waste and lowers the carbon footprint of plastic production, composting abattoir waste to produce organic fertilizers both of which mitigates methane emissions from landfills. With the transport sector being one of the largest contributors to GHG emissions in Nigeria, OCEL is aiming at decarbonization through the introduction of electric buses and taxis for mass transit, reducing emissions from traditional fossil fuel-powered vehicles. These projects align with Nigeria's emissions reduction targets under the NDC, helping drive the country's transition to a low-carbon economy.

FEASIBILITY STUDY

OCEL conducted a feasibility study to assess the SWOT (Strengths, Weaknesses, Opportunities, and Threats) of operating electric buses and taxis in Nigeria. The study aims to evaluate the pros and cons of introducing electric vehicles (EVs) into the local transportation sector, considering factors such as infrastructure requirements, cost-effectiveness, energy availability, and market readiness. The findings will guide OCEL's strategy for scaling EV adoption in Nigeria, ensuring the project's viability.

STRATEGIC OUTLOOK

OCEL's strategic outlook includes launching a proof of concept (PoC) with two electric buses to demonstrate the feasibility of EVs in Lagos' public transportation system. This pilot will allow OCEL to assess operational performance, infrastructure needs, and other metrics before scaling up. In parallel, OCEL is actively seeking strategic partners who share its commitment to localizing the energy transition. The goal is to collaborate with stakeholders that can provide the necessary capital, technology, and expertise, while ensuring that the economic benefits, job creation, and knowledge transfer remain within Nigeria. By fostering strong partnerships, OCEL aims to build a sustainable, self-reliant green energy ecosystem that supports long-term growth and reduces over-reliance on external inputs.

CONCLUSION

In conclusion, OCEL is strategically positioning itself to contribute to Nigeria's energy transition through innovative projects aligned with the country's NDC targets. By fostering partnerships and prioritizing knowledge transfer, OCEL aims to ensure that the economic and environmental benefits of these are retained within Nigeria, contributing to sustainable growth and climate resilience.

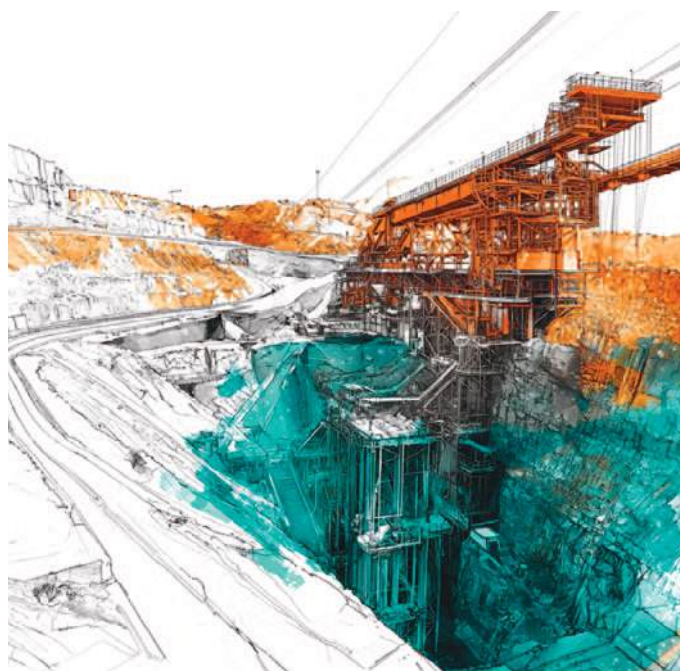
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With a vision for a sustainable, self-reliant energy future, Oando Clean Energy is transforming challenges into opportunities for Nigeria's low-carbon transition.

We are Africa, We Are Oando



Oando Mining and Infrastructure Development (Oando Mining)



From bitumen exploration to lithium development, Oando Mining is unlocking Nigeria's mineral wealth, driving energy transition, and building strong community partnerships.

We are Africa, We Are Oando

Overview

Oando Mining and Infrastructure Development (Oando Mining), a wholly-owned subsidiary of Oando PLC, was established to drive the acquisition and development of mineral resources in Nigeria. This strategic participation will keep Oando at the forefront of the energy transition and diversify its resource asset base outside of oil and gas.

In 2022, Oando Mining advanced its strategic initiatives in the bitumen and lithium sectors, focusing on securing essential licenses, conducting preliminary exploratory work, and fostering relationships with host communities. These efforts have laid a strong foundation for the evaluation and development activities scheduled for the coming years.

Operational Highlights

Oando Mining achieved key progress across multiple exploration fronts in 2022, securing four bitumen exploration and mining licenses covering areas in Okitipupa, Ondo State, as well as exploration leases for areas in Ogun and Lagos States.

Bitumen Exploration and Community Engagement

- **Ondo State:** Reconnaissance surveys included lithological mapping and environmental assessments spanning four local government areas: Okitipupa, Eseodo, Irele, and Odig. Community engagement was conducted across the targeted local governments, fostering positive relationships and securing consent from local leaders.
- **Ogun and Lagos States:** The project covered key local governments, including Ijebu and Odogbolu in Ogun and Epe in Lagos. Extensive geological mapping and target generation were completed, identifying promising areas for further exploration.

Pre-FEED Development and Geophysical Mapping

- **Community Consent and Initial Geological Mapping:** All necessary community consents were secured, allowing the commencement of geological and geophysical mapping. Initial estimates suggest recoverable bitumen volumes of 1.4 billion barrels, with further exploration drilling planned to confirm these findings.
- **Technical Feasibility Study for Export Facility:** A feasibility study was initiated to evaluate the development of a 1,000,000 MT/year bitumen production and export strategy, with the goal of establishing Nigeria as a key bitumen exporter in regional and global markets.

Strategic Outlook for 2023

With several milestones achieved in 2022, Oando Mining will focus on further validating its bitumen assets through advanced exploration and drilling operations in Ondo State. Environmental & Social Impact Assessments (ESIA) will be conducted, alongside early-stage drilling in Ogun State. The company also aims to expand its portfolio by acquiring and developing lithium licenses, employing targeted field mapping and exploration.

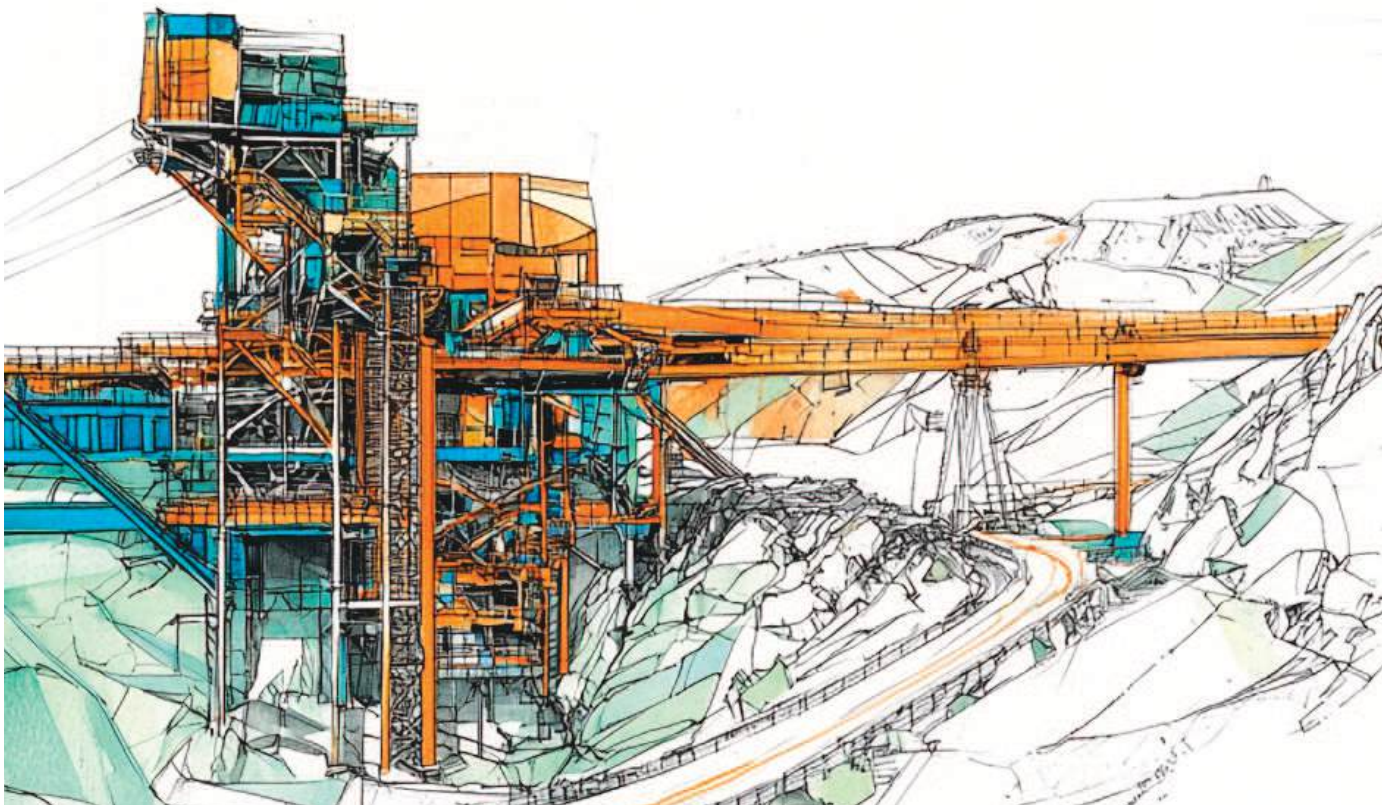
Conclusion

The achievements of 2022 reflect Oando Mining's foresight and dedication to unlocking Nigeria's mineral potential. With a pipeline of promising projects in bitumen and a positive outlook for lithium, the company is well-positioned for further growth and development. Moving into 2023, Oando Mining aims to leverage its foundational work to accelerate resource assessment and development.

“

With strategic investments and a vision for sustainable growth, Oando Mining is paving the way for Nigeria to emerge as a global resource leader. We are Africa, We Are Oando.

We are Africa, We Are Oando





Governance Report

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With accountability, fairness, and transparency at our core, we build a foundation for sustainable growth and shared value.

We are Africa, We Are Oando

Report on Corporate Governance

Corporate Governance Report

At Oando, we are dedicated to upholding the highest standards of corporate governance, ensuring inclusive growth, and fostering robust governance practices essential to our long-term success and sustainability.

Our Board of Directors provides strategic oversight and leadership with a focus on enhancing shareholder value while balancing the interests of our diverse stakeholders. Our governance framework is structured to promote accountability, fairness, and transparency throughout the Company.

This corporate governance report outlines Oando's key governance policies, details the roles and responsibilities of our Board and its committees, and highlights our approach to risk management and internal controls. We believe that strong corporate governance is fundamental to creating long-term value for our shareholders and contributing to the sustainable development of the Nigerian society.



Diverse expertise, visionary strategy, and unwavering accountability define our commitment to responsible corporate citizenship.

We are Africa, We Are Oando

PILLAR 1

Sustainable leadership - Board of Directors

At Oando, we believe in sustainable leadership that inspires and supports action towards a better world, driven by vision, courage, resilience, integrity, innovation and empathy.

Oando's Board of Directors provide entrepreneurial and strategic leadership, oversees the management of Oando's business operations and promotes an ethical culture and responsible corporate citizenship. The Board also exercises its powers and discharges its duties, in good faith and in the best interest of the Company, to ensure the interests of stakeholders are served, while sustaining the prosperity of the Company.

Oando's Board of Directors are drawn from different facets of society, and are successful individuals in their various professional fields, bringing a diverse wealth of competence, knowledge and experience to the Company, thereby dispelling group think. The Board met regularly during the year to discuss, review and deliberate on the business and strategic plans for the Group.

The Board of Directors of the Company is responsible for setting the strategic direction for the Company and overseeing its business affairs. The Board develops and implements sustainable policies, which reflect the Company's responsibility to all its stakeholders. The affairs of the Board are tailored to the requirements of relevant corporate governance principles and international best practice.

The Company is dedicated to the protection and promotion of shareholder interests. The Company recognises the importance of the adoption of superior management principles and its resulting valuable contribution to sustainable business prosperity and overall accountability to its shareholders.

The Company observes the highest standards of transparency, accountability and good corporate governance in its operations by complying with the requirements of Nigerian and international corporate governance regulations, particularly, the Companies and Allied Matters Act, Securities and Exchange Commission's Corporate Governance Guidelines and the Nigerian Code of Corporate Governance 2018.

Board of Directors as at 31st December 2022

HRM Oba Michael Adedotun Gbadebo, CFR

The Alake of Egbaland
Chairman, Non-Executive Director

Mr Jubril Adewale Tinubu, CON

Group Chief Executive

Mr Omamofe Boyo

Deputy Group Chief Executive

Mr Olufemi Adeyemo

Executive Director/Group Chief Financial Officer (resigned on the 18th of February 2022.)

Mr. Adeola Ogunsemi

Executive Director/ Group Chief Financial Officer
(appointed 18th February, 2022)

Dr. Ainojie Alex Irune

Group Executive Director/COO, OER

Mr. Tanimu Yakubu

Non-Executive Director

Mr. Ike Osakwe

Independent Non-Executive Director

Mr. Ademola Akinrele SAN

Non-Executive Director

Mrs. Fatima Nana Mede

Independent Non-Executive Director

Mrs. Ronke Sokefun

Independent Non-Executive Director

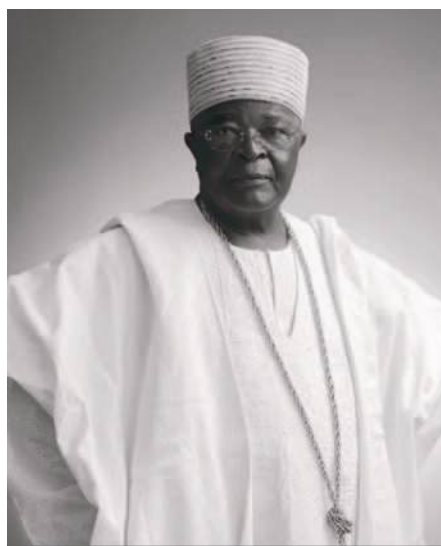
Ms. Ayotola Jagun

Chief Compliance Officer and Company Secretary

Oando PLC Board of Director

PILLAR 1 - continued

Non-Executive Chairman



HRM Oba Michael Adedotun Gbadebo, CFR

Chairman, Independent Non-Executive Director

(The Alake of Egbaland)

HRM Oba Michael Adedotun Gbadebo, CFR, is the Alake (King) of Egbaland, Ogun State, Nigeria and Chairman of the Board.

He was appointed as a Non-Executive Director of the Company on April 10, 2006. Prior to his coronation as the Alake of Egbaland in 2005, HRM Gbadebo had a successful career in the Nigerian Army culminating in his appointment as the Principal Staff Officer to the Chief of Staff, Supreme Headquarters from January 1984 to September 1985. He was also awarded military honours such as the Forces Service Star and the Defence Service Medal. He has served on the boards of several companies including Ocean and Oil Services Limited and currently serves on the boards of Global Haulage Resources Limited and Dolphin Travels Limited.

HRM Oba Gbadebo obtained a Bachelor of Arts degree from the University of Ibadan, Nigeria in 1969 and he graduated from the Staff College of the Nigerian Armed Forces in 1979.

Executive Directors



Mr Jubril Adewale Tinubu, CON

Executive Director

Mr. Jubril Adewale Tinubu is the Group Chief Executive of Oando PLC and an Executive Director on the Board.

He has been responsible for leading the successful transformation of Oando as a leading indigenous integrated energy solutions group. Widely recognised as a leading business executive and entrepreneur in Africa. Mr. Tinubu has at different times, received several accolades including, the award for Africa's Business Leader of the Year from African Business Magazine, Africa Investor and the Commonwealth Business Council for his contributions to the development of the African oil and gas industry.

Mr Tinubu obtained a Bachelor of Laws degree from the University of Liverpool, United Kingdom in 1988 and a Master of Laws degree from the London School of Economics and Political Science, United Kingdom in 1989 where he specialised in International Finance and Shipping. He is a member of the Institute of Directors, Nigeria and the Nigerian Bar Association and he serves on the boards of various blue-chip companies as Chairman and Director.



Mr Omamofe Boyo

Executive Director

Mr. Omamofe Boyo is the Deputy Group Chief Executive of Oando PLC and an Executive Director on the Board.

Prior to his appointment as Deputy Group Chief Executive in 2006, Mr Boyo held a number of senior positions at Oando PLC including Executive Director, Marketing from 2000 to 2002 and Deputy Managing Director/Chief Operating Officer from 2002 to 2006. He was also the Chief Executive Officer of Oando Supply and Trading where he spearheaded initiatives for the representation of the industry's position on the proposed changes to the trade union laws. He started his career with the leading law firm of Chief Rotimi Williams' Chambers specialising in shipping and oil services and has worked on several joint venture transactions between the Nigerian National Petroleum Corporation and major international oil companies.

Mr. Boyo obtained a Bachelor of Laws degree from Kings College, London, United Kingdom in 1989. He is a member of the Institute of Directors of Nigeria and a member of the Nigerian Bar Association. He currently serves on the boards of several companies.

Oando PLC Board of Director

PILLAR 1 - continued

Executive Directors



Mr Adeola Ogunsemi

Executive Director
(appointed 18th February 2022)

Mr Adeola Ogunsemi is the current Chief Financial Officer of Oando PLC and an Executive Director on the Board.

Mr Ogunsemi joined Oando in March 2009 as the Financial Controller of Oando Exploration & Production Limited and on January 01, 2012, was promoted as the Chief Financial Officer of Oando Energy Resources. He was appointed as an Executive Director and Group Chief Financial Officer on February 18, 2022.

Prior to this, Mr. Ogunsemi worked in BP America for 5 years where he rose to become Assistant Controller. He has extensive experience in fundraising, mergers, acquisitions and divestments, joint venture management, financial reporting, process improvement, internal control evaluation and design, as well as financial management. Prior to joining BP America, he worked for Northern Illinois Gas in Chicago, USA, for four years, where he rose to become Head, Disbursement. In addition, he was previously employed by the Chicagoland Chamber of Commerce and Midas International in Illinois, USA occupying accounting and treasury roles.

Mr Ogunsemi obtained a Master of Business Administration (MBA) in Finance and Strategic Management from the University of Chicago Booth School of Business in 2003 and a Bachelor of Science in Accounting and Finance from DePaul University in Chicago in 2000. He has been a member of the American Institute of Certified Public Accountants for 22 years and has been an Associate Chartered Accountant in Nigeria for over 15 years.



Dr. Ainojie Alex Irune

Executive Director

Dr. Ainojie 'Alex' Irune has over 15 years' experience garnered in both the oil and gas and automotive industries. He joined Oando PLC in 2011 and is currently an Executive Director on the Board as well as the Chief Operating Officer, Oando Energy Resources (OER); Africa's leading exploration and production company and the Upstream subsidiary of Oando PLC. Prior to his current role, Dr. Irune occupied senior management positions across the Oando Group where he led a range of transformational change programs; notable amongst these, spearheading strategic initiatives aimed at restructuring the business and reducing the Group's debt obligations, including partial business divestments to Vitol and Helios Investment Partners that generated inflows of over US\$330 million as well as implementation of the global communications strategy for Oando's \$1.5bn acquisition of ConocoPhillips Nigeria upstream assets.

Dr. Irune began his career as a research consultant in the United Kingdom, driving innovation and studies focused on human computer interaction with automobile companies such as Jaguar Land Rover, Nissan and Honda.

He earned a Bachelor of Science degree and a PHD in computer science from the University of Nottingham. He is also a member of the Institute of Directors and an advocate for a more just and equitable society with strong focus on youth development and empowerment.

Non-Executive Directors



Mr. Tanimu Yakubu

Non-Executive Director

Tanimu Yakubu has held key positions in both the private and public sectors in Nigeria, the most notable being as Chief Economic Adviser to the President, Commander in Chief of the Federal Republic of Nigeria, during which he also served as a member of the National Economic Management team from 2007 – 2010. He was also appointed as the Deputy Chief of Staff to the then President, Umaru Yar-Adua in 2007. His other notable public service appointment was as the Honourable Commissioner, Ministry of Finance, Budget and Economic Planning, Katsina State from 1999 to 2002. He was Managing Director/Chief Executive Officer of the Federal Mortgage Bank from 2003 - 2007. He currently serves on the boards of The Infrastructure Bank Plc and APT Pension Funds Managers Limited.

Tanimu Yakubu holds a first degree in Economics and an MBA in Finance from Wagner College Staten Island, New York, USA. He also obtained certificates in Commercial Loans to Business and Commercial Lending and Bank Management, from Omega, USA; Marketing Research from the University of Ibadan; and Housing and Infrastructure Finance from the World Bank, Fannie Mae & Wharton School of the University of Pennsylvania, USA.

PILLAR 1 - continued

**Mr. Ike Osakwe****Independent Non-Executive Director**

Ike Osakwe is a Chartered Accountant and practicing Management Consultant. He holds bachelor's and master's degrees in chemistry from the University of Oxford and is an associate member of the Institutes of Chartered Accountants both for Nigeria, and for England and Wales. Initially trained for four years at KPMG Audit in London, he returned to Nigeria in 1980 and established at a firm which specialises in financial management advisory for commerce, industry, governments and NGOs. In 2018, he retired and sold this firm to an American Corporation, on whose US Board he now sits.

Mr. Osakwe has over 40 years' experience in financial, strategic and corporate planning, as well as organisational and financial management systems development, both in Nigeria and internationally. He has brought his vast experience in the dynamics of most major industrial sectors to bear in his work on corporate governance.

He has held several board appointments and currently serves on the boards of Notore Chemical Industries Plc., Proton Energy Ltd., and DAI Global LLC (a US-based global development aid corporation). He is a Member of the Governing Board of the Federal Inland Revenue Service (FIRS). In this non-executive (part-time) role, he chairs the FIRS Board committee for Revenue and Finance.

He previously served on the boards of Leadway Pensure PFA, Red Star Express Nigeria Ltd (the Nigerian FedEx operator); and chaired the boards of Thomas Wyatt Nig. Plc. and UBA Trustees Ltd.

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

Mr. Ademola Akinrele is the Managing Partner, F. O. Akinrele & Co., Mr. Akinrele is a commercial advocate who traverses all aspects of Commercial Law and represents a variety of national and multinational entities before Nigerian Courts and international arbitral tribunals. He was described in the Chamber Global directory for international lawyers as a "cerebral and focused" Senior Advocate of Nigeria (SAN) with vast experience in litigation. A "forceful and persuasive" advocate, who has built up a reputation in aviation and maritime-related matters.

Mr. Akinrele is a graduate of University College, London, LL.B (Hons.) 1982; University of Cambridge, LL.M. 1984. Admitted to the Nigerian Bar in 1983. He was an Associate Counsel in Chief Rotimi Williams Chambers 1984 – 1987. Co-Editor, Nigerian Legal Practitioners Review; Former Country Correspondent, Euromoney International Financial Practice Law Files 1990; Recipient of Award of Fifteen Legal Practitioners of Distinction in Nigeria by body of Nigerian Universities and Law School Students 1990. Former Secretary Oxford and Cambridge club of Nigeria and was Commodore of Lagos Motor Boat Club. He was elevated to the rank of Senior Advocate of Nigeria in 1999, making history as the youngest SAN at that time. Mr. Ademola Akinrele is a Fellow of the Chartered Institute of Arbitrators.

**Mrs. Ronke Sokefun****Independent Non-Executive Director**

Mrs. Sokefun graduated with LLB (Hons.) at 1987 and was called to the Nigerian Bar (also with honours) in November 1988.

Between 1990 and 1993 she worked in Ighodalo & Associates – a Company Secretarial firm – while there, she qualified as a member of the Institute of Chartered Secretaries & Administrators. In 1993, she joined the prestigious firm of Aluko & Oyeboode as an Associate and was made a partner in 2001. Her practice focus was Business Advisory Services and she worked with several blue-chip companies in this regard.

In 2002, she moved to the Oando Group, where within a few years she rose to the position of Chief Legal Officer. During this period, she also sat on the Board of the telecom's giant – Celtel/Zain (now Airtel) as an alternate Director. She served in this position until 2011 when she was called to public service in Ogun State and proceeded to serve as a 2-term Commissioner – holding diverse portfolios – under Senator Ibikunle Amosun's 2-term administration as Ogun State Governor. In January 2019, Mrs. Sokefun was appointed Chairman of the Board of Directors of the Nigeria Deposit Insurance Corporation ('NDIC') by President Muhammadu Buhari, GCFR; She served meritoriously in this capacity until the 9th of December 2022 when her term expired.

Mrs. Sokefun is a fellow of the Institute of Directors, a member of the Institute of Chartered Secretaries & Administrators, the Nigerian Bar Association, the International Bar Association, and the Association of International Petroleum Negotiators.

PILLAR 1 - continued

Non-Executive Directors



Mrs. Nana Fatima Mede, OON

Independent Non-Executive Director

Mrs. Nana Fatima Mede is an Accountant by profession with a BSc degree in accounting as well as an MBA, both from the Alabama A&M University. She also possesses a certificate in public financial management from the prestigious John F Kennedy School of Government, Harvard University. She joined the Nigerian Television Authority (NTA) Abuja in 1982, where she rose through the ranks to become a Principal Accountant before transferring her service to Benue State Government in 1991.

From 1991 to 2007, Mrs. Mede deployed her expertise working for the Benue State Government at various levels. During her time there, she worked as a Director of Finance & Supplies in the Ministry of Works, Housing and Transport before being made the Director of Project Operations in Benue State Treasury in 1998. In 2001, she became the Permanent Secretary Treasury/Accountant General, where she was in charge of managing the state's finances, amongst other key responsibilities.

Mrs. Mede moved to the Office of the Accountant General of the Federation in 2007, serving as a Director of Finance and the pioneer Director/National Coordinator of the Integrated Personnel Payroll Information System (IPPIIS). In 2014, she was sworn in as a Federal Permanent Secretary in the Ministry of Environment. Afterwards, Mrs. Mede was transferred as a Permanent Secretary to the Ministry of Budget & National Planning before gracefully retiring after attaining the mandatory 35 years of service in 2017. In December 2021, Mrs. Mede was appointed a member of the National Judicial Council.



With integrity, innovation, and empathy at the core, our Board drives ethical leadership and sustainable progress for all stakeholders.

We are Africa, We Are Oando

Board Composition and Independence

The Board is made up of a group of individuals from diverse academic and professional backgrounds. The Board's size is in line with the prescriptions of Article 78 of the Company's Articles of Association, which stipulate that the number of directors should not be less than 10 or more than 15.

As at December 31, 2022, the Board was made up of 10 members comprising of 6 non-executive directors (including 3 independent non-executive directors) and 4 executive directors.

The positions of the Chairman and Group Chief Executive are vested in different individuals in accordance with corporate governance best practice.

The Board and its Committees receive support from the Company Secretary and Chief Compliance Officer who, as an officer of the company, provides guidance on their duties and responsibilities.

Re-election of Directors

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

In accordance with Sections 285 (1) and (2) of CAMA and Articles 91-93 of the Company's Articles of Association, the following Directors, who are longest in office since their last election are retiring by rotation and present themselves for re-election at this AGM:

- Mr. Ike Osakwe
- Mr. Demola Akinrele
- Mr. Adeola Ogunsemi

Board Appointment Process

To ensure the highest standards of corporate governance, the Company has in place a Board Appointment Process to guide the appointment of its directors (executive and non-executive). The policy is in line with corporate laws, rules, regulations, Codes of Corporate Governance, international best practice and the Company's Articles of Association.

The Governance and Nominations Committee has the overall responsibility for the appointment process subject to approval by the Board and ultimately by shareholders at annual general meetings. The fundamental principles of the process include: evaluation of the current balance of skills, knowledge and experience on the Board and identification of any gaps that are required to be filled, commercial and leadership requirements of the Company and ability of the candidate to fulfil his/her duties and obligations as a Director.

Induction, Training and Access to Advisers

The Company has a mandatory induction programme for new directors covering aspects of the Company's business, regulatory and legislative requirements and other information that will assist them in discharging their duties effectively. The Company believes in and provides continuous training and professional education to its Directors. The Board of Directors and Board Committees can retain external counsel to advise on matters, as they deem necessary. Further, through a regular formal reporting process and timely sharing of updates on the

S/N	Training	Organiser/ Date of Training	Attendees
1	Effective Board Leadership and performance in a Disruptive VUCA Environment: Aligning People, Processes, and Innovations	FITC –Financial Institution Training Centre 30th - 31st March, 2022	Dr. Alex Irune
2	Building a High Performing Board: Imperatives for Innovation, Growth and Sustainability	FITC –Financial Institution Training Centre 27th - 28th April, 2022	Mr. Ike Osakwe
3	Corporate Performance & Sustainability: The Role of the Board	Society for Corporate Governance Nigeria (SCGN) 20th April, 2022	Mr. Tanimu Yakubu Mrs. Fatima Nana Mede
4	Audit Seminar Committee Improving the performance of the Audit Committee	DCSL Corporate Services Limited (DCSL) 15th-16th June, 2022	Mr. Segun Oguntoye (Shareholder Rep on Audit Committee) Dr. Joseph Asaolu (Shareholder Rep on Audit Committee) Dr. Anthony Omojola (Shareholder Rep on Audit Committee)
5	The Chairman's Role in Creating a High Performing Board	Society for Corporate Governance Nigeria (SCGN) 7th July, 2022	HRM Oba Gbadebo Mr. Boyo Omamofe Mr. Tanimu Yakubu Dr. Alex Irune Mrs. Ronke Sokefun
6	ESG Designation Program for Board of Directors	Competent Board	Mrs. Ronke Sokefun Mr. Tanimu Yakubu Mrs. Fatima Mede Ms. Ayotola Jagun
7	The New CAMA 2020, The Changes, benefits and the applications	Banwo & Ighodalo	All Directors
8	Masterclass for Independent Directors	Chartered Institute of Directors	Fatima Mede
9	Advanced Company Direction Programme	Chartered Institute of Directors	Dr. Alex Irune

Report on Corporate Governance

Company, it ensures that our Directors stay updated about any significant changes on a continual basis. The Company believes in and provides continuous training and professional education to its directors. During the year under review, members of the Board attended the training detailed in the table below:

Board Authority

A range of decisions is specifically reserved for the Board to ensure it retains proper direction and control of the Oando Group. These are listed in the Schedule of Matters Reserved for the Board. The Board is authorised to delegate some of these functions to Executive Directors who are responsible for the day-to-day management of the business or to Committees of the Board. The Delegation of Authority Policy sets the financial limits on the decisions that can be taken by Management, Executive Directors and the various Committees of the Board.

The day-to-day operational management of the Group's activities and operations is delegated to the Group Chief Executive (GCE), who has direct responsibility. He is supported by the Deputy Group Chief Executive (DGCE) and the Group Leadership Council which comprises, in addition to the GCE and DGCE, the Chief Executive Officers and Chief Operating Officers of operating subsidiaries, the Chief Financial Officer, Chief Human Resources Officer, Chief Compliance Officer and Company Secretary, and Chief Legal Officer.

Board Duties and Responsibilities

The Directors act in good faith, with due care and in the best interest of the Company and all its stakeholders. Each Director is expected to attend and actively participate in Board meetings.

Subject to the provisions of the Nigerian Code of Corporate Governance, the Company does not prohibit its Directors from serving on other boards. However, Directors must ensure that other commitments do not interfere with the discharge of their duties and shall not divulge or use confidential or inside information about the Company inappropriately or for personal gain.

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

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

Protection of shareholder rights

The Board ensures that the statutory and general rights of shareholders are protected at all times and that all shareholders are treated equally. In this regard, shareholders are given equal access to information and no shareholder is given preferential treatment.

Remuneration

The remuneration of Non-Executive Directors is competitive. The Board, through its Governance and Nominations Committee, periodically reviews the remuneration package for Directors, which is structured in a manner that does not compromise a director's independence.

The Company does not provide personal loans or credit to its Non-Executive Directors and publicly discloses the remuneration of each Director on an annual basis. In addition, the Company does not provide stock options to its Non-Executive Directors unless approved by shareholders at a general meeting.

Working Procedures

The Board meets at least once every quarter to discuss and decide on business policy and strategy in addition to statutory and other matters. Additional meetings are scheduled whenever matters arise that require the attention of the Board or its Committee. The Board and Committee meetings are pre-scheduled, and an annual calendar of the meetings is circulated to the Directors well in advance to facilitate planning of their schedule and to ensure meaningful participation in the meetings.

Prior to meetings, the Governance Office circulates the agenda for the meeting along with all documents the Directors would be required to deliberate upon. This enables the Directors to contribute effectively at Board meetings. In certain business exigencies, resolutions are passed through circularisation or additional meetings are conducted.

The Board, through the Chief Compliance Officer and Company Secretary, keeps detailed minutes of its meetings that adequately reflect Board discussions.

Board Committees

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

The Board reserves the right to deliberate upon and decide on any matter, which it may have previously delegated to any board committee, instead of referring the matter to the Committee.

Committee members are expected to attend each Committee meeting, unless exceptional circumstances prevent them from doing so. All the Committees have terms of reference which guide members in the execution of their duties.

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

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

Audit Committee (Statutory Committee with shareholder members)

The Audit Committee was established in compliance with Section 404 (3) of CAMA, which requires every public company to have an audit committee made up of 3 shareholder members and two (2) non-executive directors.

As of 31st December, 2022, the Audit Committee was made up of five members, two Non-Executive Directors and three shareholders' representatives of the Company.

The Audit Committee members meet at least four times a year, and the meetings are attended by appropriate executives of the Company, including the Group Chief Financial Officer and the Head of Internal Control and Audit, in the financial year ended December 31, 2022, the Audit Committee held 8 meetings.

The Audit Committee's duties include keeping under review the scope and results of the external audit, as well as the independence and objectivity of the auditors. The Committee exercises oversight in relation to financial reporting, the effectiveness of the system of risk management, and robustness of internal financial controls and risk management framework, compliance with laws and regulations, processes for the safeguarding of Company assets and the adequacy of the internal audit unit plans and audit reports.

The members of the Audit Committee as at 31st December, 2022 were:

- Mr. Ike Osakwe – (Chairman) Independent Non-Executive Director
- Mr. Tanimu Yakubu – Non-Executive Director
- Dr. Joseph Asaolu - Shareholder Member
- Mr. Segun David Oguntoye – Shareholder Member
- Dr. Anthony Omojola – Shareholder Member

Curriculum Vitae of shareholder members of the Audit Committee

Dr. Joseph Asaolu – Shareholder Member

Dr. Joseph Asaolu is a chartered accountant with close to 40 years working experience. He retired in March 2013 as the Managing Partner of Balogun Badejo & Co. (now BBC Professionals), a reputable firm of Chartered Accountants after working from 1973 to 2013. He is currently the Managing Partner of JOA Professional Services (Chartered Accountants).

He is a Fellow of the Institute of Chartered Accountants of Nigeria (FCA), Fellow of the Chartered Institute of Taxation of Nigeria (FCTI) and Associate Member of the Nigerian Institute of Management (NIM).

Mr. Olusegun David Oguntoye – Shareholder Member

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

He started his accounting career in 1990 as a Senior Auditor in a leading tax consulting firm and has worked in various capacities within the accounting and audit fields in the past twenty years. He has undergone numerous IFRS training for

audit committee members of listed companies thereby gathering a wealth of experience in the accounting profession.

Currently, he is the Managing Director/ Chief Executive Officer of Wale Ayo Nigeria Limited.

Prince (Dr.) Anthony Omojola – Shareholder Member

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

He was the Manager, Corporate Finance of Midland Investments and Securities Ltd from 1997 till 2002. He was also the Managing Director of Credible Associates Ltd, which specializes in recruitment and training of operators of the Nigerian Capital Markets.

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

For the curriculum vitae of the Board of Directors, including the Non-Executive Director members of the Audit Committee please see pages 47 to 50.

Governance and Nominations Committee

The Governance and Nominations Committee is responsible for ensuring compliance and periodic review of the Company's corporate governance policies and practices, the review and monitoring of policies concerning shareholder rights, conflict resolution, ethics, disclosure and transparency, evaluation and review of the Company's internal documents (organisation and process), the review and setting of the by-laws of all Board Committees, and ensuring that the Company's policies, including the remuneration policy, support the successful identification, recruitment, development and retention of directors, senior executives and managers.

The members of the Governance and Nominations Committee as at 31st December 2022 were:

- Mr. Ademola Akinrele (Chair) – Non-Executive director
- Mrs. Ronke Sokefun– Independent Non-Executive director
- Mrs. Nana Fatima Mede— Independent Non-Executive director

Risk, Environmental, Social and Governance Committee

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

Report on Corporate Governance

The members of the Risk, Environmental, Social and Governance Committee as at 31st December 2022 were:

- Mrs. Ronke Sokefun, (Chair) – Independent Non-Executive Director
- Mr Ademola Akinrele – Non-Executive director
- Dr. Alex Irune – Executive Director
- Mrs. Nana Fatima Mede– Independent Non-Executive Director

Board Audit Strategic Planning and Finance Committee

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

The members of the Board Audit, Strategic Planning and Finance Committee as at 31st December, 2021 were:

- Mr. Tanimu Yakubu (Chair) – Non-Executive Director
- Ike Osakwe – Independent Non-Executive Director
- Mr. Olufemi Adeyemo – Executive Director

Dates of Board/Committee meetings held for year 2022

Board Meetings

February 18, 2022
March 28, 2022
April 29, 2022
June 17, 2022
June 29, 2022
August 10, 2022
November 24, 2022
December 21, 2022

Statutory Audit Committee Meetings

January 25, 2022
January 31, 2022
April 25, 2022
April 28, 2022
June 17, 2022
August 9, 2022
October 11, 2022
November 3, 2022

Governance and Nominations Committee Meetings

January 26, 2022
April 27, 2022
December 16, 2022

Risk, Environmental, Social and Governance Committee Meetings

February 22, 2022
June 28, 2022
November 23, 2022

Board Audit, Strategic Planning and Finance Committee Meetings

January 25, 2022
April 28th, 2022
June 17, 2022
December 21, 2022



With precision and purpose, our Committee ensures operational priorities align with sustainable success.

We are Africa, We Are Oando

Committee Membership during the year ended December 31, 2022

Board and Board Committee members 2022

Audit Committee	Governance & Nominations Committee	Strategic Planning & Finance Committee	RESG Committee	Board
Ike Osakwe (Chair)	Ademola Akinrele (Chair)	Tanimu Yakubu (Chair)	Ronke Sokefun(chair)	Executive Directors • Jubril Adewale Tinubu • Omamofe Boyo • Adeola Ogunsemi • Dr. Alex Iruene • Olufemi Adeyemo (resigned February 18, 2022)
Tanimu Yakubu	Ronke Sokefun	Ike Osakwe	Ademola Akinrele	Non-Executive Directors • Oba Micheal Adedotun Gbadebo • Ike Osakwe • Ademola Akinrele • Tanimu Yakubu • Nana Fatima Mede • Ronke Sokefun
Joseph Asaolu *	Nana Fatima Mede	Fatima Nana Mede	Fatima Nana Mede	
Segun Oguntoye *		Olufemi Adeyemo (resigned February 18, 2022)	Dr. Ainojie Alex Iruene	
Dr. Anthony Omojola*				

*Shareholder members

Attendance at meetings during the year ended 31 December 2022

Names of Board Members	No. of Board Meetings Held in the Reporting Year	No. of Board Meetings Attended in the Reporting Year	Membership of Board Committees	Designation (Member or Chairman)	Number of Committee Meetings Held in the Reporting Year	Number of Committee Meetings Attended in the Reporting Year
1. HRM Oba M.A Gbadebo, CFR The Alake of Egbaland	8	8	None of any committee	N/A Not a member of any committee	N/A Not a member	None
2. Jubril Adewale Tinubu	8	8	None Not a member of any committee	N/A Not a member of any committee	N/A	None
3. Omamofe Boyo	8	8 Not a member of any committee	None	N/A Not a member of any committee	N/A	1 He attended 1 Risk, EHSSQ Committee meeting in compliance with the SEC Corporate Governance Guidelines
4. Adeola Ogunsemi	8	8	N/A	N/A	N/A	1 He attended 1 Risk, EHSSQ Committee meeting in compliance with the SEC Corporate Governance Guidelines
5. Ainojie Iruene	8	8	Risk, EHSSQ Committee	Member	8	8
6. Tanimu Yakubu	8	8	Statutory Audit Committee Governance & Nomination Committee Board Audit, Strategic Planning & Finance & Committee	Member Member Chairman	8 3 4	8 3 4
7. Ademola Akinrele, SAN	8	8	Governance & Nomination Committee Risk, EHSSQ Committee	Chairman Member	3 3	3 3
8. Ike Osakwe	8	8	Statutory Audit Committee Board Audit, Strategic Planning & Finance Committee	Chairman Member	8 4	8 4
9. Mrs. Fatima Nana Mede	8	8	Board Audit, Strategic Planning & Finance Committee Governance & Nominations Committee	Member Member	4 3	3 2
10. Mrs. Ronke Sokefun	8	8	Risk, ESG Committee Governance & Nominations Committee	Chairman Member	3 3	2 2

PILLAR 2

Sustainability

Oando recognises the importance of meeting the needs of the present, without compromising the ability of future generations to meet their own needs. It seeks to align its strategy, decision-making and operations with the United Nations' 2030 Agenda for Sustainable Development and the UN Global Compact Ten Principles.

As a responsible corporate citizen, the Company acknowledges the interconnectedness of the systems and pressures affecting the economy and society and embraces nexus thinking to solve problems that will assist in creating innovative sustainable solutions that address system-wide issues. In this way, Oando consistently seeks to enhance its current Environmental, Social and Governance ("ESG") proposition and performance, mitigate ESG risks and capitalize on ESG value creation opportunities, to maximise value for its key stakeholders. As an impact driven organization, concern for ESG including the Environment, Health and Safety, Community, Diversity and Good Governance, remain a vital priority for the Company.

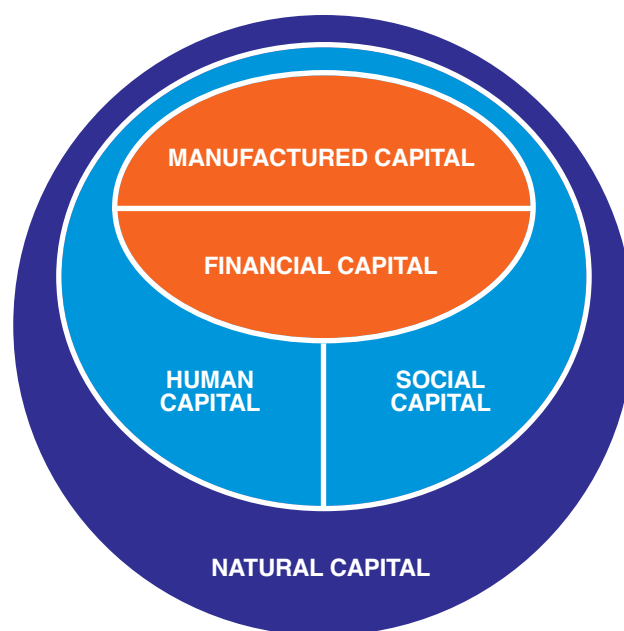


The Company depends on the five forms of capital to run a sustainable establishment.

- (a) **Natural Capital** – Natural assets.
- (b) **Human Capital** – surpassing the physical presence of employees but their health, well-being, knowledge, skills and abilities, motivation to work, relational skills and intellectual capacity.
- (c) **Social Capital** – leveraging the value that members of society can add to the Company.

The Company has established a community of people and partners who are willing to abide by and champion values and practices to help the Company achieve its sustainability goals.

- (d) **Manufactured Capital** – Infrastructure and tangible goods that the Company owns or leases to produce its outputs.
- (e) **Financial Capital** i.e., financial resource



In its Sustainability Policy, the Company has articulated and affirmed its philosophy on its commitment to sustainability to ensure that Oando continues to adopt and implement responsible policies, practices and strategies, incorporating sustainability performance alongside other key performance indicators of the Company.

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

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

PILLAR 3

Values, Ethics and Anti-corruption - Corporate Governance Structure and Statement of Compliance

Oando PLC's Governance Office is responsible for setting up, implementing and monitoring the general corporate governance structures of the Company and its subsidiaries. The Governance Office also measures the Company's level of compliance and periodically reviews the Company's policies to ensure they continually align with best global corporate governance practice.

The Company is committed to the global fight against corruption and actively participates in this fight through its membership and active participation in the following local and international organisations.

1. Partnering Against Corruption Initiative (PACI) of the World Economic Forum

Oando joined PACI, an initiative of the World Economic Forum, in 2008 and continues to be an active member. This forum offers a risk mitigation platform to help companies design and implement effective policies and systems to prevent, detect and address corruption issues.

The PACI Principles for Countering Corruption as revised in 2013 and launched at the 2014 World Economic Forums' Annual Meeting in Davos, aims to expand the focus beyond bribery and is intended to be a guiding framework for businesses ready to assume a leading role in combating corruption in all its forms. The core aspirational principles reinforce the drive for transparency, integrity and ethical conduct among businesses.

2. United Nations Global Compact (UNGC)

The UNGC is a strategic policy initiative for businesses committed to aligning their operations and strategies with ten universally accepted principles covering the areas of human rights, labour, environment and anti-corruption, and reporting publicly on progress made in implementing these principles in their business operations. Oando became a signatory to the UNGC in July 2009 and has been an active participant in the Local Network of the Global Compact in Nigeria. Oando PLC is also a pioneer member of the Global Compact LEAD platform. The Company continues to be an active participant in several UNGC initiatives at the global and country level.

3. Convention on Business Integrity (CBI)

Oando is a member of the Core Group of signatories to the CBI and became its 21st member on November 16, 2009. CBI is a declaration for the maintenance of ethical conduct, competence, transparency, and accountability by private sector operators. It was established to empower business transactions within Nigeria by combatting corruption and corrupt practices.

Corporate Code of Business Conduct and Ethics

Oando, together with its subsidiaries, maintains a Corporate Code of Business Conduct and Ethics (the "Code"), which is a central ethical and policy document applicable to all Directors, Managers, Employees and those who work for or on behalf of Oando (e.g. contractors, consultants etc.), setting out the minimum standards of ethical behaviour expected of all such persons in the conduct of the Company's business.

Oando's Internal Policies and Processes Governing Ethics and Compliance

In order to provide guidance on Corporate Governance issues, the Company has implemented several internal policies and practices, which are reviewed periodically and revised as appropriate to ensure continued currency and relevance. The Governance Office supports the business units and entities in implementing various policies and monitoring compliance. The following policies and practices have been developed, approved, and implemented. This list is not exhaustive:

- Group Corporate Governance Framework
- Anti-Corruption Policy
- Blacklisting Policy
- Board Appointment Process
- Corporate Code of Business Conduct and Ethics
- Delegation of Authority
- Dividend Policy
- Environmental, Health, Safety and Security Policy
- Gift and Benefits Policy
- Information Disclosure Policy
- Insider Trading Policy
- Know Your Customer Policy
- Matters Reserved for the Board
- Records Management Policy
- Related Party Transactions Policies
- Remuneration Policy
- Whistle Blowing Policy
- Complaint Management Policy

Whistle Blowing Hotline

The Hotline was set up as an avenue for employees and other stakeholders to confidentially report unlawful and/or unethical conduct involving the Company, members of staff, or directors.

KPMG Professional Services manages the Whistle Blowing Hotlines and weblink and ensures that all reports are kept confidential and channelled to the appropriate authorities for investigation and resolution.

Report on Corporate Governance

PILLAR 3 - continued

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

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

The details of the KPMG Ethics hotline are as follows:

Toll free numbers for calls from MTN numbers only:

+234 703 000 0026
+234 703 000 0027

(8.00 am – 5.00 pm on weekdays only)

Toll free numbers for calls from Airtel numbers only:

+234 808 822 8888

(8.00 am – 5.00 pm on weekdays only)

Toll free numbers for calls from Etisalat numbers only:

+234 809 993 6366

(8.00 am – 5.00 pm on weekdays only)

Toll free numbers for calls from Globacom numbers only:

+234 705 889 0140

(8.00 am – 5.00 pm on weekdays only)

Email: kpmgethicsline@ng.kpmg.com

Weblink: <http://apps.ng.kpmg.com/ethics>

Complaint Management Policy

In compliance with the Securities and Exchange Commission's Rules Relating to the Complaints Management Framework (the 'Framework'), which requires every listed company to establish a clearly defined Complaint Management Policy to resolve complaints arising from issues covered under the Investment and Securities Act 2007, the Company has complied by developing its Complaint Management Policy in line with the Framework. The Policy is available on the Company's website.

Due Diligence Process

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

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

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

Anti-Corruption Initiatives

In order to fully inculcate an ethical culture in the organisation, new entrants into the Group are trained on the Company's policies and practices through a compliance on-boarding process.

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

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

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

Diversity

The Board continues to recognise that an appropriate mix of diversity and skills is key to introducing perspectives into Board deliberations. Each member of the Board offers a range of core skills and experience that is relevant to the successful operation of the Group. We pride ourselves as an equal opportunity employer by ensuring our policies and procedures are poised to continuously propagate inclusion and diversity.

The Company has a Board Diversity Policy, and guided by its Board Appointment Policy, which reflects the Board's approach to diversity to promote an inclusive and diverse culture through diversity of thought, skills, experience, knowledge, alongside criteria such as gender, ethnicity, and age.

PILLAR 3 - continued

Summary of Corporate Governance Evaluation for 2022

In line with the requirements of the Nigerian Code of Corporate Governance 2018, a corporate governance evaluation which covered the extent of the application of NCCG in the year under review was carried out.

The Governance unit carried out a review of the Group's current governance structures and practices against applicable best practice from the NCCG in order to ensure compliance with the NCCG and other applicable corporate governance codes in 2022.

A summary of the report is as set out below.

- (a) Principle 1: Role of the Board**
The Board has an approved Charter, which sets out the responsibilities of the board. This charter is reviewed annually.
- (b) Principle 2: Board Structure and Composition**
The Board has a diversity policy for its directors, which sets out the Board's approach to diversity in relation to the Board of the Company.
- (c) Principle 3: Chairman**
The Chairman of the company is responsible for providing overall leadership of the Company and the Board. He is a Non-executive director and is neither a member nor chair of any Board Committees.
- (d) Principles 4, 5 and 6: Managing Director/Chief Executive Officer/Executive Directors/Non-executive directors**
The Group Chief Executive and all other executive and non-executive directors declare conflicts of interest annually and as they occur. All matters in which the Group Chief Executive or any director has an interest such as a related party interest or conflict of interest are disclosed at the first possible opportunity. All directors do not participate in deliberations or decision-making regarding matters they have an interest in.
- (e) Principle 7: Independent Non-Executive Directors**
The Independent Non-Executive Directors meet the independence criteria prescribed under section 7.2 of the NCCG.
- (f) Principle 8: Company Secretary**
The Company Secretary is an employee of the Company and a member of senior management.
- (g) Principle 9: Access to Independent Advice**
The Board has the power to obtain advice and assistance from, and to retain at the Group's expense, subject to the prior approval of the Chairman, such independent or outside professional advisors and experts as it determines necessary or appropriate to carry out its duties.
- (h) Principle 10: Meetings of the Board**
Attendance at board meetings is taken into consideration in re-electing directors.
- (i) Principle 11: Board Committees**
All Board Committees have Board-approved charters, which set out their responsibilities and terms of reference.
- (j) Principle 12: Appointment to the Board**
There is a Board-approved policy for the appointment of Directors.
- (k) Principle 14: Board Evaluation**
An internally facilitated Board evaluation was conducted for the year ended 31st December 2022, to assess the extent to which each Director, the committees of the Board and the Board were committed to their roles, and how effectively they work together and continue to contribute effectively to the achievement of the Company's objectives.
- (l) Principle 16: Remuneration Governance**
There is a Board-approved Directors' Remuneration Policy, and the remuneration of non-executive directors is presented to shareholders for approval. No portion of the non-executive directors' remuneration is linked to company performance.
- (m) Principle 17: Risk Management**
A risk assessment is conducted every quarter and presented to the Risk, Environmental, Social and Governance Committee.
- (n) Principle 18: Internal Audit**
The Company has a board-approved internal audit charter, which is reviewed and approved by the Board annually.
- (o) Principle 19: Whistleblowing**
The Company has a Board approved whistleblowing framework. The details are set out on page XX.
- (p) Principle 22 – Shareholder Engagement**
There is a Board-approved Stakeholder Engagement policy, which is reviewed periodically. Throughout the year, we utilized a variety of channels to share information and receive feedback from our shareholders. This includes regular updates through the NGX as well as direct communication via email, investor presentations, and other meetings where appropriate.
- (q) Principle 25 – Ethical Culture**
The Company has a Code of Conduct and Business Ethics that details business ethics and acceptable conduct, which is an integral part of the Company's value and method of conducting business. The Company is guided by its core values of Teamwork, Respect, Integrity, Professionalism and Passion. The Code also covers areas such as conflict of interest, gift declaration, related party declaration, use of company's assets, insider trading etc.

PILLAR 3 - continued

Remuneration Policy and remuneration of all Directors

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

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

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

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

Details about the remuneration of Directors are contained on Note 11 of the consolidated and separate financial statements on Page 144.

Statement of Compliance

The Company strives to maintain transparency, accountability, and sound corporate governance standards in its operations. In 2022, Oando did not fully adhere to specific provisions in the Securities and Exchange Commission's Corporate Governance Guidelines, NGX Listing Rules and the Nigerian Code of Corporate Governance 2018. This was in relation to meeting the statutory filing deadlines for its financial statements.



Our remuneration policy balances fairness, competitiveness, and performance-driven rewards, aligning leadership goals with shareholder value.

We are Africa, We Are Oando

Report of the Directors

Report of the Directors

In accordance with the provisions of the CAMA, the Board of Directors of Oando PLC hereby present to the members of the Company, the audited consolidated financial statements for the year ended December 31, 2022.

The preparation of the annual financial statements is the responsibility of the Board and it should give a true and fair view of the state of affairs of the Company.

The Directors declare that nothing has come to their attention to indicate that the Company will not remain a going concern for at least twelve (12) months from the date of this report.

Directors

The Board

The names of Directors who held office during the year and at the date of this report are as follows:

Non-Executive Directors

1. HRM Oba Michael Adedotun Gbadebo, CFR
2. Mr. Tanimu Yakubu
3. Mr. Ademola Akinrele, SAN
4. Mr. Ike Osakwe (Independent)
5. Mrs Ronke Sokefun (Independent)
6. Mrs Nana Fatima Mede (Independent)

Executive Directors

7. Mr. Jubril Adewale Tinubu, CON
8. Mr. Omamofe Boyo
9. Mr. Adeola Ogunsemi – Appointed with effect from 18th February 2022
10. Dr. Ainojie Alex Irune

Directors' Declarations

None of the directors have:

- ever been convicted of an offence resulting from dishonesty, fraud or embezzlement;
- ever been declared bankrupt or sequestrated in any jurisdiction;
- at any time been a party to a scheme of arrangement or made any other form of compromise with their creditors;
- ever been found guilty in disciplinary proceedings by an employer or regulatory body, due to dishonest activities;
- ever been involved in any receiverships, compulsory liquidations or creditors voluntary liquidations;
- ever been barred from entry into a profession or occupation;
- ever been convicted in any jurisdiction of any criminal offence or an offence under any Nigerian or South African legislation.

Directors' shareholdings

The direct holdings of ordinary shares by the Directors of Oando as at December 31, 2022, being the end of Oando's immediately preceding financial year, are set out in the table on page 72.

Interests of Oando's Directors in terms of the Equity Incentive Scheme

The Executive Directors stand to benefit from the Oando Employee Equity Incentive Scheme. For further details please see page 161.

Directors' interests in transactions

The Company has a policy on Related Party Transactions, which regulates all the related party transactions entered into by the Company.

The Company's Related Party Transactions have adhered to the provisions of the CAMA, as well as the Listing Rules of the NGX, and have been conducted on an arm's length basis as part of the ordinary course of business. Further information on these transactions can be found in Note 42 on Page 170.

Some of the Directors hold directorships in other companies or are partners in firms with which Oando had material transactions during the current financial year.

According to the Register of members as at December 31, 2022, no individual shareholder held more than 5% of the issued share capital of the Company except for the following:

Shareholder	Percentage of shareholding	No of shares held
	shareholding	
Ocean and Oil Development Partners Limited	57.37	7,131,736,673
Leaf Equity Investments Limited	15.83	1,968,452,614



With integrity and transparency at the forefront, our Board ensures accountability and a clear path for sustainable growth.

We are Africa, We Are Oando

Report of the Directors

Risk Management Report

Risk management organization

Risk Management is an integral part of Oando's business activities. The Board, through the Risk and ESG Committee, has the primary responsibility for reviewing the adequacy and overall effectiveness of the company's risk management process and its implementation by executive management. All risk information, including risk data, risk analysis, risk registers and reports prepared by the Risk Management and Controls function is reviewed, approved and presented to the Board by the Risk Committee.

The Group Risk Management and Control (GRM&C) function is headed by the General Manager (GM) Risk Management and Operations Integrity. The function facilitates the identification and assessment of any downside risk that may impact on the organization's ability to meet its corporate objectives. The function also monitors the controls established to mitigate identified risks and identifies opportunities that may improve the overall risk culture within the company.

The key risks relating to each business unit are managed by the respective unit and primary department/ function with input from the Group Risk Management and Control department. The GRM&C assists the board with its oversight role and established policies and procedures, ensuring that the organization has a structured approach to identifying and managing risks inherent in day-to-day operations, by designing effective controls to mitigate these risks.

A risk register is updated throughout the year in line with current realities and flags emerging risks on the horizon. The execution of control activities specified and agreed against each risk is reviewed by our internal auditors periodically. The top risks assessed as high are reported to the board including the current mitigation controls adopted and our assessment of the effectiveness of these controls.

Enterprise Risk Management

Industry specific risk factors, separately or in combination with other factors, could have a material adverse effect on the implementation of the Group's business strategy and financial performance, as well as its operations and reputation. Globally, the major indices that drive economic growth within the oil and gas sector have been subjected to significant volatility in the last few years. In FY2022, the energy industry experienced a significant rise in spot prices per barrel, largely driven by geopolitical tensions between Russia and Ukraine. Despite this increase, Nigeria failed to benefit as its oil production fell short of targets.

The outlook for the Nigerian industry highlighted severe issues with oil theft and sabotage, which had escalated beyond unprecedented crisis levels. These challenges, along with export terminal and pipeline shutdowns, hindered the country's ability to boost production and capitalize on the high prices.

As a direct consequence, International Oil Companies (IOCs) and Independents were significantly affected, with each having to re-strategize by either working on new pipelines, looking for alternatives to the unreliable main export trunklines e.g., instituting trucking and barging plans, or shifting their focus to gas production.

To address the menace of bunkering activities on pipelines, during the quarter, Government awarded a pipeline surveillance contract to curb oil theft and protect the pipelines.

Key events impacting the Group's risk profile during FY2022 are

as follows:

A significant decline in production in the year as 2.07MMbbls of oil was lifted in FY22 (34% lower than FY 21 3.12MMbbls), while 5.5MMboe of gas volumes sold (7% lower than FY 22's 5.9MMboe). Furthermore, the actual YTD average production number was 20,190boepd compared to the target of 35,881boepd, i.e., 44% underperformance in the period.

A formal offer was made during the year for the acquisition of NAOC's 20% interest in the JV. The parties were still in discussion on commercial and legal terms for the acquisition. In January 23, there was an arbitration hearing held in respect to the OOL acquisition of Eni's stake in the NAOC JV with the SPA to be finalized in Q2 of 2023.

Against this background, we continue to identify and assess key risks that could impact on the organization's ability to meet its strategic objectives. The key risks that impacted Oando Plc Group are as follows:

Business sustainability risks due to declining production numbers for a major part of FY 2022.

- This is primarily attributed to the overarching security challenges within the Niger Delta, coupled with challenges of the Joint Venture operations with respect to reservoir management initiatives to arrest natural decline on ageing assets. An analysis of the FY 2022 consolidated production numbers showed a decline in average production which stood at 20,190boepd compared to the plan of 35,881boepd (44% performance). This negatively affected revenues and cash flow projections during the year, and consequently overall performance. The current production deferrals are due to the following issues on the E&P operations.
 - Overriding security issue – Increased downtime due to pipeline and well vandalism. Major flowlines and trunklines down for extended periods due to vandalism.
 - Suboptimal production experienced on previously shut-in wells: vandalised wells, once re-opened, rarely come back on stream or at optimal capacity. Most of these wells need additional intervention at a cost to flow at optimal rates.
 - Natural decline on the assets and declining well performance due to age (high water cuts).
- Management collaborated with the JV partners to realign JV activities by cutting the current year's budget, which involved suspending non-critical work program elements and minimizing non-essential operating expenses. They also spearheaded the implementation of a short-term recovery plan to counter the decline in production.
- Throughout the year, Management prioritized the drilling of OML 56 Ebendo North 1 & 2, recognizing the wells' potential to produce around 5 kbopd, with plans to transport the output to the flow station.
- In addition, the Group's renewable energy business (OCEL) progressed its clean energy initiatives by acquiring two electric vehicles. These were set for deployment in Q2 2023 as part of the Proof-of-Concept phase under the MoU with LAMATA.

Compounded liquidity risk due to the drastic decline in the production numbers with a direct impact on revenues and free cash flows.

Liquidity continued to pose a significant risk for the Group, a challenge that intensified during the period due to the direct

impact of declining production on anticipated cash flows. The E&P business faced additional pressures, with FY 2022 closing figures revealing reduced commodity volumes, though partially mitigated by the benefits of higher commodity prices.

Major key risk indicators leading to the assessment of compounded liquidity risk are as follows:

- Low production numbers during the period directly impacting revenues and cash flow
- Working capital inadequacies.
- Significant unpaid regulatory liabilities
- Heightened risk of default on critical debt and operational obligations.

The Group is faced with a significant level of financing, credit and liquidity risk taking into consideration its current liabilities, debt profile, breach of loan restructuring/repayment terms and production shortfalls experienced by its major subsidiary. This risk heightens the likelihood that the Group might not meet its expected current and future cash flow and loan repayment obligations without further affecting either daily operations or the financial condition of the company.

The Group had in place economic hedges using financial commodity contracts on crude. The economic hedges cushioned/reduced the exposure to fluctuations in crude oil prices and the associated financial risk/effect. These hedges helped limit the value erosion triggered by the volatility in oil prices to the Group's investment. Management continues to review for appropriateness and sufficiency.

Regulatory and Compliance Risk

This is the risk that current regulatory policies/legislation or changes in legislation, fiscal and regulatory policies may threaten the group's competitive position and capacity to conduct business efficiently. It is also the risk of reputational loss resulting from violation or non-compliance with the law.

Oando has a presence in multiple jurisdictions (Africa, Europe, and Dubai). Any changes to the laws of these countries, including tax laws could adversely affect the group. Non-compliance with FCPA rules, UK anti-bribery, anti-corruption laws, and ethical standards could lead to legal liability, reputational damage and adversely affect the advantages derived from the company's current structure.

The group's governance and compliance department ensures access to specialist advice in all jurisdictions. The department closely monitors events in all jurisdictions the company has a presence in and ensures the company's commitment to high ethical standards and compliance to the laws of the land where it operates.

After the definitive settlement was reached between Oando Plc and the Securities and Exchange Commission (SEC) in 2021, the Group's FY 2020 accounts review was completed by the external auditor, ensuring Oando's regulatory compliance.

Additionally, Oando had submitted the scheme of arrangement for OODP's acquisition of all minority shareholders to the SEC and awaited approval.

Macroeconomic Risk

This is the risk that changes in national and international economic factors (such as interest rates, exchange rates, commodity prices, inflation, systemic financial crisis etc.) will negatively affect corporate performance and business sustainability.

FY 2022 witnessed a significant recovery across global economies. Oil prices averaged \$88.6/bbl. in FY 2022 as opposed to \$70.7/bbl. in FY 2021, due to signs of a rebalanced market and prospects of improved demand. Market indicators showed an upward trajectory in oil prices, especially with the gas crisis in Europe and Asia which fuelled the use of coal as an alternative fuel and drove prices upwards. However, the Group was unable to take advantage of the higher oil prices and projected increases due to the significant decline in production and evacuation because of bunkering, vandalism and operator's inefficiencies.

The Group witnessed thinning margins due to high inflation rate – Inflation rate rose as high as 19% in 2022 which also had a negative impact on margins and cost.

Reputational Risk

Reputational risk addresses changes in stakeholder opinion, changes in perception of company's corporate behavior, or failure to comply with standards which could have an impact on the company's ability to meet its strategic objectives.

As the 2023 election approached, there was a significant increase in exposure to politically exposed persons (PEPs) and related party risks, which heightened the likelihood of scrutiny and monitoring by regulatory bodies.

Management proactively planned for group-wide sensitization on the risks associated with the group's connection to a high-profile Politically Exposed Person, thereby taking proactive measures to mitigate any potential risks.

Niger Delta militants' attacks and threats expose the company to the risk of shut down of the joint venture assets.

The risk of sabotage to Brass Terminal and other Oando joint venture oil installations in the Niger Delta by agitating militants has escalated significantly, with incessant attacks on the pipelines.

Continuous and frequent engagement with the local communities remain key to resolving the community conflict. There is no certainty that there will be an end to restiveness in the Niger Delta. This will depend largely on joint effort of the government and the oil companies to combat the spate of vandalism and banditry in the Niger Delta.

Cyber risk

Organisations rely on information technology as an essential tool for meeting business objectives as well as safeguarding intellectual property, financial information, and the company's reputation. Critical digital assets are being targeted and the potential impact on businesses has never been greater with the threat landscape constantly changing.

The Information Technology/digital space has seen a rise in cyber-attacks. The Group's approach to cybersecurity has kept pace with ongoing developments within the cyber security spectrum. In mitigating cyber risk, management has been proactive with the security of IT infrastructure, ISO 27001 activities, to ensure IT risk exposure is minimised. The company has undertaken remediation activities for issues noted from vulnerability and penetration testing activities, ensuring that IT systems are updated with the latest patch releases from security vendors, and a general improvement in enterprise security awareness, including training sessions held for staff. Oando continues to employ the latest developments in Information Technology security to combat these cyber risks.

Report of the Directors

Human Capital Management Report

The focus for 2022 was to maintain Oando's standing as a great place to work with a focus on employee welfare owing to the great resignation and loss of Talent due to Brain Drain. The organisation, in its audacious nature, also focused on expansion with the launch of our renewable energy company Oando Clean Energy Limited.

Talent & Performance Management

We believe that offering the appropriate growth and development opportunities contributes to both employee retention and increased business opportunities. Therefore, the initiatives undertaken in 2022 were geared to further enhancing the company's commitment to talent management and development.

In 2022, we implemented 26 promotions and one (1) executive management appointment during the year across the group. The aim was to foster employee motivation and recognize their valuable contributions to the success of the business. In addition, following the outcome of the Talent review exercise that was done in 2021 which identified 34% of our workforce as high potential and high performing employees, we have ensured that the outcome of the Talent review exercise fed into the Organization's Succession pipeline for sustainability and business continuity purposes as well as the Learning and Development plans.

In its usual practice, the company undertook bi-annual objective setting in 2022, aligning it with the established Corporate Objectives. Concurrently, performance evaluations were conducted at the conclusion of each period to ensure comprehensive alignment. Through ongoing employee engagement initiatives and annual sensitisation efforts, the company persists in fostering transparent communication channels between managers and their direct reports, aiming to enhance engagement, productivity, and cultivate a conducive work environment for all stakeholders.

The company's commitment to development continued to drive the deployment of a blended approach to Learning and Development. The gaps identified during the Talent Review and bi-annual performance evaluation sessions influenced the building of the in-house Learning hub – "Oando Academy's" curriculum. In 2022, the Oando Academy delivered 18 training sessions, covering Technical and Business Essential Courses under its Technical, Business Essential and Global Affairs Faculties. A total of 102 employees were trained through the Oando Academy in 2022. Aside from the Academy, the Organisation also continued to drive "on the Job Training" through stretch assignments, formation of cross functional project groups and the existing Job Mobility Program. We also supported the Humans of Oando through speaking opportunities (Ask an Oando Expert).

Also, in a bid to continually build a sustainable organisation, enhance a manager led Talent Management culture and position us to engage or deal with the ever-changing business, social economic and human factors. It is important to equip various tiers of leaders with the right Leadership competences and skill set. In view of this, we developed a leadership framework aimed at fostering effective leadership at various levels across the organisation and tailored to align with our goals and values as an organisation thereby contributing to a positive and high-performing workplace culture.

Talent Acquisition and Attrition Management

Effective Talent acquisition and alignment continued to be top focus for HCM team at Oando. As an equal opportunity employer our selection and recruitment process are competency based, focused mainly on skills, competencies and experience in alignment with the identified need. In 2022, the team facilitated the recruitments of Twelve (12) full time hires, and these include two (2) managerial roles.

In 2022, of the total number of 146 full time employees, we recorded an attrition rate of 6% due to brain drain and 1 unsuccessful probation.

The team also ran the Oando Graduate Training Program which was initially launched in 2020 but was put on hold due to the pandemic. The recruitment process in 2022 involved administering Assessment Centre activities as well as two (2) stages of physical interviews with members of the Oando management and executive management team which eventually led to the selection of five (5) successful candidates at the end of the year.

Remuneration, Benefits and Employee Welfare

As part of our great place to work strategy, we introduced the Income preservation Scheme aimed to offer a strategic and protective approach towards managing financial resources, ensuring stability against volatility of the naira, and hedging against inflation thereby fostering an increased engaged and motivated workforce to collectively deliver on our business goals.

In addition, Job evaluations were conducted in 2022 to assess and revalidate the worth of several Job Functions across Oando to ensure that our compensation practices promote fairness, transparency and support organizational success and the wellbeing of employees.

Furthermore, our health coverage was strategically extended to alumni Humans of Oando to foster a positive impact on our employer branding, alumni relations and further maintain the reputation of Oando being the best place to work.

The Human Capital Management team drove a lot of process improvement activities to better enhance our efficiency with the team and employee experience.

Environmental Health Safety Security Quality Report

The COVID-19 outbreak brought global disruptions emanating from global lockdown measures which affected businesses globally. The lockdown continued for most parts of 2020 and 2021, resulting in businesses evolving new operations models which featured remote work and in some cases hybrid options. Oando, as a Company activated its Business Continuity Plan ensuring minimum operations downtime during the period. In 2022, a phased plan was adopted for physical resumption in our Lagos office after a careful assessment. The process was kick-started further to a memo from the GCE on Monday, January 3, 2022, conveying a directive to implement a phased approach to resumption at the Lagos office.

Members of Staff were scheduled to resume in batches, effective Monday, January 17, 2022, and consequent upon successful completion of a COVID-19 Test scheduled for the same day. Staff with recent negative PCR Test result (not earlier than 10th January 2022), were exempted from the COVID-19 test after review by the EHSSQ Team.

To ensure health and safety protection whilst in the office, the following protocols were adhered to:

1. Negative COVID-19 result were required to gain entry into the office
2. Temperature checks and sanitization of hands at all designated points
3. Wearing of mask at all times were mandatory
4. Observation of new seating arrangements in line with social distancing requirements and,
5. Adherence to all related instructions as issued by Management or its medical representatives

Pre-resumption COVID-19 test process and protocols:

1. Staff were required to drive to P3 car park of Wings
2. Employees were mandated to remain in their cars throughout the testing process and adhere to scheduled testing time
3. Employees required to provide their Staff identification cards for verification purposes
4. Once verification was completed, an untampered test kit was used for swab collection by testing staff.
5. Social distancing and hand washing/sanitising rules were applied during the testing process
6. Employees with Negative test results were given a 'Return to Work' certificate

In line with commitment to improve organisational EHS culture through awareness and safety communication programs, the following safety campaigns were performed during the period:

S/N	Health Initiatives 2022	Description	Period
1	Mindset Session	A session about empowering employees to have the right frame of mind to improve performance	January
2	World Cancer Day	General awareness about cancer to all employees	Feb
3	World Kidney Day	An educative session on kidneys, preventive measures to ensure we all have healthy kidneys	March
4	World Day for Safety and Health at Work 2022		April
	1. Health screening for all employees		
	2. Trivia games to educate all employees		
5	World No Tobacco Day		May
6	World Environmental Day	Awareness on keeping our environment safe and pollution free	June
7	Security Awareness Sessions	Personal Security Tips	July
8	Security Awareness Sessions	Travel Security Tips	August
9	Security Awareness Sessions	Kidnap Security Tips	September
10	Breast Cancer Awareness	An educative and awareness driving session on Breast Cancer	October
11	Ember Month Sessions	Stay Vigilant- Educate session for all employees on how to stay vigilant during the ember months	November
12	Ember Month Sessions	Stay Safe- Educate session for all employees on how to stay vigilant during the ember months	December

The company continues to sustain the established target of zero Lost Time Injury (LTI) and zero Total Recordable Incident Rate (TRIR) as part of sustaining its Environment Health Safety (EHS) culture.

Report of the Directors

Oando PLC EHS Statistics:

	2017	2018	2019	2020	2021	2022	2023	Comments
Man hours	213,922	311,088	322,912	357,024	383,376	0	0	Man hours from Oando divested entities is not included
Fatalities	0	0	0	0	0	0	0	There were no fatalities among employees, contractors or 3rd parties
LTI	0	0	0	0	0	0	0	LTI has consistently remained @ Zero (0) for the last 7 years of reporting
LTIF	0	0	0	0	0	0	0	Zero LTIF recorded for the Oando Operations
TRIR or TRCF	0.75	0	0	0	0	0	0	Zero (0) TRIR achieved because of awareness, adherence to processes, ownership by employees and active participation in the health & safety programs organized by the company
Product Spills (Litre)	165,724	0*	0*	0*	0*	0	0	No spill recorded within Oando's EHS management include spills recorded from operations in which Oando has partnerships
Fire	6	0	0	0	0	0	0	There have been no fire incident in the company over the last three years
HIR	57	237	104	53	28	0	0	HIR reporting for 2022 includes activities from other projects (Bitumen Mining).

Report of the Statutory Audit Committee

To the members of Oando PLC

We have exercised our statutory functions in compliance with Companies and Allied Matters Act and we, the members of the Oando PLC Audit Committee have, on the documents and information made available to us:

- Reviewed the scope and planning of the audit requirements and found them satisfactory,
- Reviewed the External Auditors' Management Controls Report for the year ended December 31, 2022, as well as the Management response thereto,
- Appraised the Financial Statements for the year ended 31 December 2022 and are satisfied with the explanations provided.

We ascertain that the accounting and reporting policies of the Company for the year ended December 31, 2022 are in accordance with legal requirements and agreed ethical practices.

Dated this 8th day of April 2024



Ike Osakwe
Chairman, Audit Committee
FRC/2017/ICAN/00000016455

Members of the Audit Committee as at the date of this report are:

Mr. Ike Osakwe Non-Executive Director (Chairman)

Mr. Tanimu Yakubu Non-Executive Director

Dr. Joseph O. Asaolu Shareholder

Mr. Segun Oguntoye Shareholder

Dr. Anthony Omojola Shareholder





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Through innovation, collaboration, and unwavering commitment, we are shaping a brighter future for generations to come.

We are Africa, We Are Oando

Oando Foundation as an independent charity is focused on empowering communities and promoting educational equity and improved educational outcomes, whilst supporting the Nigerian government in realizing its developmental goals. For over a decade the Foundation has supported the government's ambitious drive towards Global Development Goals primarily in inclusive and equitable quality education (SDG 4) through our signature project, the Adopt-A-School-Initiative (AASI).

The Foundation supports various school improvement projects in 88 adopted schools across 23 states in Nigeria. Our interventions address the needs of students, teachers, school leaders and the education community through infrastructural development, digital literacy, scholarship grant, teacher training, establishment of Early Childhood Care and Development (ECCD) Centers, capacity building for education support and quality assurance officers at the community and local government levels.



We are driven by the vision of a society in which every child, regardless of race, colour, disability, gender, or socioeconomic status, has access to education that equips them to succeed in life and thrive in a constantly changing world; enabling them to support their communities and society. We are committed to improving the learning outcomes of thousands of children in our 88 adopted school communities and are working with all stakeholders to improve basic education planning and delivery in Nigeria.

This year, alongside other programmatic activities shared in this report, we reviewed and updated the Foundation's strategic blueprint to encapsulate a wider range of interventions that will equip learners to contribute more meaningfully to the workforce of the future. Our new strategy, **LEARNOVATE** will build on the accomplishments of the AASI model by strengthening foundational literacy and numeracy, STEAM, and green skills for early learners and youths; emphasizing innovative, technology-driven approaches to improve teaching and learning. In addition, the revised strategy enables the Foundation to align in part with social issues that are materially important to the parent company, Oando Plc, with the aim of creating stronger coherence between the Foundation's impact and the Group's sustainable business strategies.

We are grateful to all our stakeholders; implementing partners, government partners, development organizations, community groups, and other private sector actors whose resilience and commitment continue to improve the lives of thousands of children across our communities.

We look forward to a more impactful year 2023.

MORE THAN JUST A BUSINESS

Beyond our shareholders, we have a mandate to positively impact the nation. Through our independent charity and social impact initiatives, we are educating the next generation of leaders, empowering the disenfranchised and changing the trajectory of our host communities. Our promise... to continue leaving positive and measurable imprints in the environments in which we operate.



Oando Foundation 2022 Annual Report

Highlights of 2022

Environmental Education and Sustainable Actions

Oando Foundation in partnership with Sumitomo Chemical successfully completed the second phase of the Clean Our World (COW) project targeting 12 public primary schools and 5 host communities in Lagos State. The project is aimed at promoting environmental education and sustainable actions in recyclable waste management.

COW recognizes education as an essential element in the global response to environmental sustainability, hence, it drives school/community's understanding of environmental issues, encourages change in their attitudes and behavior, and helps them adapt to climate change related trends. When environmental education is integrated into the curriculum, pupils are more enthusiastic and engaged in learning, which improves learner achievement in core academic areas. Creating awareness on recycling, environmental responsibility and sustainability also help explain, inform, motivate, persuade, and encourage beneficiaries in target schools and communities to embrace behavioral change necessary for long-term impact.

Working collaboratively with key stakeholders, we witnessed significant improvement in overall awareness and adoption of sustainable waste management and eco-conscious practices, recording over 300% increase in impact from the first phase. In addition, we have witnessed an uptake in pro-bono recyclable waste collection in target communities by third party aggregators, largely due to the effective waste collection protocol instituted through COW II in target communities, collection bins provided in strategic locations, and community volunteers empowered to support community-wide plastic waste collection. This independent support ensures sustainability for the recycling component of the COW project post-implementation.

There are direct benefits in target communities such as reduced cases of flooding due to decluttered drainages, economic empowerment of community members through commercialization of upcycled items based on training received, etc.

Key Achievements

- Directly reached 13,000+ beneficiaries with knowledge of sustainable environmental practices, proper waste management approaches and upcycling. Clean-up and sensitization campaigns implemented in 12 target schools and 5 communities.
- Provided over 500 relevant teaching and learning materials in target schools and communities to support knowledge transfer.
- Strengthened capacity of 205 teachers, community members, and LGEA officials in environmental education, upcycling, gardening, and composting.
- 10,094kg of recyclable plastic waste collected across target communities.
- Established and supported Environmental Clubs in 12 schools.

Directly reached

13,000+

beneficiaries with knowledge of sustainable environmental practices, proper waste management approaches and upcycling



Cross section of project activities under COW II

Following the successful execution of COW Phase II, the Foundation has renewed partnership with Sumitomo for COW Phase III - targeting 24 schools and 7 communities in Lagos State.

Highlights of 2022

Oando Scholars' Programme

The Foundation's scholarship programme sponsors select high performing students from our adopted schools, through their secondary (and in some cases tertiary) education. The award covers tuition, as well as attendant education costs. Through the scholarship programme, we are promoting a culture of excellence while providing opportunities for indigent children to further their education.

So far, 1,153 recipients from poor socio-economic backgrounds have benefitted from the scheme. In 2022, the Foundation supported 187 beneficiaries, including 5 scholars in tertiary institutions across the country.

Scholars' testimonials

“

The scholarship has been of great help because it has allowed my parents to enroll my sibling in a reputable school since Oando Foundation already covers my tuition.

Gift Dung (Plateau State)

“

The scholarship motivated me to put more effort towards my academics. I have faith that I can accomplish my objectives with help from the Oando Foundation.

Omoyeni Busayo (Ekiti State)

“

I am able to continue my education to the senior secondary level thanks to the Oando Foundation scholarship.

Lebura Nwinle Bekee (Rivers State)

Ebola Education Support Fund

Oando Foundation launched the Ebola Education Support Fund in the wake of the deadly Ebola Virus Disease (EVD) in Nigeria. The fund supports the education of children who lost their parents to the virus and require financial assistance to stay in school.

So far, 6 recipients have benefitted from the initiative, of which 3 of them have successfully completed tertiary education and are gainfully employed. In 2022, 3 beneficiaries received support from the education fund for their tuition and related expenses.

Promoting Early Grade Reading in Nigeria – Partnership with the USAID-LEARN Programme

Oando Foundation will be jointly implementing the United States Agency for International Development (USAID-funded) LEARN-to-Read programme targeting literacy skills improvement for 3.5 million pupils in Sokoto, Bauchi, and other On-demand States in Nigeria where technical assistance is needed for system strengthening, learning assessments, and teacher capacity development, among others.

The Foundation serves as a Resource Partner on Private Sector Engagement for the programme. In addition, we are also partnering for effective implementation of the Foundation's literacy and numeracy pilot programme in select adopted schools across 5 states in Nigeria.



LEARN-to-Read programme
targeting literacy skills
improvement for

3.5 million pupils

Oando Foundation 2022 Annual Report

Highlights of 2022

Supporting Employee-led Feeding and Economic Empowerment Initiative

The Aggregator Platform (TAP) was established in April 2020 in the wake of the COVID-19 pandemic to drive the eradication of hunger in Nigeria by providing relief food materials to the most vulnerable people, starting from Lagos State, Nigeria. To date, TAP has impacted 7,575 households across 21 communities in Lagos state with food relief.

The Foundation provides technical support and strategic oversight of this initiative, including partner selection, beneficiary verification, monitoring and evaluation etc. Beneficiaries were provided access to economic opportunities while receiving weekly nutritional food relief to lessen the burden of allocating business resources to daily feeding.

Key achievements

- Food relief distributed to 250 households at Ilasan, Lekki
- Nutritional support to 60 low-income families in partners' economic empowerment projects
- Facilitated access to seed fund for project beneficiaries to boost their petty trade business.

TAP has impacted

7,575

households across 21 communities in Lagos state with food relief.



“

Through TAP, we tackle hunger and empower communities, combining food relief with economic opportunities for lasting impact.

We are Africa, We Are Oando

Highlights of 2022

Advocacy

As part of key efforts to engage on key issues facing the education sector and enlist multi-stakeholder support, we partnered with the United States Agency for International Development (USAID) programme - Strengthening Civic Advocacy and Local Engagement (SCALE) to co-host a webinar titled **“Strengthening collaboration between private sector and Civil Society Organizations”**. The webinar aimed to improve private sector – civil society engagement by exploring the drivers and constraints to effective collaboration between both sectors. The Foundation also facilitated a session at the National Organizational Development Summit.

Our first Twitter Spaces was held to commemorate International Literacy Day, discussing the year's theme, **“Transforming Literacy Learning Space”** with a varied panel that consisted of thought leaders and experts from reputable organizations.

We utilized various forums to further our cause by engaging as panelists to discuss:

- **“Education - Building Back Better: Solving the Challenge of Quality and Access”** at the Africa Social Impact Summit organized by the Nigerian Global Compact Network and the Sterling One Foundation.
- The successes and lessons learnt implementing our Adopt-A-School Initiative (AASI) at the 2022 African Edu-Tech Conference themed **“Africa's Edu-Tech Model: Reshaping You for the Future”** organized by the Nigerian- British Chamber of Commerce.
- **‘Moving from ABCs to a Highly Skilled Workforce’** and the need to close the skills gap by providing innovative solutions to evident problems in the education sector at the Nigerian Education Innovation Summit (NEDIS) 2022 themed **“Reimagining Education Development in Africa: Bridging the Skills Gap”**. It provided an opportunity to highlight the importance of strategic partnerships, as well as the need to expand the scope of Early Childhood Development Education by focusing on foundational literacy, numeracy, and digital skills.



The Foundation also participated in the Global Digital Access Programme (DAP) Formative Dialogue event for the Foreign Commonwealth and Development Office (FCDO)-funded inclusive digital transformation programme in Nigeria, organized by Policy Innovation Centre (PIC) of The Nigerian Economic Summit Group (NESG); and EDMeets 2.0 seminar themed, 'EDMeets: Foundational Learning by The Education Partnership Center (TEP) in collaboration with the RISE (Research on Improving Systems of Education) campaign on foundational learning.



Through collaboration, innovation, and dialogue, we amplify voices and shape the future of education in Africa.

We are Africa, We Are Oando







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Directors' Report

For the year ended 31 December 2022

The directors submit their Report together with the audited consolidated and separate financial statements for the year ended 31 December 2022, which disclose the state of affairs of the Group and Company.

1 Principal Activity

The principal activity of Oando PLC ("the Company") locally and internationally is to have strategic investments in energy companies in addition to supply of oil and gas products to customers. The Company was involved in the following business activities during the year reviewed:

- Exploration and production (E & P) - Oando Energy Resources Inc., Canada, engaged in production operations and other E & P companies operating within the Gulf of Guinea; and
- Supply and trading of petroleum products - Oando Trading Dubai, Oando Trading Bermuda and Oando PLC..

The Company's registered address is 17a The Wings Office Complex, Ozumba Mbadiwe Avenue, Victoria Island, Lagos, Nigeria.

2 Results

The Group's net loss for the year of N78.7 billion and Company's net loss of N41.7 billion for the year attributable to owners of equity have been transferred to retained earnings.

	Group		Company	
	31-Dec-22 N'000	31-Dec-21 N'000	31-Dec-22 N'000	31-Dec-21 N'000
Revenue	1,993,754,362	804,796,463	1,556,744,962	714,455,776
Profit/(loss) before income tax from operations	(61,840,466)	44,474,275	(33,852,292)	(26,282,712)
Income tax expense	(19,390,350)	(11,615,476)	(7,807,649)	(1,841,684)
Profit/(loss) for the year from operations	(81,230,816)	32,858,799	(41,659,941)	(28,124,396)
Profit/(loss) attributable to owners of the parent	(78,719,263)	35,817,370	(41,659,941)	(28,124,396)

3 Dividend

The directors do not propose dividend for the year ended 31 December 2022 (2021: nil).

4 Directors

- The names of the present directors and those that served on the board of Oando PLC during the year are listed on page 16.
- According to the Register of Directors' Shareholding, the interests of directors in the issued share capital of the Company for the purposes of section 30 part 1 of schedule 5 of the Companies and Allied Matters Act, 2020, are as follows:

	Direct	Indirect
HRM. Oba A. Gbadebo, CFR	437,500	Nil
Mr. Jubril Adewale Tinubu*	Nil	3,670,995
Mr. Omamofe Boyo*	Nil	2,354,713
Mr. Adeola Ogunsemi	Nil	105,941
Dr. Ainojie Alex Irune	Nil	Nil
Fatima Nana Mede	3,093	Nil
Ronke Sokefun	Nil	564,826
Mr. Ademola Akinrele	96,510	Nil
Mr. Ike Osakwe	139,343	Nil
Mr. Tanimu Yakubu	5,999,947	5,998,700

* Additional shares: Ocean and Oil Investments Limited (OOIL) owns approximately 75,000,000 (0.61% of total number of shares) shares in the Company. Mr. Jubril Adewale Tinubu and Mr. Omamofe Boyo own 0.34% and 0.13% respectively in the Company through OOIL.

* Ocean and Oil Development Partners Limited (OODP) owns 7,131,736,673 shares (representing 57.37% of the total number of shares) in the Company. OODP is ultimately owned 66.67 by the Group Chief Executive and 33.33% by the Deputy Chief Executive of the Company at year end.

According to the Register of members as at December 31, 2022, no individual shareholder held more than 5% of the issued share capital of the Company except for the following:

Shareholder	Percentage of shareholding	No of shares held
Ocean and Oil Development Partners Limited	57.37	7,131,736,673
Leaf Equity Investments Limited	15.83	1,968,452,614

Annual Consolidated Financial Statements

Directors' Report

For the year ended 31 December 2022

5 Contracts

In accordance with section 303 of the Companies and Allied Matters Act, 2020 and Article 115 of the Company's Articles of Association, directors who had interest in contracts during the year had notified and declared their interest to the Company to the effect that they were members or held shareholding of companies which could be regarded as having an interest in the contract. Such directors' interests are noted in the respective minutes of board meetings.

6 Directors' Responsibilities

The directors are responsible for the preparation of annual consolidated financial statements, which have been prepared using appropriate accounting policies, supported by reasonable and prudent judgements and estimates, in conformity with International Financial Reporting Standards issued by the International Accounting Standards Board, Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act No 6, 2011. In doing so, the directors have the responsibilities as described on page 52 of these consolidated financial statements.

7 Shareholdings

As of 31 December 2022, the range of shareholdings of the Company was as follows:

Range of Shareholding	No of Shareholders Within Range	% of Holders	No of shares Within Range	% of Shareholding
1 – 1,000	168,780	62.55	61,362,519	0.49
1,001 – 5,000	70,735	26.40	147,385,256	1.19
5,001 – 10,000	11,621	4.39	83,908,227	0.67
10,001 – 50,000	12,161	4.67	266,401,640	2.14
50,001 – 100,000	2,097	0.82	151,102,942	1.22
100,001 – 500,000	2,207	0.89	471,077,315	3.79
500,001 – 1,000,000	332	0.14	238,831,617	1.92
1,000,001 – 5,000,000	334	0.12	652,575,324	5.25
5,000,001 – 10,000,000	44	0.02	302,948,960	2.44
10,000,001 – 50,000,000	32	0.01	715,801,800	5.76
50,000,001 – 100,000,000	3	0.00	239,827,594	1.93
100,000,001 – 12,431,412,481	3	0.00	9,100,189,287	73.20
	268,349	100.00	12,431,412,481	100.00

Oando Plc with a free float percentage of 26.64% and N24,838,437,195.00 as at 30 June 2024, is compliant with The Exchange's free float requirements for companies listed on the Main Board.

8 Property, Plant and Equipment

Changes in the value of property, plant and equipment (PPE) were mainly due to additions, depreciation, disposals and exchange differences as shown in Note 15 to these consolidated financial statements. In the opinion of the directors, the market value of the Group's PPE is not lower than the value shown in these consolidated financial statements.

9 Donations/Charitable Gifts

The Company through its subsidiary, Oando Foundation, made most of the following donations during the year under review:

Description	Amount N
I Donation to Girl Gym Right Foundation	8,503,367
II Scholarship award for 187 pupils across 19 states.	4,270,000
III Scholarship award for 1 Ebola Education Trust Fund beneficiary	100,000
IV Sponsorship of 2022 Nigerian Education Innovation Summit (NEDIS).	2,000,000
V Environmental & recycling education awareness project tagged 'Clean Our World' in 12 public primary schools in Lagos State.	25,288,976
VI Relief to 250 households at Ilasan, Lekki and nutritional support to 50 low-income families in partners' economic empowerment programmes.	16,632,458
VII Gold sponsorship of The Annual General Conference of the NBA Women Forum	250,000
VIII Donation to Global Compact (UN Global Compact Network Nigeria)	22,852,798
	79,897,599

Directors' Report

For the year ended 31 December 2022

10. Employment and Employees

Equal Employment Opportunity

The Company pursues an equal employment opportunity policy. It does not discriminate against any person on the ground of race, religion, colour, or physical disability.

Employment of Physically Disabled Persons

The Company maintains a policy of giving fair consideration to applications from physically disabled persons, bearing in mind their respective aptitudes and abilities. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and that the appropriate training is arranged. The Group currently has no physically challenged persons.

Industrial/Employees Relation

The Company places considerable value on the involvement of its employees and keeps them informed on matters affecting them as employees and the various factors affecting the performance of the Company. This is achieved through management's open door policy and improved communication channels. These channels include the e-mail and intranet, the revised in-house magazine, the entrenchment of regular departmental meetings and town hall meetings. Regular dialogue takes place at informal and formal levels.

Training and Development

The Company places great emphasis on the training and development of its staff and believes that its people are its greatest assets. Training courses are geared towards the development needs of staff and the improvement in their skill sets to face the increasing challenges in the industry. The Company will continue to invest in its human capital to ensure that the employees are well motivated and positioned to compete in the industry.

11. Audit Committee

In accordance with section 404(3) of the Companies and Allied Matters Act, 2020 the following shareholders and directors were members of the Audit Committee during the year ended 31 December 2022:

a) Mr. Ike Osakwe	Non-Executive Director (Chairman)
b) Mr. Tanimu Yakubu	(Non-Executive Director,
c) Dr. Joseph O. Asaolu	Shareholder
d) Mr. Segun Oguntoye	Shareholder
e) Dr. Anthony Omojola	Shareholder

12. Auditors

The Company's auditors, BDO Professional Services were appointed on 6 November 2023 by voting during the 44th Annual General Meeting and have indicated their willingness to continue in office in accordance with section 401(1) of the Companies and Allied Matters Act, 2020.

Dated this 8th Day of April 2024

By Order of the Board



Ayotola Jagun (Ms.)

Chief Compliance Officer and Company Secretary
17a The Wings Office Complex, Ozumba Mbadiwe Avenue, Victoria Island, Lagos
FRC/2013/NBA/00000003578

Annual Consolidated Financial Statements

Corporate Responsibility for Financial Reports

For the year ended 31 December 2022

Certification Pursuant to Section 405 of CAMA 2020

We the undersigned have reviewed the audited consolidated and separate financial statements for the year ended 31 December 2022 and based on our knowledge we confirm that:

- a) the audited consolidated and separate financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading, in the light of the circumstances under which such statement was made.
- b) the audited consolidated and separate financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operations of the company as of and for, the periods covered by the audited consolidated and separate financial statements.
- c) we are responsible for establishing and maintaining internal controls and we have designed such internal controls to ensure that material information relating to the company and its subsidiaries (hereinafter referred to as the "Group") is made known to us by other officers of the companies, particularly during the period in which these audited consolidated and separate financial statements are being prepared.
- d) we have evaluated the effectiveness of the Group's internal controls within ninety days prior to the date of their audited financial statements and we certify that the internal controls are effective as of that date.
- e) we have disclosed all significant deficiencies in the design or operation of internal controls which could adversely affect the Group's ability to record, process, summarise and report as of the financial date to the auditors. We have also identified for the Group's auditors any material weaknesses in internal controls and disclosed whether or not, there is any fraud that involves management or other employees who have a significant role in the Group.
- f) we have indicated in these consolidated and separate financial statements, whether or not, there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.



.....
Group Chief Executive

Mr. Jubril Adewale Tinubu
 FRC/2013/NBA/00000003348



.....
Group Chief Financial Officer

Mr. Adeola Ogunsemi
 FRC/2016/ICAN/00000014639

Statement of Directors' Responsibilities

For the year ended 31 December 2022

i. Responsibilities in respect of financial statements

The Companies and Allied Matters Act, 2020 requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the Company and its subsidiaries at the end of the year and of its profit or loss. The responsibilities include ensuring that the Company:

- (a) keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and its subsidiaries and comply with the requirements of International Financial Reporting Standards (IFRS), Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act, No.6, 2011;
- (b) establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other irregularities; and
- (c) prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates, and are consistently applied.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with the International Financial Reporting Standards (IFRS) and the requirements of the Companies and Allied Matters Act, 2020.

The directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its loss for the year. The directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of the financial statements, as well as adequate systems of internal controls over financial reporting.

Nothing has come to the attention of the directors to indicate that the Company will not continue as a going concern for at least twelve months from the date of this statement.

ii. Responsibilities in respect of Corporate Governance

The Company is committed to the principles and implementation of good corporate governance. The Company recognises the valuable contribution that it makes to long term business prosperity and to ensuring accountability to its shareholders. The Company is managed in a way that maximises long term shareholder value and takes into account the interests of all of its stakeholders.

The Company believes that full disclosure and transparency in its operations are in the interests of good governance. As indicated in the statement of responsibilities of directors and

notes to the accounts, the business adopts standard accounting practices and ensures sound internal controls to facilitate the reliability of the financial statements.

The Board of Directors

The Company is committed to the principles and implementation of good corporate governance. The Company recognises the valuable contribution that it makes to long term business prosperity and to ensuring accountability to its shareholders. The Company is managed in a way that maximises long term shareholder value and takes into account the interests of all of its stakeholders.

The Company believes that full disclosure and transparency in its operations are in the interests of good governance. As indicated in the statement of responsibilities of directors and notes to the accounts, the business adopts standard accounting practices and ensures sound internal controls to facilitate the reliability of the financial statements.

The Audit Committee

The Audit Committee (the "Committee") is made up of five members - two non-executive directors and three shareholders in compliance with section 404(3) of the Companies and Allied Matters Act, 2020. The Committee members meet at least four times a year.

The Committee's duties include keeping under review the scope and results of the external audit, as well as the independence and objectivity of the auditors. The Committee also keeps under review the risk and controls over financial reporting, compliance with laws and regulations and the safeguarding of assets. In addition, the Committee reviews the adequacy of the internal audit plan and implementation status of internal audit recommendations.

Systems of Internal Control

The Company has well-established internal control system for identifying, managing and monitoring risks. The Risk and Controls and Internal Audit functions have reporting responsibilities to the Risk, Environmental, Social and Governance Committee and Audit Committee respectively. Both functions have appropriately trained personnel and undergo training on current business and best practices.

Code of Business Ethics

Management has communicated the principles of business ethics in the Company's Code of Business Conduct and Ethics to all employees in the discharge of their duties. This Code sets the professionalism and integrity required for business operations which covers compliance with laws, conflicts of interest, environmental issues, reliability of financial reporting, bribery and strict adherence to the principles so as to eliminate the potential for illegal practices.



Director

8th April 2024
Mr. Jubril Adewale Tinubu
FRC/2013/NBA/00000003348



Director

8th April 2024
Mr. Adeola Ogunsemi
FRC/2016/ICAN/00000014639

Annual Consolidated Financial Statements

Report of the Audit Committee

For the year ended 31 December 2022

We have exercised our statutory functions in compliance with Section 404 (7) of the Companies and Allied Matters Act, 2020 and we the members of the Oando PLC Audit Committee have, on the documents and information made available to us:

- a) ascertained whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices;
- b) reviewed the scope and planning of audit requirements;
- c) reviewed findings on management matters in conjunction with the external auditor and management responses thereon;
- d) keep under review the effectiveness of the Company's system of accounting and internal control;
- e) make recommendations to the board with regard to the appointment, removal and remuneration of the external auditors of the Company; and
- f) authorise the internal auditor to carry out investigation into any activities of the Company which may be of interest or concern to the committee.

We ascertain that the accounting and reporting policies of the Company for the year ended December 31, 2022 are in accordance with legal requirements and agreed ethical practices. We also ascertain review of audit plan, effectiveness of internal controls and system of accounting and made appropriate recommendations to the board as they relate to our functions.

Dated this 8th day of April 2024



Ike Osakwe
FRC/2017/ICAN/00000016455

Members of the Audit Committee are:

Mr. Ike Osakwe	Non-Executive Director (Chairman)
Mr. Tanimu Yakubu	(Non-Executive Director
Dr. Joseph O. Asaolu	Shareholder
Mr. Segun Oguntoye	Shareholder
Dr. Anthony Omojola	Shareholder

Report of the Independent Auditors

For the year ended 31 December 2022



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Lagos, Nigeria

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OANDO PLC

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Oando Plc ("the Company") and its subsidiaries (together "the Group"), which comprise the consolidated and separate statements of financial position as at 31 December 2022, the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of the Group and the Company as at 31 December 2022, and their consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards, the provisions of the Companies and Allied Matters Act, 2020 as amended and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act 2023.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the consolidated and separate Financial Statements* section of our report. We are independent of the Group and the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the Consolidated and Separate financial statements in Nigeria, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter-

Oando Servco Nigeria Limited and OODP Loan Agreement and Disbursement

We draw attention to Note 44 item 11 which indicates that on 10 February 2023, Oando Servco Nigeria Limited (an indirect subsidiary of Oando PLC), entered into a \$20 million loan agreement (the "2023 Agreement") with OODP BVI (a subsidiary of Whitmore Asset Management Limited), owned by the Group Chief Executive and Deputy Chief Executive of Oando Plc, for the purpose of providing funds for OODP BVI corporate activities. From the \$20 million loan facility, Oando Servco instructed Oando PLC to pay \$250,000 on 8 August 2023 and \$250,000 on 24 October 2023 to OODP BVI. Additionally, Oando Servco further requested Oando Trading DMCC and Oando PLC to pay \$1 million and \$1.1 million on 3 July 2023 and 24 October 2023 respectively to Ansbury Investments Inc. The total drawdown of \$2.6 million is due from OODP BVI to Oando Servco Nigeria Limited as at the date of this report.

Material Uncertainty Related to Going Concern

We draw attention to Note 49 of the consolidated and separate financial statements which indicates that the Company recorded total comprehensive loss for the year ended 31 December 2022 of ₦41.7 billion (2021: total comprehensive loss of ₦28.1 billion) and as at that date, its current liabilities exceeded current assets by ₦273.9 billion (2021: net current liabilities of ₦231.4 billion). The Company also reported net liabilities of ₦243.9 billion (2021: net liabilities of ₦202.2 billion). The Group recorded total comprehensive loss for the year ended 31 December 2022 of ₦56.8 billion (2021: total comprehensive profit of ₦30.6 billion) and as at that date, the Group's current liabilities exceeded its current assets by ₦818.7 billion (2021: net current liabilities of ₦668.4 billion). The Group also reported net liabilities of ₦197.2 billion (2021: net liabilities of ₦129 billion). The Group and the Company continue to incur losses and reversal of this trend is dependent on successful outcomes of its planned actions to refinance its debts in order to manage the funding gap of ₦3 trillion and the attainment of revenue in the Group's forecast for the year ending 31 December 2024. As stated in the note, if the planned actions are successful, it will only address 32% of the Group's projected funding gap. Management has additional plans to address the 68% funding gap shortfall but there are currently no written agreements in place for such funding plans and there can be no assurance that such will be available in the immediate future.

BDO Professional Services, a firm of Chartered Accountants registered in Nigeria, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

Partners: Olugbemiga A. Akibayo, Kamar Salami, Henry B. Omodigbo, Gideon Adewale, Olusegun Agbana-Anibaba, Ajibola O. Falola
Wahab O. Afolabi BN: 170585

Report of the Independent Auditors

For the year ended 31 December 2022



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OANDO PLC - CONTINUED

These conditions together with other matters, indicate the existence of a material uncertainty that may cast significant doubt on the Group's and the Company's ability to continue as a going concern and therefore may be unable to realise its assets and settle its liabilities in the ordinary course of business. The financial statements are yet to include any adjustments to the amounts and classification of assets and liabilities that may be necessary, should the Group not continue as a going concern as there has neither been any intention by the Directors to liquidate or cease the operations of the Group, nor is there any legislation to cause the same.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current year. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. In addition to the matters described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be communicated in our report. For the matters below, our description of how our audit addressed the matters is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated and separate financial statements.

The Key Audit Matters apply only to the audit of the consolidated financial statements.

Report of the Independent Auditors

For the year ended 31 December 2022



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OANDO PLC - CONTINUED

Key Audit Matter - Group	How the matter was addressed in the audit
Risk 1: Carrying value of exploration and evaluation assets We identified and assessed the value of exploration and evaluation assets as one of the significant risks of material misstatement due to error. The carrying value of exploration and evaluation ("E&E") assets as at 31 December 2022 is ₦30.8 billion (2021: ₦46.91 billion). This is in respect of some projects where the Group is currently in the exploration phase. These costs are being capitalized. Management has to consider the specific recognition criteria under IFRS 6: Exploration and Evaluation for Mineral Resources for which costs can be capitalized and management judgement is required to determine which costs fall under the IFRS 6 capitalization criteria. The E&E assets have been accumulating over a number of years and the projects are not yet in the production phase. As a result, there is the risk that carrying value of assets may not be recoverable and impairment may be required.	We performed the following audit procedures: - considered management's assessment of any indicators of impairment as outlined in IFRS 6: Exploration and Evaluation of Mineral Resources and their assertion that none is applicable, including the status and expiration dates of the various licenses; - challenged management on the CGUs and the key assumptions used in the impairment assessment of E&E assets; by independently verifying the forecast crude, Natural gas and NGL prices and the discount rate applied on the cash flows; - we assessed the accuracy and relevance of management's forecasts, judgements including Competent Person's Report challenging the recognition of the assets; and - performed substantive testing on a sample of additions to E&E assets during the year to assess if these were in line with capitalization criteria per IFRS 6.
Relevant disclosures in the Consolidated and separate 2022 Financial statements: Note 16(a), Exploration and evaluation assets impairment losses.	Key observations The assessment above resulted into ₦16.8 billion impairment loss in 2022 (2021: nil).
Risk 2: Oil and gas revenue recognition We identified manual adjustments to oil and gas revenue recognition as one of the most significant assessed risks of material misstatement due to fraud. OML 56, OML 13 and OML 60-63 are currently the crude oil and gas producing assets while Oando PLC engages in supply and trading of crude, refined and unrefined petroleum products. These entities account for 100% of Group revenue recognized being ₦1,994 billion for the year ended 31 December 2022 (2021: ₦804.8 billion). IFRS 15: Revenue from Contracts with customers was applicable to the above noted entities, there is a risk around the appropriate recognition of revenue in the current year due to contract modification which could result in manual adjustments to revenue.	We performed the following audit procedures: - agreed the inputs within the calculation of revenue and contract liability to the underlying contracts for the contractual values; - performed substantive testing of inputs for the calculation to relevant third party evidence including Bill of Lading or Gas Consumption Certificates; - assessed management's application of IFRS 15 requirements and challenged them on their assessment of the contract modification; and - we assessed the appropriateness of the manual journals that were recorded in revenue against the results of the substantive work performed.
Relevant disclosures in the Consolidated and separate financial statements: Note 5, Other significant accounting policies; and Note 8, Revenue from contracts with customers.	Key observations The substantive tests performed did not identify any material misstatements in the occurrence of revenue. We did not identify any inappropriate contract modification; hence no adjustment was necessary.

Report of the Independent Auditors

For the year ended 31 December 2022



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OANDO PLC - CONTINUED

Risk 3: Accuracy of the decommissioning provision We identified the accuracy of the decommissioning provision as one of the most significant assessed risks of material misstatement due to error. The decommissioning provisions balance as at 31 December 2022 is ₦142.3 billion (2021: ₦143.1 billion) with the movement being an adjustment due to change in assumptions and revision of estimates. The change in assumptions was management judgement which caused a material change to the provision calculation. The estimate is sensitive to changes in assumptions due to the time period the assessment was performed.	We performed the following audit procedures: - considered the expert report commissioned by management on the determination of the basis of the provision for decommissioning including challenging underlying assumptions; - assessed the competence of management's expert and the report prepared by management to inform our work in particular around industry expectations; - substantive testing of the inputs to the provision calculation, re-performance of calculations and management's judgements were carried out; and - ensured appropriate correction of material misstatement identified in our reperformance of the calculations.
Relevant disclosures in the Consolidated and separate financial statements: Note 35, Decommissioning provisions	Our results: As a result of the work performed above there were no material misstatements in the accuracy of the decommissioning provisions in the financial statements.
Risk 4: Carrying value of the upstream assets We identified the carrying value of upstream assets as one of the most significant assessed risks of material misstatement due to error. The balance as at 31 December 2022 is ₦452.6 billion (2021: ₦420.8 billion). We have assessed the likelihood of a significant risk around the valuation of upstream assets within Oando Oil Limited ("OOL") as a result of the reduction of global oil prices in 2021, which indicates a potential the for impairment of these assets. Upstream assets value in OOL is ₦428.9 billion as at 31 December 2022 (2021: ₦401.5 billion).	We performed the following audit procedures: - considered management's impairment assessment including challenging and corroborating inputs and assumptions in the calculation; - challenged management on the assessment of the CGU's forming the impairment calculation; - assessed management's sensitivity analysis to confirm if the most judgmental areas were changed that the outcome still indicates headroom; - assessed management's forecasts in relation to production expectations and calculation for depletion amounts including challenging any assumptions; - performed substantive testing on a sample of additions to oil and gas assets during the year to confirm existence and accuracy; and - understood the nature and form of the transfer from receivables from a joint arrangement to oil and gas assets to confirm that it was appropriate to reclassify in the current year.
Relevant disclosures in the Consolidated and separate financial statements: Note 15, Property, plant and equipment and Note 49a, Details of upstream assets	Our results: Based on our audit work, we are satisfied that the assumptions made in management's impairment calculations were appropriate.

Report of the Independent Auditors

For the year ended 31 December 2022



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OANDO PLC - CONTINUED

Other Information

The Directors are responsible for the other information. The other information comprises the Directors' Report, Statement of Directors' Responsibilities, Report of the Audit Committee and Other National Disclosures, which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. Other information does not include the consolidated and separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The Directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act 2023, and for such internal control as the Directors determine is necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Directors are responsible for assessing the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and or the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting processes.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- conclude on the appropriateness of the Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and /or the Company to cease to continue as a going concern.

Report of the Independent Auditors

For the year ended 31 December 2022



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OANDO PLC - CONTINUED

- evaluate the overall presentation, structure, and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

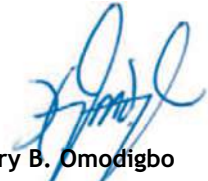
From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about matters or when, in extremely rare circumstances, we determine that matters should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the requirement of the Fifth Schedule of the Companies and Allied Matters Act, 2020, we confirm that:

- we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- in our opinion, proper books of account have been kept by the Group and Company, in so far as it appears from our examination of those books.
- the consolidated and separate statements of financial position and consolidated and separate statements of profit or loss and other comprehensive income agree with the books of account; and
- in our opinion, the consolidated and separate financial statements have been prepared in accordance with the provisions of the Companies and Allied Matters Act, 2020, so as to give a true and fair view of the state of affairs and financial performance of the Company and its subsidiaries.

Lagos, Nigeria
22 April 2024


Henry B. Omodigbo
FRC/2013/ICAN/00000003977
For: BDO Professional Services
Chartered Accountants



Statement of Profit or Loss

For the year ended 31 December 2022

	Notes	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Revenue from contract with customers	8c	1,993,754,362	804,796,463	1,556,744,962	714,455,776
Cost of sales	10a	(1,915,160,238)	(761,934,434)	(1,556,278,796)	(711,389,201)
Gross profit		78,594,124	42,862,029	466,166	3,066,575
Other operating income	9	28,479,819	37,407,485	20,139,934	31,546,180
Impairment of non-financial assets	10d	(16,810,883)	–	–	(2,500)
Reversal of impairment of financial assets, net	10d	12,493,545	104,926,976	3,542,491	10,838,133
Administrative expenses	10c	(82,172,353)	(106,366,671)	(27,585,160)	(49,817,284)
Operating profit/(loss)		20,584,252	78,829,819	(3,436,569)	(4,368,896)
Finance costs	12a	(97,372,852)	(78,582,818)	(32,722,053)	(22,998,629)
Finance income	12b	15,772,960	44,081,153	2,306,330	1,084,813
Finance costs, net		(81,599,892)	(34,501,665)	(30,415,723)	(21,913,816)
Share of (loss)/profit of associate	19	(824,826)	146,121	–	–
(Loss)/profit before income tax		(61,840,466)	44,474,275	(33,852,292)	(26,282,712)
Income tax expense	13a	(19,390,350)	(11,615,476)	(7,807,649)	(1,841,684)
(Loss)/profit for the year		(81,230,816)	32,858,799	(41,659,941)	(28,124,396)
(Loss)/profit attributable to:					
Equity holders of the parent		(78,719,263)	35,817,370	(41,659,941)	(28,124,396)
Non-controlling interest		(2,511,553)	(2,958,571)	–	–
		(81,230,816)	32,858,799	(41,659,941)	(28,124,396)
(Loss)/profit per share attributable to ordinary equity holders of the parent during the year (expressed in Naira per share):					
Basic and diluted (loss)/profit per share					
From (loss)/profit for the year	14	(6)	3	(3)	(2)

The statement of significant accounting policies, notes and other national disclosures on pages 95 to 186 form an integral part of these consolidated and separate financial statements.

Annual Consolidated Financial Statements

Statement of Other Comprehensive Income

For the year ended 31 December 2022

	Notes	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
(Loss)/profit for the year		(81,230,816)	32,858,799	(41,659,941)	(28,124,396)
Items that may be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of foreign operations		24,285,911	(2,396,232)	–	–
Share of associate's foreign currency translation reserve	33	38,760	149,150	–	–
		24,324,671	(2,247,082)	–	–
Items that may not be reclassified to profit or loss in subsequent periods:					
Remeasurement gain on defined benefit plan	33,37c	104,857	4,536	–	–
Other comprehensive profit/(loss) for the year		24,429,528	(2,242,546)	–	–
Total comprehensive (loss)/profit for the year		(56,801,288)	30,616,253	(41,659,941)	(28,124,396)
Attributable to:					
– Equity holders of the parent		(53,795,166)	34,414,480	(41,659,941)	(28,124,396)
– Non-controlling interests		(3,006,122)	(3,798,227)	–	–
Total comprehensive (loss)/profit for the year		(56,801,288)	30,616,253	(41,659,941)	(28,124,396)

Exchange differences on translation of foreign operations relates to exchange differences arising on a monetary item that forms part of the net investment in a foreign operation and translation of foreign subsidiaries.

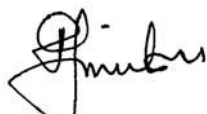
The statement of significant accounting policies, notes and other national disclosures on pages 95 to 186 form an integral part of these consolidated and separate financial statements.

Consolidated Statement Of Financial Position

As at 31 December 2022

Assets	Notes	Group 2022 N'000	Group 2021 N'000
Non-current assets			
Property, plant and equipment	15	462,706,448	430,961,454
Intangible assets	16	312,500,299	319,933,850
Right-of-use assets	17	7,818,960	9,758,695
Investment properties	18	4,450,000	3,440,000
Investment in associates	19	1,747,385	2,634,487
Deferred income tax assets	20	633,750	613,921
Derivative financial assets	21	–	3,899,203
Finance lease receivables	22	88,458,693	87,729,197
Prepayments	27	102,103	142,820
Restricted cash	31	3,600,838	4,822,553
		882,018,476	863,936,180
Current assets			
Inventories	24	1,807,163	35,504,317
Derivative financial assets	21	620,549	2,471,255
Trade, other receivables and contract assets	25	340,522,170	51,678,645
Deposit for shares	26	1,796,200	10,875,000
Prepayments	27	3,750,894	2,166,838
Financial assets at fair value through profit or loss	28	59,559	54,835
Short-term investments	30	923,701	1,500,136
Cash and cash equivalents	31	20,831,769	27,876,864
		370,312,005	132,127,890
Total assets		1,252,330,481	996,064,070
Equity and Liabilities			
Equity attributable to equity holders of the parent			
Share capital	32	6,215,706	6,215,706
Share premium	32	176,588,527	176,588,527
Retained loss		(568,003,702)	(480,619,594)
Other reserves	33	195,832,724	172,937,110
		(189,366,745)	(124,878,251)
Non controlling interest		(7,839,023)	(4,139,440)
Total equity		(197,205,768)	(129,017,691)
Liabilities			
Non-current liabilities			
Borrowings	34	110,465,837	173,663,081
Deferred income tax liabilities	20	3,680,666	3,203,782
Decommissioning provisions	35	142,287,995	143,139,816
Lease liabilities	36	3,575,711	4,022,392
Retirement benefit obligations	37	470,826	480,327
		260,481,035	324,509,398
Current liabilities			
Trade and other payables	38	705,848,498	446,930,768
Borrowings	34	396,870,904	287,118,919
Lease liabilities	36	41,498	295,395
Current income tax liabilities	13b	84,644,037	64,577,004
Dividend payable	39	1,650,277	1,650,277
		1,189,055,214	800,572,363
Total liabilities		1,449,536,249	1,125,081,761
Total equity and liabilities		1,252,330,481	996,064,070

The financial statements and notes on pages 95 to 186 were approved and authorised for issue by the Board of Directors on 8th April 2024 and were signed on its behalf by:


 Group Chief Executive
 Mr. Jubril Adewale Tinubu
 FRC/2013/NBA/00000003348


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

The statement of significant accounting policies and notes on pages 95 to 186 form an integral part of these consolidated and separate financial statements.

Annual Consolidated Financial Statements

Statement of Financial Position

As at 31 December 2022

	Notes	Company 2022 N'000	Company 2021 N'000
Assets			
Non-current assets			
Property, plant and equipment	15	1,499,606	1,333,579
Intangible assets	16	14,964	196,536
Right-of-use assets	17	4,311,850	5,706,796
Investment properties	18	4,450,000	3,440,000
Finance lease receivables	22	18,446,135	20,690,006
Investment in subsidiaries	29	22,467,109	22,467,109
Prepayments	27	9,463	—
		51,199,127	53,834,026
Current assets			
Inventories	24	—	30,798,315
Trade, other receivables and contract assets	25	263,701,319	123,069,631
Prepayments	27	57,169	66,122
Financial assets at fair value through profit or loss	28	59,560	52,256
Short-term investments	30	923,701	1,500,136
Cash and cash equivalents (excluding bank overdrafts)	31	618,792	1,193,819
		265,360,541	156,680,279
Total assets		316,559,668	210,514,305
Equity and Liabilities			
Equity attributable to equity holders			
Share capital	32	6,215,706	6,215,706
Share premium	32	176,588,527	176,588,527
Retained earnings		(426,680,079)	(385,020,138)
Total Equity		(243,875,846)	(202,215,905)
Liabilities			
Non-current liabilities			
Borrowings	34	6,026,823	6,345,754
Decommissioning provisions	35	146,010	109,408
Lease liabilities	36	14,913,824	18,151,150
		21,086,657	24,606,312
Current liabilities			
Trade and other payables	38	422,343,573	283,740,092
Borrowings	34	95,939,571	92,677,104
Current income tax liabilities	13b	12,674,363	4,866,714
Lease liabilities	36	6,741,073	5,189,711
Dividend payable	39	1,650,277	1,650,277
Deferred tax	19	—	—
		539,348,857	388,123,898
Total liabilities		560,435,514	412,730,210
Total equity and liabilities		316,559,668	210,514,305

The financial statements and notes on pages 95 to 186 were approved and authorised for issue by the Board of Directors on 8th April 2024 and were signed on its behalf by:



.....
Group Chief Executive
 Mr. Jubril Adewale Tinubu
 FRC/2013/NBA/00000003348



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

The statement of significant accounting policies and notes on pages 95 to 186 form an integral part of these consolidated and separate financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

Group	Share capital & Share premium ¹ N'000	Other reserves ² N'000	Retained earnings N'000	Equity holders of parent N'000	Non controlling interest N'000	Total equity N'000
Balance as at 1 January 2021	182,804,233	155,734,328	(424,258,964)	(85,720,403)	18,037,209	(67,683,194)
Profit/(loss) for the year	–	–	35,817,370	35,817,370	(2,958,571)	32,858,799
Other comprehensive loss for the year	–	(1,402,890)	–	(1,402,890)	(839,656)	(2,242,546)
Total comprehensive (loss)/income	–	(1,402,890)	35,817,370	34,414,480	(3,798,227)	30,616,253
Non controlling interest arising in business combination						
Change in ownership interests in subsidiaries that do not result in a loss of control (Note 46c)	–	18,605,672	(92,178,000)	(73,572,328)	(18,378,422)	(91,950,750)
Balance as at 31 December 2021	182,804,233	172,937,110	(480,619,594)	(124,878,251)	(4,139,440)	(129,017,691)
Balance as at 1 January 2022	182,804,233	172,937,110	(480,619,594)	(124,878,251)	(4,139,440)	(129,017,691)
Loss for the year	–	–	(78,719,263)	(78,719,263)	(2,511,553)	(81,230,816)
Transfer of share based payment reserve to retained earnings	–	(2,980,644)	2,980,644	–	–	–
Other comprehensive loss for the year	–	24,924,097	–	24,924,097	(494,569)	24,429,528
Total comprehensive loss for the year	–	21,943,453	(75,738,619)	(53,795,166)	(3,006,122)	(56,801,288)
Non controlling interest arising in business combination						
Change in ownership interests in subsidiaries that do not result in a loss of control (Note 46c)	–	952,161	(11,645,489)	(10,693,328)	(693,461)	(11,386,789)
Balance as at 31 December 2022	182,804,233	195,832,724	(568,003,702)	(189,366,745)	(7,839,023)	(197,205,768)

¹ Share capital includes Ordinary Shares and share premium (Note 32)² Other reserves include currency translation reserves and share based payment reserves (SBPR). See Note 33.

The statement of significant accounting policies and notes on pages 95 to 186 form an integral part of these consolidated and separate financial statements.

Annual Consolidated Financial Statements

Separate Statement of Changes in Equity

For the year ended 31 December 2022

Company	Share Capital & Share premium N'000	Retained earnings N'000	Equity holders of parent/ Total equity N'000
Balance as at 1 January 2021	182,804,233	(356,895,742)	(174,091,509)
Loss for the year	–	(28,124,396)	(28,124,396)
Total comprehensive loss	–	(28,124,396)	(28,124,396)
Balance as at 31 December 2021	182,804,233	(385,020,138)	(202,215,905)
Balance as at 1 January 2022	182,804,233	(385,020,138)	(202,215,905)
Loss for the year	–	(41,659,941)	(41,659,941)
Total comprehensive loss for the year	–	(41,659,941)	(41,659,941)
Balance as at 31 December 2022	182,804,233	(426,680,079)	(243,875,846)

The statement of significant accounting policies and notes on pages 95 to 186 form an integral part of these consolidated and separate financial statements.

Consolidated and Separate Statement of Cash Flows

For the year ended 31 December 2022

	Notes	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Cash flows from operating activities					
Cash generated from operations	40	19,978,288	(14,854,041)	(2,571,914)	(14,307,396)
Interest paid		(34,628,406)	(22,469,340)	(87,437)	(111,450)
Income tax paid	13b	(1,797,109)	(1,524,022)	–	–
Gratuity benefit paid	37c	(34,946)	–	–	–
Net cash used in operating activities		(16,482,173)	(38,847,403)	(2,659,351)	(14,418,846)
Cash flows from investing activities					
Purchases of property plant and equipment 1	15	(46,137,352)	(27,788,177)	(555,012)	(201,131)
Deposit for shares	26	(2,594,859)	(6,275,000)	–	–
Purchase of intangible exploration assets	16	(173,544)	(109,265)	–	–
Premium paid on hedges (Note 21)	21	(1,047,615)	(7,476,780)	–	–
Recoveries on non-current receivables	23b	10,250,035	30,185,979	–	19,622,721
Finance lease received	22iii	10,822,439	10,228,121	4,509,298	6,357,712
Interest received		101,696	23,640,927	101,694	45,338
Net cash (used in)/generated from investing activities		(28,779,200)	22,405,805	4,055,980	25,824,640
Cash flows from financing activities					
Proceeds from borrowings	40b	600,032,089	87,400,253	8,398,100	–
Repayment of borrowings	40b	(562,326,840)	(55,581,603)	(5,637,617)	(1,562,008)
Dividend received from an associate		101,036	–	–	–
Lease payments	36	(1,838,245)	(6,340,401)	(4,743,898)	(9,772,281)
Acquired minority interest		(8,200)	–	–	–
Restricted cash		1,377,478	3,099,537	–	–
Net cash generated from/(used in) financing activities		37,337,318	28,577,786	(1,983,415)	(11,334,289)
Net change in cash and cash equivalents		(7,924,055)	12,136,188	(586,786)	71,505
Cash and cash equivalents at the beginning of the year		27,876,864	14,566,389	1,193,819	1,072,747
Exchange gain on cash and cash equivalents		878,960	1,174,287	11,759	49,567
Cash and cash equivalents at end of the year		20,831,769	27,876,864	618,792	1,193,819
Cash and cash equivalent at year end is analysed as follows:					
Cash and bank balance	31	20,831,769	27,876,864	618,792	1,193,819

1 Purchases of property, plant and equipment exclude capitalised interest (2021: nil)

The statement of significant accounting policies and notes on pages 95 to 186 form an integral part of these consolidated and separate financial statements.

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For the year ended 31 December 2022

1. General information

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

Oando PLC (the "Company") is listed on the Nigerian Exchange Group and the Johannesburg Stock Exchange. In 2016, the Company embarked on a reorganisation and disposed some subsidiaries in the Energy, Downstream and Gas & Power segments. The Company disposed Oando Energy Services and Akute Power Ltd effective 31 March 2016 and also target companies in the Downstream division effective 30 June 2016. It also divested its interest in the Gas and Power segment in December 2016 with the exception of Alausa Power Ltd which was disposed off on 31 March 2017. The Company retains its significant ownership in Oando Trading Bermuda (OTB), Oando Trading Dubai (OTD) and its upstream businesses (See Note 8 for segment result), hereinafter referred to as the Group.

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

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

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

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

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

Pursuant of the Amended and Restated Loan Agreement between West Africa Investment Limited (the "Lender"/"WAIL"), Goldeneye Energy Resources Limited (the "Borrower") and Oando PLC (the "Guarantor") dated March 31, 2016, on one hand; and another Amended and Restated Loan Agreement between Goldeneye Energy Resources Limited (the "Borrower"), Southern Star Shipping Co Inc. (the "Lender"/"SS") and Oando PLC (the "Guarantor") also dated 31 March 2016; Oando PLC provided financial guarantee to the Lenders to the tune of US\$32m (WAIL: US\$27m, SS: US\$5m). The essence of the loans was for the borrower to acquire shares owned by the Lenders in Oando E&P Holdings Limited (OEPH), a subsidiary of Oando PLC. The Borrower agreed to repay the loans in 12 installments starting from March 2017. The financial guarantee required Oando PLC to pay to the Lenders in its capacity as Guarantor, the loan amounts due (inclusive of accrued interest) if the Borrower is unable to pay while the Borrower is also required to transfer the relevant number of shares held in OEPH to the Guarantor or its Nominee in the event of default.

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

On May 19, 2018, Oando PLC (through its subsidiary Calabar Power) acquired 8,631,225 shares in OEPH from some non-controlling interests (NCI) who were paid a cash consideration of US\$1.20 per share in accordance with the plan of arrangement executed for some NCI following the delisting of OER in 2016. As a result, Oando PLC now owns 79.27% (2018: 78.18%) shares in

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OEPH. Calabar Power (through Oando PLC) paid \$8.3 million (N3 billion) in 2018 and \$13.5 million (N4.9 billion) in 2019 to WAIL. On May 31, 2019, Goldeneye transferred 5,236,626 shares to Calabar Power amounting to \$13,349,083.59, thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 79.93%. Amounts paid up to 31 December 2019 have been reflected as deposit for shares in these consolidated financial statements. Subsequently, the company (through Oando PLC) paid the outstanding indebtedness to WAIL as follows: 2020: \$1.5 million, 2021: \$10 million while Goldeneye paid \$4.12 million in 2022 out of the indebtedness to Oando PLC of \$9.59 million. The final payment of \$4.12 million extinguished the debt to WAIL as guaranteed by Oando PLC. Upon the final payment and on April 12, 2022, the outstanding shares of 12,218,788 were transferred to Calabar Power.

On November 2, 2020, M1 Petroleum Limited (an NCI in OEPH) transferred 2,935,774 shares in OEPH (amounting to \$5 million) to Calabar Power thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 80.3%. Furthermore, on 31 March 2021 (the "effective date"), OODP Nigeria (the "Seller") agreed to sell, assign and deliver to the Calabar Power Limited (the "Purchaser") and the Purchaser agreed to purchase and accept from the Seller the Shares – 128,413,672 common shares of Oando E & P Holdings Limited ("OEPH") free from all encumbrances on the effective date for a consideration of \$225 million. The Seller and the Purchaser further agreed that costs and taxes directly related to the sale and transfer by the Seller shall be borne by the Seller; and that the consideration will be paid in full by the Purchaser within twelve months from the effective date. The Seller and Purchaser executed a Share Transfer Form on the effective date. A Share Certificate covering the 128,413,672 common shares dated the effective date was also issued to the Purchaser by Oando E & P Holdings Limited thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 96.51% at same date. Following the transfer of 12,218,788 shares in OEPH from WAIL to Calabar Power in April 2022, Oando PLC's (direct and indirect) percentage interest in OEPH to 98.05% at same date. On November 14 2022, M1 Petroleum Limited transferred 1,761,465 shares in OEPH to Calabar Power Limited thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 98.27% at same date (see Note 46c). Additional updates are available in Notes 26 and 44 (7).

2. Basis of preparation

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

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in Note 6.

3. Changes in accounting policies and disclosures

(a) New standards, amendments and interpretations adopted by the Group

The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2022. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Although these new standards and amendments were applied for the first time in 2022, they did not have a material impact on the annual consolidated financial statements of the Group. The nature and the impact of each new standard or amendment is described below:

– Reference to the Conceptual Framework – Amendments to IFRS 3

The amendments add an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets or IFRIC 21 Levies, if incurred separately. The exception requires entities to apply the criteria in IAS 37 or IFRIC 21, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date. At the same time, the amendments add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

The amendments must be applied prospectively. Earlier application is permitted if, at the same time or earlier, an entity also applies all of the amendments contained in the Amendments to References to the Conceptual Framework in IFRS Standards (March 2018). Effective for annual periods beginning on or after 1 January 2022. These amendment have no significant impact on the Group's consolidated financial statement.

– Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16

The amendment effective for annual periods beginning on or after 1 January 2022 prohibits entities from deducting from the cost of an item of property, plant and equipment (PP&E), any proceeds of the sale of items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity

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recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss. The amendment must be applied retrospectively only to items of PP&E made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment. These amendment have no significant impact on the Group's consolidated financial statement.

– Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37

The amendments apply a 'directly related cost approach'. The costs that relate directly to a contract to provide goods or services include both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract as well as costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

The amendments must be applied prospectively to contracts for which an entity has not yet fulfilled all of its obligations at the beginning of the annual reporting period in which it first applies the amendments (the date of initial application). Earlier application is permitted and must be disclosed. These amendment have no significant impact on the Group's consolidated financial statement. It is effective for annual periods beginning on or after 1 January 2022.

– Annual Improvements Process (AIP) IFRS 1 First-time Adoption of International Financial Reporting Standards – Subsidiary as a first-time adopter – Effective 1 January 2022

The amendment permits a subsidiary that elects to apply paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to IFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of IFRS 1. An entity applies the amendment for annual reporting periods beginning on or after 1 January 2022. Earlier application is permitted. These amendment have no significant impact on the Group's consolidated financial statement.

– AIP IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. There is no similar amendment proposed for IAS 39. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. An entity applies the amendment for annual reporting periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment has no significant impact on the Group's consolidated financial statement.

(b) New standards, amendments and interpretations issued and not effective for the financial year beginning 1 January 2022

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2023, and have not been applied in preparing these consolidated financial statements. None of these is expected to have significant effect on the consolidated financial statements of the Group, except the following set out below:

– Definition of Accounting Estimates – Amendments to IAS 8

The amended standard clarifies that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors. The previous definition of a change in accounting estimate specified that changes in accounting estimates may result from new information or new developments. Therefore, such changes are not corrections of errors. This aspect of the definition was retained by the Board. Effective for annual periods beginning on or after 1 January 2023. The amendment is not expected to have a significant impact on the Group's consolidated financial statement.

– Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the Board issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements (the PS), in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by: replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. Effective for annual periods beginning on or after 1 January 2023. The amendment is not expected to have a significant impact on the Group's consolidated financial statement.

– Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12

In May 2021, the Board issued amendments to IAS 12, which narrow the scope of the initial recognition exception under IAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognised in the

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financial statements (and interest expense) or to the related asset component (and interest expense). This judgement is important in determining whether any temporary differences exist on initial recognition of the asset and liability. Effective for annual periods beginning on or after 1 January 2023. These amendments may apply to the Group in future.

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

In January 2020, the Board issued amendments to paragraphs 69 to 76 of IAS 1 Presentation of Financial Statements to specify the requirements for classifying liabilities as current or non-current. The amendments clarify: What is meant by a right to defer settlement; That a right to defer must exist at the end of the reporting period; That classification is unaffected by the likelihood that an entity will exercise its deferral right; That only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification. The amendment is not expected to have a significant impact on the Group's consolidated financial statement. It is effective for annual periods beginning on or after 1 January 2023, however, in July 2021, the Board tentatively decided to defer the effective date of the 2020 amendments to no earlier than 1 January 2024.

– Lease Liability in a Sale and Leaseback – Amendments to IFRS 16

In September 2022, the Board issued amendments to IFRS 16, which specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. Effective for annual periods beginning on or after 1 January 2024. These amendments may apply to the Group in future.

– Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7

In May 2023, the Board issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures. Which specifies disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments will be effective for annual reporting periods beginning on or after 1 January 2024. Early adoption is permitted, but will need to be disclosed. These amendments may apply to the Group in future.

– International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12

In May 2023, the Board issued amendments to IAS 12, which introduce a mandatory exception in IAS 12 from recognising and disclosing deferred tax assets and liabilities related to Pillar Two income taxes. The amendments clarify that IAS 12 applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two Model Rules published by the Organization for Economic Cooperation and Development (OECD), including tax law that implements qualified domestic minimum top-up taxes. Such tax legislation, and the income taxes arising from it, are referred to as 'Pillar Two legislation' and 'Pillar Two income taxes', respectively. The disclosure of the current tax expense related to Pillar Two income taxes and the disclosures in relation to periods before the legislation is effective are required for annual reporting periods beginning on or after 1 January 2023, but are not required for any interim period ending on or before 31 December 2023. These amendments may apply to the Group in future.

– Lack of exchangeability – Amendments to IAS 21

The amendment to IAS 21 specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. If a currency is not exchangeable into another currency, an entity is required to estimate the spot exchange rate at the measurement date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments note that an entity can use an observable exchange rate without adjustment or another estimation technique. When an entity estimates a spot exchange rate because a currency is not exchangeable into another currency, it discloses information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows. The amendments will be effective for annual reporting periods beginning on or after 1 January 2025. Early adoption is permitted, but will need to be disclosed. The Group is yet to assess the impact of these amendments.

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(c) New and amended standards and interpretations that do not relate to the Group

- AIP IAS 41 Agriculture – Taxation in fair value measurements – Effective 1 January 2022.
- IFRS 17 Insurance Contracts – Effective 1 January 2023.
- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
- The IASB has deferred the effective date of these amendments indefinitely pending the outcome of its research project on the equity method of accounting.

4. Basis of Consolidation

(i) Subsidiaries

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

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

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

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

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

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

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

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

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

(iii) Disposal of subsidiaries

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

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(iv) Investment in associates

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

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

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

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

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

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

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

(v) Joint arrangements

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

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

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

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

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

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

Transactions with other parties in the joint operations

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

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

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

(vi) Functional currency and translation of foreign currencies

Functional and presentation currency

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

The Company's functional and presentation currency is Naira.

(vii) Transactions and balances in Group entities

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

(viii) Consolidation of Group entities

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

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

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

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

(ix) Common control business combinations

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

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

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

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

- The assets and the liabilities of the acquiree are recorded at book value and not at fair value
- Intangible assets and contingent liabilities are recognized only to the extent that they were recognized by the acquiree in accordance with applicable IFRS (in particular IAS 38: Intangible Assets).

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- iii. No goodwill is recorded in the consolidated financial statement. The difference between the acquirer's cost of investment and the acquiree's equity is taken directly to equity.
- iv. Any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities.
- v. Any expenses of the combination are written off immediately in the statement of comprehensive income.
- vi. Comparative amounts are restated as if the combination had taken place at the beginning of the earliest comparative period presented; and
- vii. Adjustments are made to achieve uniform accounting policies

(x) Business combinations and goodwill

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

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

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

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

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

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

5. Other significant accounting policies

(a) Segment reporting

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

(b) Revenue from contracts with customers

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

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

A valid contract is recognised as revenue after:

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

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

a) Revenue recognition

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

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

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

Definition of a customer

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

Identification of performance obligation

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

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

Contract enforceability and termination clauses

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

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

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

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

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

b) Transaction price

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

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

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

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

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

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

c) Contract modification and contract combination

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

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

The Group enters into new contracts with its customers only on the expiry of the old contract. In the new contracts, prices and scope may be based on terms in the old contract. In gas contracts, prices change over the course of time. Even though gas prices change over time, the changes are based on agreed terms in the initial contract i.e. price change due to

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consumer price index. The change in price is therefore not a contract modifications. Any other change expected to arise from the modification of a contract is implemented in the new contracts.

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

d) Portfolio expedients

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

e) Contract assets and liabilities

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

f) Disaggregation of revenue from contract with customers

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

(c) Property, plant and equipment

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

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

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

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

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

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

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

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Derecognition of property, plant and equipment

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

(d) Intangible assets

(a) Goodwill

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

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

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

(b) Computer software

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

(c) Concession contracts

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

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

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

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

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

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

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(e) Impairment of non-financial assets

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

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

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

(f) Financial instruments

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

a) Classification and measurement

Financial assets

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

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

Financial assets classified at amortised cost

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

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

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

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

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

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

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

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Financial assets classified at fair value through profit or loss

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

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

All the Group's financial assets as at 31 December 2022 satisfy the conditions for classification at amortised cost, fair value through profit or loss and as fair value through other comprehensive income under IFRS 9.

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

Financial liabilities

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

b) Impairment of financial assets

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

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

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

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

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

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

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c) Significant increase in credit risk and default definition

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

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

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

d) Derecognition

Financial assets

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

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

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

Financial liabilities

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

(g) Accounting for leases under IFRS 16

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

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

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

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

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

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

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

Leases in which the Group is a lessee

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

Lease liabilities

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

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

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

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

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

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

Right of use assets

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

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

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

Short-term leases and leases of low-value assets

Short-term leases are those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Low-value assets are assets that have values less than \$5,000 when new, e.g. small IT equipment and small items of office furniture, and depends on the nature of the asset. Lease payments on short-term leases and leases of low-value assets would be recognised as expenses in profit or loss on a straight-line basis over the lease term.

Extension and termination options

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

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Leases in which the Group is a lessor

Sub-leases

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

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

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

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

(h) Inventories

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

(i) Share capital

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

(j) Cash and cash equivalents

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

(k) Employee benefits

(i) Retirement benefit obligations

Defined contribution scheme

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

Defined benefit scheme

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

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

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

(ii) Employee share-based compensation

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options/awards) of the Group. The fair value of the employee

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

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

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

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

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

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

(iii) Other share based payment transactions

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

(iv) Profit-sharing and bonus plans

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

(l) Provisions

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

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

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

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

Decommissioning liabilities

A provision is recognised for the decommissioning liabilities for underground tanks described in Note 6iv. Based on management estimation of the future cash flows required for the decommissioning of those assets, a provision is recognised and the corresponding amount added to the cost of the asset under property, plant and equipment for assets measured using the cost model. For assets measured using the revaluation model, subsequent changes in the liability are recognised in revaluation reserves through OCI to the extent of any credit balances existing in the revaluation surplus reserve in respect of that asset. The present values are determined using a pre-tax rate which reflects current market assessments of the time value

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of money and the risks specific to the obligation. Subsequent depreciation charges of the asset are accounted for in accordance with the Group's depreciation policy and the accretion of discount (i.e. the increase during the period in the discounted amount of provision arising from the passage of time) included in finance costs.

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

(m) Current income and deferred tax

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

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

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

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

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

(n) Dividend

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

(o) Upstream activities

Exploration and evaluation assets

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

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

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

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

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Oil and gas assets

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

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

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

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

Refer to Note "5L" and Note 35 for information on the provision for estimated site restoration, abandonment costs and decommissioning costs.

(p) Impairment

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

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

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

Impairments, except those related to goodwill, are reversed as applicable to the extent that the events or circumstances that triggered the original impairment have changed.

Impairment charges and reversals are reported separately in the statement of profit or loss. As of the reporting date, an impairment charge of N16.8 billion (2021: nil) was recognised in intangible assets. See Note 16.

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

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

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(r) Production underlift and overlift

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

(s) Fair value

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

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

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

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

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

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

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

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

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

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

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

(t) Offshore processing arrangements

An offshore processing arrangement involves the lifting of crude oil from an owner (usually government/third party) in agreed specifications and quantities for a swap for agreed yields and specifications of refined petroleum products. Under such arrangements, the owner of the crude oil may not attach monetary value to the crude oil delivered to the Group or the refined products received from the Group. Rather, the owner defines the yields and specification of refined products expected from the Group. Sometimes, the owner may request the Group to deliver specific refined products, increase quantity of certain products contrary to previously agreed quantity ratios, or make cash payments in lieu of delivery of products not required ("retained

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products"). It is also possible that the owner may request the Group to pre-deliver refined products against future lifting of crude oil. Parties to offshore processing arrangements are often guided by terms and conditions codified in an Agreement/Contract. Such terms may include risk and title to crude oil and refined products, free on board or cost, insurance and freight deliveries by counterparties, obligations of counterparties, costs and basis of reimbursements, etc. Depending on the terms of an offshore processing arrangement, the Group may act as a principal or an agent.

The Group acting in the capacity of a principal under IFRS 15

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

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

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

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

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

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

The Group acting in the capacity of an agent under IFRS 15

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

(u) Investment properties

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

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

(v) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because: (i) it is not probable that an outflow of resources

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embodying economic benefits will be required to settle the obligation; or (ii) the amount of the obligation cannot be measured with sufficient reliability. The Group does not recognise contingent liability but discloses it unless the possibility of an outflow of resources embodying economic benefits is remote. When the possibility of an outflow of economic benefits becomes more than remote but less than probable, contingent liability is disclosed. If it becomes probable that there will be an outflow of economic benefits, a provision is recognised in the financial statements of the period in which the change in probability occurs (except in the extremely rare circumstances where no reliable estimate can be made). When the amount and timing of the liability become certain, the obligation is presented as a trade or other payable or as a financial liability. Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability while the Group recognises a provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable, except in the extremely rare circumstances where no reliable estimate can be made.

(w) Contingent assets

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

(x) ECL on financial guarantee contracts

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

Initial recognition

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

Subsequent measurement

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

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

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

6. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

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(a) Joint arrangements (Note 48b)

Judgement is required to determine when the Group has joint control over an arrangement, which requires an assessment of the relevant activities and when the decisions in relation to those activities require unanimous consent. The Group has determined that the relevant activities for its joint arrangements are those relating to the operating and capital decisions of the arrangement, including the approval of the annual capital and operating expenditure work program and budget for the joint arrangement, and the approval of chosen service providers for any major capital expenditure as required by the joint operating agreements applicable to the entity's joint arrangements. The considerations made in determining joint control are similar to those necessary to determine control over subsidiaries, as set out in Note 4i.

Judgement is also required to classify a joint arrangement. Classifying the arrangement requires the Group to assess their rights and obligations arising from the arrangement. Specifically, the Group considers:

- The structure of the joint arrangement – whether it is structured through a separate vehicle
- When the arrangement is structured through a separate vehicle, the Group also considers the rights and obligations arising from: the legal form of the separate vehicle; the terms of the contractual arrangement; and other facts and circumstances, considered on a case by case basis. This assessment often requires significant judgement. A different conclusion about both joint control and whether the arrangement is a joint operation or a joint venture, may materially impact the accounting.

(b) Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- For leases of land and/or buildings, if any leasehold improvements are expected to have a significant remaining value, the Group is reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors, including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and is within the control of the Group.

(c) Capitalisation of borrowing costs

Management exercises sound judgement when determining which assets are qualifying assets, taking into account, among other factors, the nature of the assets. An asset that normally takes more than one year to prepare for use is usually considered as a qualifying asset.

(d) Exploration costs

Exploration costs are capitalised pending the results of evaluation and appraisal to determine the presence of commercially producible quantities of reserves. Following a positive determination, continued capitalisation is subject to further exploration or appraisal activity in that either drilling of additional exploratory wells is under way or firmly planned for the near future or other activities are being undertaken to sufficiently progress the assessment of reserves and the economic and operating viability of the project. In making decisions about whether to continue to capitalise exploration costs, it is necessary to make judgments about the satisfaction of each of these conditions. If there is a change in one of these judgments in any period, then the related capitalised exploration costs would be expensed in that period, resulting in a charge to the statement of profit or loss.

(e) Offshore processing arrangements

Judgement is required in order to determine whether the Group or any of its affiliates acts as a principal or an agent in an offshore processing arrangement. In doing so, the Group considers the nature of arrangements, terms and conditions agreed to by the Group and counterparties and other relevant information. A different conclusion about the role of the Group in an offshore processing arrangement may materially impact the accounting for offshore processing arrangements.

Estimates and assumptions

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

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The estimates and assumptions that have significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

i Fair value estimation

Financial instruments

The fair value of financial instruments traded in active markets (such as available-for-sale securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flows analysis, and option pricing models refined to reflect the issuer's specific circumstances. See Note 7 on details of fair value estimation methods applied by the Group.

The carrying value less (impairment) provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

Employee share based payments

The fair value of employee share options is determined using valuation techniques such as the binomial lattice/black scholes model. The valuation inputs such as the volatility, dividend yield is based on the market indices of Oando PLC's shares.

Property, plant and equipment

Land and building are carried at revalued amounts. Formal revaluations are performed every three years by independent experts for these asset classes. Appropriate indices, as determined by independent experts, are applied in the intervening periods to ensure that the assets are carried at fair value at the reporting date. Judgement is applied in the selection of such indices. Fair value is derived by applying internationally acceptable and appropriately benchmarked valuation techniques such as depreciated replacement cost or market value approach.

The depreciated replacement cost approach involves estimating the value of the property in its existing use and the gross replacement cost. For this appropriate deductions are made to allow for age, condition and economic or functional obsolescence, environmental and other factors that might result in the existing property being worth less than a new replacement.

The market value approach involves comparing the properties with identical or similar properties, for which evidence of recent transaction is available or alternatively identical or similar properties that are available in the market for sale making adequate adjustments on price information to reflect any differences in terms of actual time of the transaction, including legal, physical and economic characteristics of the properties.

The useful life of each asset group has been determined by independent experts based on the build quality, maintenance history, operational regime and other internationally recognised benchmarks relative to the assets.

ii Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 5e. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. See Note 16 for detailed assumptions and methods used for impairment calculation.

If the estimated pre-tax discount rate applied to the discounted cash flows of the Exploration & Production segment had been higher by 11% (i.e. 14.6% instead of 13.1%), the Group would have recognised an impairment against goodwill of N3.2 million. The goodwill for the Trading segment has been fully impaired (Note 16b).

iii Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgment is required in determining the Group's provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

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iv Provision for environmental restoration

The Group records a liability for the fair value of legal obligations associated with the decommissioning of oil and gas and any other relevant assets in the period in which they are incurred, normally when the asset is purchased or developed. On recognition of the liability there is a corresponding increase in the carrying amount of the related asset known as the decommissioning cost, which is depleted on a unit-of-production basis over the life of the reserves for oil and gas assets. The liability is adjusted each reporting period to reflect the passage of time using the risk free rate, with the interest charged to earnings, and for revisions, to the estimated future cash flows. The changes in the estimate for decommissioning obligation are recorded both under the related asset and liability. When the estimate results in a reduction, the changes deducted from the carrying amount of the asset shall not exceed the carrying amount of the asset. Actual costs incurred upon settlement of the obligations are charged against the liability.

v Estimation of oil and gas reserves

Oil and gas reserves are key elements in Oando's investment decision-making process that is focused on generating value. They are also an important factor in testing for impairment. Changes in proved oil and gas reserves will affect the standardised measure of discounted cash flows and unit-of-production depreciation charges to the statement of profit or loss.

Proved oil and gas reserves are the estimated quantities of crude oil that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. Proved developed reserves are reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Estimates of oil and gas reserves are inherently imprecise, require the application of judgement and are subject to future revision. Accordingly, financial and accounting measures (such as the standardised measure of discounted cash flows, depreciation, depletion and amortisation charges, and decommissioning and restoration provisions) that are based on proved reserves are also subject to change.

Proved reserves are estimated by reference to available reservoir and well information, including production and pressure trends for producing reservoirs and, in some cases, subject to definitional limits, to similar data from other producing reservoirs. Proved reserves estimates are attributed to future development projects only where there is a significant commitment to project funding and execution and for which applicable governmental and regulatory approvals have been secured or are reasonably certain to be secured.

Furthermore, estimates of proved reserves only include volumes for which access to market is assured with reasonable certainty. All proved reserves estimates are subject to revision, either upward or downward, based on new information, such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. Changes in the technical maturity of hydrocarbon reserves resulting from new information becoming available from development and production activities have tended to be the most significant cause of annual revisions.

In general, estimates of reserves for undeveloped or partially developed fields are subject to greater uncertainty over their future life than estimates of reserves for fields that are substantially developed and depleted. As a field goes into production, the amount of proved reserves will be subject to future revision once additional information becomes available through, for example, the drilling of additional wells or the observation of long-term reservoir performance under producing conditions. As those fields are further developed, new information may lead to revisions.

vi Impairment of assets

For oil and gas properties with no proved reserves, the capitalisation of exploration costs and the basis for carrying those costs on the statement of financial position are explained above. For other properties, the carrying amounts of major property, plant and equipment are reviewed for possible impairment annually, while all assets are reviewed whenever events or changes in circumstances indicate that the carrying amounts for those assets may not be recoverable. If assets are determined to be impaired, the carrying amounts of those assets are written down to their recoverable amount. For this purpose, assets are grouped into cash-generating units based on separately identifiable and largely independent cash inflows. Impairments can also occur when decisions are taken to dispose off assets.

Impairments, except those relating to goodwill, are reversed as applicable to the extent that the events or circumstances that triggered the original impairment have changed. Estimates of future cash flows are based on current year end prices, management estimates of future production volumes, market supply and demand and product margins. Expected future production volumes, which include both proved reserves as well as volumes that are expected to constitute proved reserves in the future, are used for impairment testing because the Group believes this to be the most appropriate indicator of expected future cash flows, used as a measure of value in use.

Estimates of future cash flows are risk-weighted to reflect expected cash flows and are consistent with those used in the Group's business plans. A discount rate based on the Group's weighted average cost of capital (WACC) is used in

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impairment testing. Expected cash flows are then risk-adjusted to reflect specific local circumstances or risks surrounding the cash flows. Oando reviews the discount rate to be applied on an annual basis. The discount rate applied in 2022 was 13.1% (2021: 9.49%). Asset impairments or their reversal will impact income.

vii Useful lives and residual value of property, plant and equipment

The residual values, depreciation methods and estimated useful lives of property, plant and equipment are reviewed at least on an annual basis. The review is based on the current market situation.

The residual value of the various classes of assets were estimated as follows:

Land and building	–	10%
Plant and machinery	–	10%
Motor vehicles	–	10%
Furniture and fittings	–	10%
Computer and IT equipment	–	10%

These estimates have been consistent with the amounts realised from previous disposals for the various asset categories.

viii Investment properties

In 2017, the Company had an investment property (a land (5,168.14 sqms) in Abuja, Nigeria and in 2019, the Company perfected the title of another land of 10,864.11 sqm located in Oniru, Lagos, Nigeria as the sublease lease agreement for the Oniru Land was consented to by the Honorable Commissioner, Ministry of Physical Planning and Urban Development on February 01, 2019.

The fair value of the properties were determined during the year using the direct market comparison method of valuation by Emeka D. Eleh (FRC/2015/NIESV/00000013406), a representative of the independent estate valuer, Ubosi Eleh and Co (FRC/2014/00000003997) in January 2022. The direct comparison method involves the analysis of similar properties that have recently been transacted upon in the open market within the locality and adjusting appropriately to take care of the peculiarities and level of completion of the subject property in arriving at the value. This has therefore been classified under level 3.

ix Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default, expected loss rates and maximum contractual period. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 7.

7 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flows interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effect on its financial and operational performance.

The Group has a risk management function that manages the financial risks relating to the Group's operations under the policies approved by the Board of Directors. The Group's liquidity, credit, foreign currency, interest rate and price risks are continuously monitored. The Board approves written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest-rate risk and credit risk. The Group uses derivative financial instruments to manage certain risk exposures.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, trade and other receivables and payables, non current receivables, financial assets measured at fair value through profit or loss and derivative financial instruments.

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(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising primarily from various product sourcing activities as well as other currency exposures, mainly US Dollars. Foreign exchange risk arises when future commercial transactions and recorded assets and liabilities are denominated in a currency that is not the entity's functional currency e.g. foreign currency denominated loans, purchases and sales transactions etc. The Group manages their foreign exchange risk by revising cost estimates of orders based on exchange rate fluctuations, forward contracts and cross currency swaps transacted with commercial banks. The Group also apply internal hedging strategies with subsidiaries with USD functional currency.

Group		2022		2021	
		Pre-tax impact on total equity Increase in variable N'000	Decrease in variable N'000	Pre-tax impact on total equity Increase in variable N'000	Decrease in variable N'000
Instrument	Sensitivity Range				
US Dollar denominated bank balances and receivables	+/- 12%	47,952,120	(47,952,120)	13,576,805	(13,576,805)
US Dollar denominated trade payables and borrowing balances	+/- 12%	(125,860,722)	125,860,722	(91,173,884)	91,173,884

Company		2022		2021	
		Pre-tax impact on total equity Increase in variable N'000	Decrease in variable N'000	Pre-tax impact on total equity Increase in variable N'000	Decrease in variable N'000
Instrument	Sensitivity Range				
US Dollar denominated bank balances and receivables	+/- 12%	19,487,150	(19,487,150)	3,238,563	(3,238,563)
US Dollar denominated trade payables and borrowing balances	+/- 12%	(731,493)	731,493	(963,941)	963,941

(ii) Price risk

Equity price risk

The Group is exposed to equity security price risk because of its investments in the marketable securities classified as financial assets measured at fair value through profit or loss. The shares held by the Group are traded on the Nigerian Exchange Group. A 10% change in the market price of the instrument would result in N5.9 million gain/loss (2021: N5.2 million), to be recognised in equity.

Commodity price risk

Fluctuations in the international prices of crude oil would have corresponding effects on the results of operations of the Group. In order to mitigate against the risk of fluctuation in international crude oil prices, the Group hedges its exposure to fluctuations in the price of the commodity by entering into hedges for minimum volumes and prices in US\$ per barrel of oil.

The table below provides a summary of the impact of changes in crude oil prices and interest rates on income before tax, with all other variables held constant for the year ended December 31, 2022 and December 31, 2021.

		2022		2021	
		Income/(loss) before tax Increase in variable N'000	Decrease in variable N'000	Income/(loss) before tax Increase in variable N'000	Decrease in variable N'000
Instrument	Sensitivity Range				
Financial commodity contracts	+/- \$10 per barrel change in Brent crude oil price	(246)	226	(1,272)	1,771

(iii) Interest rate risk

The Group had a short term, highly liquid bank deposits of N923.7 million at a fixed interest rate of 18.41% as at 31 December 2022 (2021: N1.5 billion at a fixed interest rate of 10.25%). No limits are placed on the ratio of variable rate borrowing to fixed rate borrowing.

The Group does not have any investments in quoted corporate bonds that are of fixed rate and carried at fair value through profit or loss. Therefore the Group is not exposed to fair value interest rate risk arising from corporate bonds.

The Group has borrowings at variable rates, which expose the Group to cash flow interest rate risk. The Group regularly monitors financing options available to ensure optimum interest rates are obtained.

Management enters into derivative contracts as an economic hedge against interest and foreign currency exposures. As at the reporting date, the Group does not have any outstanding derivatives with respect to interest and foreign currency hedge.

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Group		2022		2021	
Instrument	Sensitivity Range	Income/(loss) before tax	Income/(loss) before tax	Income/(loss) before tax	Income/(loss) before tax
		Increase in variable N'000	Decrease in variable N'000	Increase in variable N'000	Decrease in variable N'000
Variable rate borrowings	+/- 100 basis points	(3,775,633)	3,775,633	(3,521,864)	3,521,864

Company		2022		2021	
Instrument	Sensitivity Range	Income/(loss) before tax	Income/(loss) before tax	Income/(loss) before tax	Income/(loss) before tax
		Increase in variable N'000	Decrease in variable N'000	Increase in variable N'000	Decrease in variable N'000
Variable rate borrowings	+/- 100 basis points	(65,507)	65,507	(67,808)	67,808

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, finance lease receivables, non-current receivables and deposits with banks as well as trade and other receivables. The Group has policies in place to ensure that credit limits are set for commercial customers taking into consideration the customers' financial position, past trading relationship, credit history and other factors.

Credit risk is monitored by the credit risk department of the Group's Financial Control Unit. It is their responsibility to review and manage credit risk, including environmental and social risk for all types of counterparties.

The Group has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties. Counterparties are assigned a risk rating and risk ratings are subject to regular revision. The credit quality review process aims to allow the Group to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

The Group assesses the credit risk of its financial assets based on the information obtained during periodic review of publicly available information, industry trends and payment records.

Impairment of financial assets

The Group has five types of financial assets that are subject to the expected credit loss model. These financial assets have been assessed using the simplified approach and general approach. See classification below:

Simplified approach:

- trade receivables and contract assets from sales of goods and provision of services

General approach:

- other receivables; comprises of inter-company receivables and inter-company loan receivables
- non-current receivables
- restricted cash, short term fixed deposits and bank balances
- finance lease receivable Oando PLC Annual Consolidated and Separate Financial Statements

Simplified approach

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the payment profiles of sales over a period of at least 2 years and the corresponding historical credit losses experienced within this period for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The Group has identified the gross domestic product (GDP) growth rate, oil prices, unemployment rate, interest rate, inflation rate and the exchange rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 25. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions.

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Trade receivables are written off where the Group determines that there are no realistic prospects of recovery, the financial asset and any related loss allowance is written off either partially or in full. Impairment losses on trade receivables are presented within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

GROUP

31 December 2022	Current	1 and 30 days past due	31 and 60 days past due	61 and 90 days past due	91 and 360 days past due	360 days past due	Total
Expected credit loss	3,667,889	84,757	89,778	84,339	128,161	6,108,046	10,162,970
Oando Energy Resources (OER)	148,710	79,534	84,172	78,794	90,699	1,700,315	2,182,224
Oando Trading DMCC Dubai (OTD)	40,465	—	—	—	—	481,284	521,749
Oando Logistics Services (OLS)	4,051	5,223	5,606	5,545	37,462	24,517	82,404
Company	3,474,663	—	—	—	—	3,901,929	7,376,592
Gross carrying amount – trade receivables	286,128,184	1,779,858	1,677,211	1,447,372	1,641,427	2,206,117	294,880,169
Oando Energy Resources (OER)	5,931,019	1,692,047	1,621,753	1,420,054	1,487,672	1,700,315	13,852,860
Oando Trading DMCC Dubai (OTD)	134,884,454	—	—	—	—	481,284	135,365,738
Oando Logistics Services (OLS)	88,991	87,811	55,458	27,318	153,755	24,517	437,850
Company	145,223,720	—	—	—	—	—	145,223,720

The breakdown of the above table is shown below:

Oando Energy Resources (OER)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	Total expected credit loss
Current	2,558,512	3,372,507	5,931,019	0.030%	4.39%	755	147,955	148,710
1 and 30 days past due	—	1,692,047	1,692,047	0.030%	4.70%	—	79,534	79,534
31 and 60 days past due	—	1,621,753	1,621,753	0.030%	5.19%	—	84,172	84,172
61 and 90 days past due	—	1,420,054	1,420,054	0.115%	5.55%	—	78,794	78,794
91 and 360 days past due	—	1,487,672	1,487,672	0.030%	6.10%	—	90,699	90,699
360 days past due	296,151	1,404,164	1,700,315	100.00%	100.00%	296,151	1,404,164	1,700,315
Total	2,854,663	10,998,196	13,852,860			296,906	1,885,318	2,182,224

Oando Trading DMCC Dubai (OTD)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	Total expected credit loss
Current	134,884,454	—	134,884,454	0.03%	—	40,465	—	40,465
1 and 30 days past due	—	—	—	99.97%	—	—	—	—
31 and 60 days past due	—	—	—	99.97%	—	—	—	—
61 and 90 days past due	—	—	—	99.97%	—	—	—	—
91 and 360 days past due	—	—	—	99.97%	—	—	—	—
360 days past due	481,284	—	481,284	100.00%	—	481,284	—	481,284
Total	135,365,738	—	135,365,738			521,749	—	521,749

Oando Logistics Services (OLS)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	Total expected credit loss
Current	40,544	48,447	88,991	5.57%	3.70%	2,260	1,791	4,051
1 and 30 days past due	83	87,728	87,811	15.44%	5.94%	13	5,210	5,223
31 and 60 days past due	80	55,378	55,458	27.45%	10.08%	22	5,584	5,606
61 and 90 days past due	5,414	21,904	27,318	43.47%	14.57%	2,354	3,191	5,545
91 and 360 days past due	—	153,755	153,755	56.82%	24.36%	—	37,462	37,462
360 days past due	5,773	18,744	24,517	100.00%	100.00%	5,773	18,744	24,517
Total	51,894	385,956	437,850			10,422	71,982	82,404

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COMPANY	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Individuals	Oil & Gas	Total	Individuals	Oil & Gas	Individuals	Oil & Gas	
Current – Third parties	–	141,321,790	141,321,790	0.00%	2.46%	–	3,474,663	3,474,663
Current – Related party*	–	–	–	0.00%	0.03%	–	–	–
360 days past due – Third party	–	3,901,930	3,901,930	100.00%	100.00%	–	3,901,929	3,901,929
Total	–	145,223,720	145,223,720			–	7,376,592	7,376,592

* The impairment of trade receivables from the related party is eliminated on consolidation.

31 December 2021 GROUP	Current	1 and 30 days past due	31 and 60 days past due	61 and 90 days past due	91 and 360 days past due	360 days past due	Total
Expected credit loss	632,472	292,335	332,340	315,977	1,413,597	8,958,904	11,945,625
Oando Energy Resources (OER)	621,778	289,090	332,188	314,930	1,393,621	1,245,938	4,197,545
Oando Trading DMCC Dubai (OTD)	10,580	–	–	–	–	466,226	476,806
Oando Logistics Services (OLS)	114	3,245	152	1,047	19,976	33,403	57,937
Company	–	–	–	–	–	7,213,336	7,213,336
Gross carrying amount – trade receivables	58,507,702	1,487,195	1,406,293	1,290,369	5,234,424	1,745,567	69,671,551
Oando Energy Resources (OER)	16,012,578	1,358,498	1,402,994	1,276,602	5,062,212	1,245,938	26,358,822
Oando Trading DMCC Dubai (OTD)	35,265,262	–	–	–	–	466,226	35,731,488
Oando Logistics Services (OLS)	16,526	128,698	3,299	13,767	172,212	33,403	367,905
Company	7,213,336	–	–	–	–	–	7,213,336

The breakdown of the above table is shown below;

Oando Energy Resources (OER)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	13,108,540	2,904,038	16,012,578	0.029%	21.280%	3,796	617,982	621,778
1 and 30 days past due	–	1,358,498	1,358,498	0.029%	21.280%	–	289,090	289,090
31 and 60 days past due	–	1,402,994	1,402,994	0.029%	23.677%	–	332,188	332,188
61 and 90 days past due	–	1,276,602	1,276,602	0.101%	24.669%	–	314,930	314,930
91 and 360 days past due	–	5,062,212	5,062,212	0.029%	27.530%	–	1,393,621	1,393,621
360 days past due	273,767	972,171	1,245,938	100.000%	100.000%	273,767	972,171	1,245,938
Total	13,382,307	12,976,515	26,358,822			277,563	3,919,982	4,197,545

Oando Trading DMCC Dubai (OTD)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	35,265,262	–	35,265,262	0.03%	–	10,580	–	10,580
1 and 30 days past due	–	–	–	99.97%	–	–	–	–
31 and 60 days past due	–	–	–	99.97%	–	–	–	–
61 and 90 days past due	–	–	–	99.97%	–	–	–	–
91 and 360 days past due	–	–	–	99.97%	–	–	–	–
360 days past due	466,226	–	466,226	100.00%	–	466,226	–	466,226
Total	35,731,488	–	35,731,488			476,806	–	476,806

Oando Logistics Services (OLS)	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Oil & Gas	Power & Utilities	Total	Oil & Gas	Power & Utilities	Oil & Gas	Power & Utilities	
Current	199	16,327	16,526	6.01%	0.62%	12	102	114
1 and 30 days past due	–	128,698	128,698	23.38%	2.52%	–	3,245	3,245
31 and 60 days past due	–	3,299	3,299	33.02%	4.60%	–	152	152
61 and 90 days past due	–	13,767	13,767	69.95%	7.60%	–	1,047	1,047
91 and 360 days past due	–	172,212	172,212	78.91%	11.60%	–	19,976	19,976
360 days past due	6,159	27,244	33,403	100.00%	100.00%	6,159	27,244	33,403
Total	6,358	361,547	367,905			6,171	51,766	57,937

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COMPANY	Gross carrying amount – trade receivables (A)			Loss rate (B)		Expected credit loss (A*B)		Total expected credit loss
	Individuals	Oil & Gas	Total	Individuals	Oil & Gas	Individuals	Oil & Gas	
Current – Third parties	–	–	–	0.00%	0.03%	–	–	–
Current – Related party*	–	–	–	0.00%	0.03%	–	–	–
360 days past due	–	7,213,336	7,213,336	100.00%	100.00%	–	7,213,336	7,213,336
Total	–	7,213,336	7,213,336			–	7,213,336	7,213,336

* The impairment of trade receivables from the related party is eliminated on consolidation.

Set out below is the movement in the allowance for expected credit losses of trade receivables:

	Group		Company	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Balance as at 1 January – under IAS 39	11,945,624	2,968,781	7,213,336	5,341
(Decrease)/increase in trade receivables loss allowance recognised in profit or loss during the year	(1,822,309)	9,893,380	163,256	7,207,995
Receivables written off during the year as uncollectible	–	(1,239,797)	–	–
Exchange difference	39,656	323,260	–	–
At 31 December	10,162,971	11,945,624	7,376,592	7,213,336

General approach – Expected credit loss measurement

The Group applied the IFRS 9 general approach to measuring expected credit losses which uses a three-stage approach in recognising the expected loss allowance for finance lease receivables, other receivables, non-current receivables, restricted cash, short-term fixed deposits and bank balances.

Expected credit loss (ECL) recognised for the period is a probability of weighted estimate of credit losses under different scenarios discounted at the effective interest rate of the financial asset. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are recognised in three stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (12-months ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (lifetime ECL). For those credit exposures that have already defaulted, a loss allowance equal to the exposure is recognised.

The ECL is determined by projecting the probability of default (PD), loss given default (LGD) and exposure at default (EAD) for each future month and for each individual exposure. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not been prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

Basis of inputs to the ECL model

Probability of default (PD)

The credit rating of the countries of the counterparties was used to reflect the assessment of the probability of default on these receivables. This was derived from Standard & Poor's (S&P) 2022 annual global rating scale to arrive at a PD for the respective countries. The PD for Stage 3 receivables was 100% as these amounts were deemed to be in default using the days past due criteria. The PD was adjusted for macro economics factors.

Loss given default (LGD)

The LGD is the average recovery rate for Moody's Senior Unsecured Corporate Bonds.

Exposure at default (EAD)

This is the amount that best represents the maximum exposure to credit risk at the end of the reporting period without taking account of any collateral.

Macroeconomic indicators

The real historical gross domestic product (GDP) growth rate in Nigeria, inflation rate, unemployment rate and crude oil price were identified as the key economic variables impacting the credit risk on these receivables. Forecasts of these economic variables (the "base economic scenario") provide the best estimate view of the economy in the last thirty (30) years. In addition to the base economic scenario, two additional scenarios (upturn and downturn) were derived as the scenario weightings.

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The probability weight attached to each of the scenarios was determined using the GDP growth rates. The historical GDP growth rates were evaluated at 95% confidence interval. Based on this confidence interval, 77.5% (2021:77.5%) of historical GDP growth rate observation falls within the acceptable bounds, 13.33% (2021:13.33%) of the observation relates to upturn while 9.17% (2021:9.17%) of the observation relate to periods of recession/downturn.

Staging

The Group considers both quantitative and qualitative indicators in classifying its receivables into the relevant stages for impairment calculation.

Stage 1 includes receivables that are less than 30 days past due (performing).

Stage 2 includes receivables that have been assessed to have experienced a significant increase in credit risk using the days past due criteria (i.e. the outstanding receivables amount are more than 30 days past due but less than 360 days past due) and other qualitative indicators such as the operational performance of the counterparty, increase in political risk concerns or other macro-economic factors and the risk of legal action, sanction or other regulatory penalties that may impair future financial performance.

Stage 3 receivables are receivables that have been assessed as being in default (i.e. receivables that are more than 360 days past due) or there is a clear indication that the imposition of financial or legal penalties and/or sanctions will make the full recovery of indebtedness highly improbable.

Definition of default and credit impaired financial assets

The Group considers a financial asset in default when contractual payments are 30 days past due except for receivables from Nigeria Bulk Electricity Trading PLC which is 60 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group (if any). A financial asset is written off where the Group determines that there are no realistic prospects of recovery, the financial asset and any related loss allowance is written off either partially or in full.

Group

Other receivables

The table below shows the credit quality of other receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	2022				2021
	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000	Total N'000
Performing	51,819,639	–	–	51,819,639	6,184,596
Adjustment	–	–	–	–	(16,208,137)
Non – performing					
Individually impaired	–	–	193,230,176	193,230,176	213,820,453
	51,819,639	–	193,230,176	245,049,815	203,796,912

The closing loss allowances for other receivables as at 31 December 2022 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2022	36,916	–	213,820,453	213,857,369
Impairment/(reversal of impairment) of assets	1,192	–	(1,995,163)	(1,993,971)
Exchange difference	–	–	(18,595,114)	(18,595,114)
At 31 December 2022	38,108	–	193,230,176	193,268,284

	2021			
Group	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
Performing	6,184,596	–	–	6,184,596
Adjustment	(16,208,137)	–	–	(16,208,137)
Non – performing				
Individually impaired	–	–	213,820,453	213,820,453
	(10,023,541)	–	213,820,453	203,796,912

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	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2021	829,469	–	277,806,429	278,635,898
Reversal of impairment of assets	(792,553)	–	(83,070,390)	(83,862,943)
Exchange difference	–	–	19,084,414	19,084,414
At 31 December 2021	36,916	–	213,820,453	213,857,369

Non-current receivables

The table below shows the credit quality of non-current receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	2022				2021 Total N'000
Group	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000	
Performing	–	–	–	–	–
Non – performing					
Individually impaired	–	–	9,292,177	9,292,177	9,292,177
Less: current portion of joint operations receivables reclassified to other receivables	–	–	(9,292,177)	(9,292,177)	(554,727)
	–	–	–	–	8,737,450

The closing loss allowances for non-current receivables as at 31 December 2022 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2022	–	–	8,737,450	8,737,450
Reversal of impairment	–	–	(10,250,035)	(10,250,035)
Exchange difference	–	–	1,512,585	1,512,585
At 31 December 2022	–	–	–	–

	2021				Total N'000
Group	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000	
Performing	–	–	–	–	–
Non – performing					
Individually impaired	–	–	9,292,177	9,292,177	9,292,177
Less: current portion of joint operations receivables reclassified to other receivables	–	–	(554,727)	(554,727)	(554,727)
	–	–	8,737,450	8,737,450	8,737,450

The closing loss allowances for non-current receivables as at 31 December 2021 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2021	–	–	39,117,247	39,117,247
Changes to contractual cash flows due to changes in exchange rates	–	–	–	–
Reversal of impairment of assets	–	–	(30,412,505)	(30,412,505)
Exchange difference	–	–	32,708	32,708
At 31 December 2021	–	–	8,737,450	8,737,450

Finance lease receivables

The table below shows the credit quality of finance lease receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	2022				2021 Total N'000
Group	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000	
Performing	90,787,682	–	–	90,787,682	88,376,204
Non – performing					
Individually impaired	–	–	–	–	–
	90,787,682	–	–	90,787,682	88,376,204

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The closing loss allowances for finance lease receivables as at 31 December 2022 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2022	647,007	–	–	647,007
Impairment of assets	1,572,770	–	–	1,572,770
Exchange difference	109,212	–	–	109,212
At 31 December 2022	2,328,989	–	–	2,328,989

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
Performing	88,376,204	–	–	88,376,204
Non – performing	–	–	–	–
Individually impaired	–	–	–	–
	88,376,204	–	–	88,376,204

The closing loss allowances for finance lease receivables as at 31 December 2021 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2021	1,152,304	–	–	1,152,304
Reversal of impairment of assets	(544,908)	–	–	(544,908)
Exchange difference	39,611	–	–	39,611
At 31 December 2021	647,007	–	–	647,007

Other receivables

The table below shows the credit quality of other receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000	2021 Total N'000
Company					
Performing	119,211,764	–	–	119,211,764	119,331,806
Non – performing	–	–	67,989,779	67,989,779	69,210,147
Individually impaired	–	–	67,989,779	67,989,779	69,210,147
	119,211,764	–	67,989,779	187,201,543	188,541,953

The closing loss allowances for other receivables as at 31 December 2022 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2022	–	–	69,210,145	69,210,145
Reversal of impairment of assets	(2,904,606)	–	(1,220,366)	(4,124,972)
At 31 December 2022	(2,904,606)	–	67,989,779	65,085,173

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
Performing	119,331,806	–	–	119,331,806
Non – performing	–	–	69,210,147	69,210,147
Individually impaired	–	–	69,210,147	69,210,147
	119,331,806	–	69,210,147	188,541,953

The closing loss allowances for other receivables as at 31 December 2021 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2021	771,733	–	66,617,279	67,389,012
(Reversal of impairment)/impairment of assets	(771,733)	–	2,592,866	1,821,133
At 31 December 2021	–	–	69,210,145	69,210,145

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Non-current receivables

The table below shows the credit quality of non-current receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

Company	2022				2021 Total N'000
	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000	
Performing	–	–	–	–	–
Non – performing					
Individually impaired	–	–	–	–	–
	–	–	–	–	–

The closing loss allowances for non-current receivables as at 31 December 2022 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2022	–	–	–	–
Reversal of impairment	–	–	–	–
At 31 December 2022	–	–	–	–

The table below shows the credit quality of non-current receivables as at 31 December 2021 which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	2021			
	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
Performing	–	–	–	–
Non – performing				
Individually impaired	–	–	–	–
	–	–	–	–

The closing loss allowances for non-current receivables as at 31 December 2021 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2021	–	–	19,393,451	19,393,451
Reversal of impairment of assets	–	–	(19,393,451)	(19,393,451)
At 31 December 2021	–	–	–	–

Finance lease receivables

The table below shows the credit quality of finance lease receivables which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

Company	2022				2021 Total N'000
	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000	
Performing	18,979,124	–	–	18,979,124	20,803,769
Non – performing					
Individually impaired	–	–	–	–	–
	18,979,124	–	–	18,979,124	20,803,769

The closing loss allowances for finance lease receivables as at 31 December 2022 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2022	113,763	–	–	113,763
Impairment of assets	419,226	–	–	419,226
At 31 December 2022	532,989	–	–	532,989

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The table below shows the credit quality of finance lease receivables as at 31 December 2021 which have been assessed by reference to historical information about counterparty default rates. The amounts presented are gross of impairment allowances.

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
Performing	20,803,769	–	–	20,803,769
Non – performing				
Individually impaired	–	–	–	–
	20,803,769	–	–	20,803,769

The closing loss allowances for finance lease receivables as at 31 December 2021 reconcile to the opening loss allowances as follows:

	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Total N'000
ECL allowance as at 1 January 2021	587,575	–	–	587,575
Reversal of impairment of assets	(473,812)	–	–	(473,812)
At 31 December 2021	113,763	–	–	113,763

At 31 December 2022

The table below shows the ECL charges on financial instruments for the year recorded in the income statement:

Group	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Simplified model N'000	Total N'000
Other receivables measured at amortised cost – charged to/(reversed in) statement of profit or loss	1,192	–	(1,995,163)	–	(1,993,971)
Non-current receivables measured at amortised cost – reversed in statement of profit or loss	–	–	(10,250,035)	–	(10,250,035)
Finance lease receivables measured at amortised cost – charged to statement of profit or loss	1,572,770	–	–	–	1,572,770
Trade receivables measured at amortised cost – reversed in statement of profit or loss	–	–	–	(1,822,309)	(1,822,309)
	1,573,962	–	(12,245,198)	(1,822,309)	(12,493,545)

Company	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Simplified model N'000	Total N'000
Other receivables measured at amortised cost – reversed in statement of profit or loss	(2,904,606)	–	(1,220,366)	–	(4,124,972)
Non-current receivables measured at amortised cost – charged to statement of profit or loss	–	–	–	–	–
Finance lease receivables measured at amortised cost – charged to statement of profit or loss	419,226	–	–	–	419,226
Trade receivables measured at amortised cost – reversed in statement of profit or loss	–	–	–	163,256	163,256
	(2,485,380)	–	(1,220,366)	163,256	(3,542,491)

At 31 December 2021

The table below shows the ECL charges on financial instruments for the year recorded in the income statement:

Group	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Simplified model N'000	Total N'000
Other receivables measured at amortised cost – reversed in statement of profit or loss	(792,553)	–	(83,070,390)	–	(83,862,943)
Non-current receivables measured at amortised cost – reversed in statement of profit or loss	–	–	(30,412,505)	–	(30,412,505)
Finance lease receivables measured at amortised cost – reversed in statement of profit or loss	(544,908)	–	–	–	(544,908)
Trade receivables measured at amortised cost – charged to statement of profit or loss	–	–	–	9,893,380	9,893,380
	(1,337,461)	–	(113,482,895)	9,893,380	(104,926,976)

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Company	Stage 1 N'000	Stage 2 N'000	Stage 3 N'000	Simplified model N'000	Total N'000
Other receivables measured at amortised cost – (reversed in)/charged to statement of profit or loss	(771,733)	–	2,592,868	–	1,821,135
Non-current receivables measured at amortised cost – reversed in statement of profit or loss	–	–	(19,393,451)	–	(19,393,451)
Finance lease receivables measured at amortised cost – reversed in statement of profit or loss	(473,812)	–	–	–	(473,812)
Trade receivables measured at amortised cost – charged to statement of profit or loss	–	–	–	7,207,995	7,207,995
	(1,245,545)	–	(16,800,583)	7,207,995	(10,838,133)

Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group and aggregated by Group treasury. Group treasury monitors cash forecast on a periodic basis in response to liquidity requirements of the Group. This helps to ensure that the Group has sufficient cash to meeting operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal targets.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table below are the contractual undiscounted cash flows.

Group	Less than 1 year N'000	Between 1 and 2 years N'000	Between 2 and 5 years N'000	Over 5 years N'000	Total N'000
At 31 December 2022:					
Borrowings*	390,044,555	192,894,157	70,449,207	348	653,388,266
Lease liabilities**	451,072	3,840,042	134,067	–	4,425,181
Dividend payable	1,650,277	–	–	–	1,650,277
Trade and other payables***	690,322,451	–	–	–	690,322,451
Total	1,082,468,354	196,734,200	70,583,274	348	1,349,786,175
At 31 December 2021:					
Borrowings*	390,250,030	164,929,856	51,191,950	37,697,520	644,069,356
Lease liabilities**	319,501	3,707,593	1,545,756	–	5,572,850
Dividend payable	1,650,277	–	–	–	1,650,277
Trade and other payables***	433,023,788	–	–	–	433,023,788
Total	825,243,597	168,637,449	52,737,706	37,697,520	1,084,316,271

* Included in borrowings is a total interest of N146.1 billion (2021: N183.3 billion)

** Included in lease liabilities is a total interest of N807.9 million (2021: N1.3 billion)

*** Trade and other payables excludes statutory payables.

Company	Less than 1 year N'000	Between 1 and 2 years N'000	Between 2 and 5 years N'000	Over 5 years N'000	Total N'000
At 31 December 2022:					
Borrowings*	16,935,687	71,587,959	61,978,605	–	150,502,252
Lease liabilities**	8,664,427	12,913,216	4,255,377	–	25,833,020
Dividend payable	1,650,277	–	–	–	1,650,277
Trade and other payables***	414,852,162	–	–	–	414,852,162
Total	442,102,554	84,501,175	66,233,982	–	592,837,711

	Less than 1 year N'000	Between 1 and 2 years N'000	Between 2 and 5 years N'000	Over 5 years N'000	Total N'000
At 31 December 2021:					
Borrowings*	117,046,183	35,239,342	35,239,342	35,239,342	222,764,210
Lease liabilities**	6,981,491	12,686,193	10,177,130	–	29,844,814
Dividend payable	1,650,277	–	–	–	1,650,277
Trade and other payables***	277,139,126	–	–	–	277,139,126
Total	402,817,077	47,925,535	45,416,472	35,239,342	531,398,427

* Included in borrowings is a total interest of N48.5 billion (2021: N123.7 billion)

** Included in lease liabilities is a total interest of N4.2 billion (2021: N6.5 billion)

*** Trade and other payables excludes statutory payables.

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Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may issue new capital or sell assets to reduce debt.

Various financial ratios and internal targets are assessed and reported to the Board on a quarterly basis to monitor and support the key objectives set out above. These ratios and targets include:

- Gearing ratio;
- Earnings before interest, tax, depreciation and amortisation (EBITDA);
- Fixed/floating debt ratio;
- Current asset ratio;
- Interest cover;

The Group's objective is to maintain these financial ratios in excess of any debt covenant restrictions and use them as a performance measurement and hurdle rate. The failure of a covenant test could render the facilities in default and repayable on demand at the option of the lender.

Accordingly, in situations where these ratios are not met, the Group takes immediate steps to redress the potential negative impact on its financial performance. Such steps include additional equity capital through rights issue and special placement.

Total capital is calculated as equity plus net debt. The gearing ratios as at the end of December 2022 and 2021 were as follows:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Total borrowings	507,336,741	460,782,000	101,966,394	99,022,858
Less: cash and cash equivalents (Note 31)	(20,831,769)	(27,876,864)	(618,792)	(1,193,819)
Restricted cash	(3,600,838)	(4,822,553)	–	–
Net debt	482,904,134	428,082,583	101,347,602	97,829,039
Total equity	(197,205,768)	(129,017,691)	(243,875,846)	(202,215,905)
Total capital	285,698,366	299,064,892	(142,528,244)	(104,386,866)
Gearing ratio	169%	143%	–71%	–94%

Fair Value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2022.

Financial instruments measured at fair value	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	59,559	–	–	59,559
Derivative financial assets				
– Commodity option contracts	–	620,549	–	620,549
Investment properties	–	–	4,450,000	4,450,000
Total assets	59,559	620,549	4,450,000	5,130,108

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The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2021.

	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	54,835	–	–	54,835
Derivative financial assets				
– Commodity option contracts	–	6,370,458	–	6,370,458
Convertible loan	–	–	–	–
Investment properties	–	–	3,440,000	3,440,000
Total assets	54,835	6,370,458	3,440,000	9,865,293

The following table presents the Company's assets and liabilities that are measured at fair value at 31 December 2022.

	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	59,560	–	–	59,560
Investment properties	–	–	4,450,000	4,450,000
Total assets	59,560	–	4,450,000	4,509,560

The following table presents the Company's assets and liabilities that are measured at fair value at 31 December 2021.

	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	52,256	–	–	52,256
Investment properties	–	–	3,440,000	3,440,000
Total assets	52,256	–	3,440,000	3,492,256

Financial instruments not measured at fair value but for which fair values are disclosed

Group	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
31 December 2022				
Finance lease receivable	–	–	92,123,059	92,123,059
31 December 2021				
Finance lease receivable	–	–	86,776,227	86,776,227
Liabilities				
31 December 2022				
Borrowings	–	–	499,114,565	499,114,565
Lease liabilities	–	–	3,157,610	3,157,610
31 December 2021				
Borrowings	–	–	540,574,752	540,574,752
Lease liabilities	–	–	7,522,303	7,522,303

Company	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
Assets				
31 December 2022				
Finance lease receivable	–	–	16,487,645	16,487,645
31 December 2021				
Finance lease receivable	–	–	21,760,872	21,760,872
Liabilities				
31 December 2022				
Borrowings	–	–	95,691,362	95,691,362
Lease liabilities	–	–	18,521,914	18,521,914
31 December 2021				
Borrowings	–	–	166,093,685	166,093,685
Lease liabilities	–	–	19,761,272	19,761,272

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The fair value of borrowings and finance lease receivables is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The own non-performance risk for borrowings as at 31 December 2022 and 2021 has been considered in the determination of the fair value and is immaterial. For receivables, the models incorporate various inputs including the credit quality of counterparties. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The individual credit worthiness of the customers have been considered in the valuation. The discount rate used for finance lease receivables and borrowing are 19% (2021: 15%) and 19% (2021: 15%) respectively.

There were no transfers between levels 1 and 2 during the year.

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on unadjusted quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry Group, and pricing market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily of Nigerian Exchange Group listed instruments classified as financial assets measured at fair value through profit or loss.

(b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Instruments included in level 2 comprise primarily of interest swaps and derivatives. Their fair values are determined based on marked to market values provided by the counterparty financial institutions. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity.

Specific valuation techniques used to value financial instruments include:

- The fair value of commodity contracts are calculated based on observable inputs which include forward prices of crude oil.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves;
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date, with the resulting value discounted back to present value;
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(c) Financial instruments in level 3

The level 3 instruments comprises of convertible loans with OES Integrated Services Limited ("OES") and investment properties.

The tables below presents the changes in level 3 instruments for the year ended 31 December 2022.

The fair value changes on the instruments were recognized in other operating income.

i Convertible loans – Financial assets at fair value through profit or loss

OES Integrated Services Limited ("OES") was incorporated as the Special Purpose Vehicle used to purchase the shares from Oando PLC, following which OES Energy Services Limited ("OESL") became a standalone company fully divested from the Oando Group. OES is a leading indigenous energy services company that provides oilfield services, particularly drilling rig services, to exploration & production companies operating in Nigeria.

On 22nd October 2018, a Convertible Note Purchase Agreement ("CNPA") was executed between Oando PLC and OES Integrated Services Limited ("OES") as part of the Management Buy Out transaction. The parties agreed to defer the payment of the debt on the terms stated in the CNPA and in consideration of this, OES agreed that it shall issue the Note to Oando PLC with a face value equal to the debt amount and no interest shall accrue on the Note. As at 31 December 2022, the debt amount of N12,485,094,736.70 was owed by OES to Oando PLC.

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ii Investment properties

The Company (through Unipetrol Nigeria PLC) signed a sublease agreement with Oniru Chieftaincy Family Property Company Limited, a limited liability company incorporated in Nigeria in 2002 for a parcel of land measuring approximately 10,864.112 sqm and known as Plot 13 in Block VI within the Oniru Chieftaincy Family Private Layout, Lekki Peninsula, Victoria Island, Lagos State, Nigeria for a consideration of N95 million. This agreement did not have the consent of the Attorney General and Commissioner for Justice for and on behalf of the Governor of Lagos State.

On 13 December 2006, the Commissioner for Lands on behalf of the Executive Governor of Lagos State revoked the right of occupancy of a part of the land (4,906.097 sqm) which was needed for public purpose (site/works yard for Lekki-Epe expressway expansion). However, on 11 December 2014 by a notice in the Lagos State of Nigeria official Gazette No 82 Vol. 47, the Executive Governor of Lagos State reinstated the revoked right of occupancy in the said portion of the land.

Another sublease agreement was signed on 3 November 2018 with Oniru Chieftaincy Family Property Company Limited for the same parcel of land which was consented to by the Honorable Commissioner, Ministry of Physical Planning and Urban Development on 1 February 2019. This land has been classified as an investment property as management's intention for use is yet to be determined.

(a) Oniru Land

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
At 1 January	2,150,000	1,950,000	2,150,000	1,950,000
Fair value gain	750,000	200,000	750,000	200,000
At 31 December	2,900,000	2,150,000	2,900,000	2,150,000

The fair value gain on the investment property has been recognized in the statement of profit or loss under other operating income.

(b) Abuja Land*

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
At 1 January	1,290,000	1,188,000	1,290,000	1,188,000
Fair value gain	260,000	102,000	260,000	102,000
At 31 December	1,550,000	1,290,000	1,550,000	1,290,000

* Details of the Abuja land had been reported in the 2017 audited consolidated financial statements and management is yet to decide on the use of the land.

The fair value gain on the investment property has been recognized in the statement of profit or loss under other operating income.

The fair value of the investment properties were determined in February 2023 using the direct market comparison method of valuation by Emeka D. Eleh (FRC/2015/NIESV/00000013406), a representative of the independent estate valuer, Ubosi Eleh and Co (FRC/2014/00000003997). The direct comparison method involves the analysis of similar properties that have recently been transacted upon in the open market within the locality and adjusting appropriately to take care of the peculiarities and level of completion of the subject property in arriving at the value. This has therefore been classified under level 3.

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Description of significant unobservable inputs to valuation:

Description of valuation techniques used and key inputs to valuation of investment properties:

2022	Valuation technique	Significant unobservable inputs	Sensitivity Range	Sensitivity of the input to fair value	
Investment properties (Abuja and Lagos, Nigeria)	Direct Market Comparism Method	Estimated value per square metre (Abuja Land – N300,000/ Lagos Land – N267,000)	5%	5% decrease in estimated value per sqm would result in a decrease in the fair value by N77.5 million (Abuja)/ N145 million (Lagos)	5% increase in estimated value per sqm would result in an increase in the fair value by N77.5 million (Abuja)/ N145 million (Lagos)
			10%	10% decrease in estimated value per sqm would result in a decrease in the fair value by N155 million (Abuja)/N290 million (Lagos).	10% increase in estimated value per sqm would result in an increase in the fair value by N155 million (Abuja)/N290 million (Lagos).
			15%	15% decrease in estimated value per sqm would result in a decrease in the fair value by N232.5 million (Abuja)/ N435 million (Lagos).	15% increase in estimated value per sqm would result in an increase in the fair value by N232.5 million (Abuja)/ N435 million (Lagos).
2021	Valuation technique	Significant unobservable inputs	Sensitivity Range	Sensitivity of the input to fair value	
Investment properties (Abuja and Lagos, Nigeria)	Direct Market Comparism Method	Estimated value per square metre (Abuja Land – N250,000/ Lagos Land – N198,000)	5%	5% decrease in estimated value per sqm would result in a decrease in the fair value by N64.5 million (Abuja)/ N107.5 million (Lagos)	5% increase in estimated value per sqm would result in an increase in the fair value by N64.5 million (Abuja)/ N107.5 million (Lagos)
			10%	10% decrease in estimated value per sqm would result in a decrease in the fair value by N129 million (Abuja)/N215 million (Lagos).	10% increase in estimated value per sqm would result in an increase in the fair value by N129 million (Abuja)/ N215 million (Lagos).
			15%	15% decrease in estimated value per sqm would result in a decrease in the fair value by N193.5 million (Abuja)/ N322.5 million (Lagos).	15% increase in estimated value per sqm would result in an increase in the fair value by N193.5 million (Abuja)/ N322.5 million (Lagos).

8 Segment information

The Group Leadership Council (GLC) is the Group's chief operating decision-maker. Management has determined the operating segments based on the performance reports reviewed monthly by Group Leadership Council (GLC) and these reports are used to make strategic decisions. GLC considers the businesses from a divisional perspective. Each of the division's operations may transcend different geographical locations.

The GLC assesses the performance of the operating segments by reviewing actual results against set targets on revenue, operating profit and profit after tax for each division. Interest expenses suffered by the corporate division on loans raised on behalf of the other divisions and similar operating expenses are transferred to the relevant divisions. Transactions between operating segments are on arm's length basis in a manner similar to transactions with third parties.

The Group was re-organised following the sale of target entities in the marketing, refining and terminals segment, gas and power segment and energy services segment. The Group discontinued the energy services segment, marketing, refining and terminals segment and gas and power segment (excluding Alausa Power Ltd) effective 31 March 2016, 30 June 2016 and 31st December 2016 respectively whereas Alausa Power Ltd was discontinued 31 March 2017. At 31 December 2022, the Group has four operating segments namely:

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

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(a) The segment results for the year ended 31 December, 2022 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Total gross segment revenue	120,389,376	1,836,011,025	–	1,564,379,687	3,520,780,088
Inter-segment revenue	–	(724,271,580)	–	(802,754,146)	(1,527,025,726)
Revenue from external customers	120,389,376	1,111,739,445	–	761,625,541	1,993,754,362
Operating (loss)/profit	(15,278,126)	20,262,123	(576,375)	16,176,630	20,584,252
Finance cost	(55,935,747)	(12,794,730)	(1,297)	(28,641,078)	(97,372,852)
Finance income	15,613,314	–	–	159,646	15,772,960
Net finance cost	(40,322,433)	(12,794,730)	(1,297)	(28,481,432)	(81,599,892)
Share of loss in associate	(824,826)	–	–	–	(824,826)
(Loss)/profit before income tax	(56,425,385)	7,467,393	(577,672)	(12,304,802)	(61,840,466)
Income tax expense	(11,106,513)	–	–	(8,283,837)	(19,390,350)
(Loss)/profit for the year	(67,531,898)	7,467,393	(577,672)	(20,588,639)	(81,230,816)

* Corporate & Others include consolidation adjustments (excluding inter-segment revenue)

The segment results for the year ended 31 December, 2021 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Total gross segment revenue	101,038,533	801,243,527	–	721,772,212	1,624,054,272
Inter-segment revenue	–	(271,742,815)	–	(547,514,994)	(819,257,809)
Revenue from external customers	101,038,533	529,500,712	–	174,257,218	804,796,463
Operating (loss)/profit	(48,271,332)	707,231	(472)	126,394,392	78,829,819
Finance cost	(56,334,914)	(1,016,934)	(4)	(21,230,966)	(78,582,818)
Finance income	44,034,658	–	–	46,495	44,081,153
Net finance cost	(12,300,256)	(1,016,934)	(4)	(21,184,471)	(34,501,665)
Share of profit in associate	146,121	–	–	–	146,121
(Loss)/profit before income tax	(60,425,467)	(309,703)	(476)	105,209,921	44,474,275
Income tax expense	(10,323,118)	–	–	(1,292,358)	(11,615,476)
(Loss)/profit for the year	(70,748,585)	(309,703)	(476)	103,917,563	32,858,799

* Corporate & Others include consolidation adjustments (excluding inter-segment revenue)

Crude marketing services income was reclassified from other operating income (Note 9) to total gross segment revenue (Note 8) in 2021 for comparability.

(b) Reconciliation of reporting segment information

	Revenue N'000	Operating profit N'000	Finance income N'000	Finance cost N'000	Profit before income tax N'000	Income tax expense N'000
2022						
As reported in the segment report	3,520,780,088	20,584,252	15,772,960	(97,372,852)	(61,840,466)	(19,390,350)
Elimination of inter-segment transactions on consolidation	(1,527,025,726)	–	–	–	–	–
As reported in the statement of profit or loss	1,993,754,362	20,584,252	15,772,960	(97,372,852)	(61,840,466)	(19,390,350)
2021						
As reported in the segment report	1,624,054,272	78,829,819	44,081,153	(78,582,818)	44,474,275	(11,615,476)
Elimination of inter-segment transactions on consolidation	(819,257,809)	–	–	–	–	–
As reported in the statement of profit or loss	804,796,463	78,829,819	44,081,153	(78,582,818)	44,474,275	(11,615,476)

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Inter-segment revenue represents intercompany dividend income, sales between subsidiaries. Profit on inter-segment sales and intercompany dividend income have been eliminated on consolidation.

Other information included in the statement of profit or loss by segment are:

Year ended 31 December 2022:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Depreciation (Note 10c)	707,570	6,172	–	1,174,400	1,888,142
Depreciation of right of use asset (Note 17, 10c)	4,391,285	84,268	–	(1,952,608)	2,522,945
Amortisation of intangible assets (Note 10c)	–	–	(80)	181,572	181,492
Impairment losses/(reversal of impairment) of assets (Note 10d)	19,459,377	569,082	280,605	(15,994,014)	4,315,050

* Corporate & Others include consolidation adjustments.

Year ended 31 December 2021:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Depreciation (Note 10c)	18,844,411	60,211	–	1,122,877	20,027,499
Depreciation of right of use asset (Note 17, 10c)	4,683,965	78,112	–	(2,208,655)	2,553,422
Amortisation of intangible assets (Note 10c)	–	–	80	238,785	238,865
Impairment losses/(reversal of impairment) of assets (Note 10d)	26,433,027	695,927	145	(132,056,075)	(104,926,976)

* Corporate & Others include consolidation adjustments.

The segment assets and liabilities and capital expenditure for the year ended 31 December, 2022 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Assets	935,881,651	163,711,645	425,579	152,311,606	1,252,330,481
Investment in an associate	1,747,385	–	–	–	1,747,385
Liabilities	952,701,073	294,673,920	78,959	202,082,297	1,449,536,249
Capital Expenditure*	45,740,886	4,996	–	565,014	46,310,896

* Corporate & Others include consolidation adjustments.

The segment assets and liabilities as of 31 December, 2021 and capital expenditure for the year then ended are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Assets	911,846,795	33,869,800	564,659	49,782,816	996,064,070
Investment in an associate	2,634,487	–	–	–	2,634,487
Liabilities	874,301,986	73,982,021	7,834	176,789,920	1,125,081,761
Capital Expenditure	27,618,270	5,767	45,958	227,447	27,897,442

* Corporate & Others include consolidation adjustments.

* Capital expenditure comprises additions to property, plant and equipment and intangible asset, excluding goodwill.

The Group's business segments operate in three main geographical areas. The group derives revenue from the transfer of goods and services over time and at a point in time.

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Segment information on a geographical basis for the year ended 31 December 2022 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segment revenue:					
Within Nigeria	120,389,376	–	–	1,564,379,687	1,684,769,063
Other countries	–	1,836,011,025	–	–	1,836,011,025
Inter-segment revenue	–	(724,271,580)	–	(802,754,146)	(1,527,025,726)
Revenue from external customers	120,389,376	1,111,739,445	–	761,625,541	1,993,754,362
Total assets					
Within Nigeria	932,433,386	–	425,579	152,311,606	1,085,170,571
Other West African countries	–	151,610	–	–	151,610
Other countries	3,448,265	163,560,035	–	–	167,008,300
	935,881,651	163,711,645	425,579	152,311,606	1,252,330,481
Capital expenditure					
Within Nigeria	45,740,886	–	–	558,377	46,299,263
Other countries	–	4,996	–	6,637	11,633
	45,740,886	4,996	–	565,014	46,310,896

* Corporate & Others include consolidation adjustments (excluding inter-segment revenue)

Segment information on a geographical basis for the year ended 31 December 2021 are as follows:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segment revenue:					
Within Nigeria	101,038,533	–	–	721,772,212	822,810,745
Other countries	–	801,243,527	–	–	801,243,527
Inter-segment revenue	–	(271,742,815)	–	(547,514,994)	(819,257,809)
Revenue from external customers	101,038,533	529,500,712	–	174,257,218	804,796,463

* Corporate & Others include consolidation adjustments (excluding inter-segment revenue)

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Total assets					
Within Nigeria	908,771,780	–	564,659	49,782,816	959,119,255
Other West African countries	–	143,248	–	–	143,248
Other countries	3,075,015	33,726,552	–	–	36,801,567
	911,846,795	33,869,800	564,659	49,782,816	996,064,070

* Corporate & Others include consolidation adjustments.

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Capital expenditure					
Within Nigeria	27,618,270	–	45,958	201,131	27,865,359
Other countries	–	5,767	–	26,316	32,083
	27,618,270	5,767	45,958	227,447	27,897,442

Revenue are disclosed based on the country in which the customer is located. Total assets are allocated based on where the assets are located. NNPC and Mercuria contributes more than 15% of the Group's revenue.

* Corporate & Others include consolidation adjustments.

Capital expenditure is allocated based on where the assets are located.

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(c) Disaggregated revenue information

Group

Set out below is the disaggregation of the Group's revenue from contracts with customers for the year ended 31 December 2022:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segments					
Sale of crude oil	81,672,759	1,836,011,025	–	1,564,379,687	3,482,063,471
Sale of gas	28,783,132	–	–	–	28,783,132
Sale of energy	6,211,158	–	–	–	6,211,158
Sale of natural gas liquid	429,178	–	–	–	429,178
Revenue from service	3,293,149	–	–	–	3,293,149
Inter-segment revenue	–	(724,271,580)	–	(802,754,146)	(1,527,025,726)
Total revenue from contracts with customers	120,389,376	1,111,739,445	–	761,625,541	1,993,754,362
Geographical markets					
Within Nigeria	120,389,376	–	–	1,564,379,687	1,684,769,063
Other countries	–	1,836,011,025	–	–	1,836,011,025
Inter-segment revenue	–	(724,271,580)	–	(802,754,146)	(1,527,025,726)
Total revenue from contracts with customers	120,389,376	1,111,739,445	–	761,625,541	1,993,754,362
Timing of revenue recognition:					
Goods transferred at a point in time	88,313,095	1,836,011,025	–	1,564,379,687	3,488,703,807
Services transferred over time	32,076,281	–	–	–	32,076,281
Inter-segment revenue	–	(724,271,580)	–	(802,754,146)	(1,527,025,726)
	120,389,376	1,111,739,445	–	761,625,541	1,993,754,362

* Corporate & Others include consolidation adjustments (excluding inter-segment revenue)

Set out below is the disaggregation of the Group's revenue from contracts with customers for the year ended 31 December 2021:

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segments - Type of goods or service					
Sale of crude oil	66,637,807	801,243,527	–	721,772,212	1,589,653,546
Sale of gas	22,481,324	–	–	–	22,481,324
Sale of energy	5,423,491	–	–	–	5,423,491
Sale of natural gas liquid	1,704,954	–	–	–	1,704,954
Terminal service	4,790,957	–	–	–	4,790,957
Inter-segment revenue	–	(271,742,815)	–	(547,514,994)	(819,257,809)
Total revenue from contracts with customers	101,038,533	529,500,712	–	174,257,218	804,796,463

* Corporate & Others include consolidation adjustments (excluding inter-segment revenue)

	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segments - Geographical markets					
Within Nigeria	101,038,533	–	–	721,772,212	822,810,745
Other countries	–	801,243,527	–	–	801,243,527
Inter-segment revenue	–	(271,742,815)	–	(547,514,994)	(819,257,809)
Total revenue from contracts with customers	101,038,533	529,500,712	–	174,257,218	804,796,463

* Corporate & Others include consolidation adjustments (excluding inter-segment revenue)

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	Exploration & Production N'000	Supply & Trading N'000	Mining & Infrastructure Development N'000	Corporate & Others* N'000	Total N'000
Segments - Timing of revenue recognition:					
Goods transferred at a point in time	73,766,252	801,243,527	–	721,772,212	1,596,781,991
Services transferred over time	27,272,281	–	–	–	27,272,281
Inter-segment revenue	–	(271,742,815)	–	(547,514,994)	(819,257,809)
	101,038,533	529,500,712	–	174,257,218	804,796,463

* Corporate & Others include consolidation adjustments (excluding inter-segment revenue)

Company

Set out below is the disaggregation of the Company's revenue from contracts with customers for the year:

	2022 N'000	2021 N'000
Type of goods or service		
Sale of crude oil	1,556,744,962	714,455,776
Geographical markets		
Within Nigeria	1,556,744,962	714,455,776
Timing of revenue recognition:		
Goods transferred at a point in time	1,556,744,962	714,455,776

(d) Assets related to contracts with customers

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Trade receivables (Note 25)	294,880,169	69,671,551	145,223,718	7,213,336
Loss allowance (Note 25)	(10,162,971)	(11,945,624)	(7,376,592)	(7,213,336)
	284,717,198	57,725,927	137,847,126	–

(e) Performance obligations

Information about the Group's performance obligations are summarised below:

Sale of oil, gas and energy

The Group delivers its promised goods to customers in volumes depending on annual contract quantity and all variations provided by the contract in the case of sale of crude oil. The Group recognizes its revenue for oil and energy at a point in time. Revenue for gas is recognised over time with an appropriate measure of progress. This measure is based on volume delivered.

Terminal service revenue

The Group recognizes revenue as a terminal service is being performed.

9 Other operating income

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Foreign exchange gain (Note 10b)	32,906,838	14,122,196	17,661,327	9,307,314
Fair value loss on commodity options (Note 10b)	(6,686,545)	(1,100,258)	–	–
Fair value gain on investment properties (Note 10b, 18)	1,010,000	302,000	1,010,000	302,000
Rental income	76,388	1,028,537	159,651	1,121,188
Fair value gain on quoted equity instruments (Note 28)	7,304	3,042	7,304	3,042
Insurance claim received	667,430	537	–	–
Gain on lease modification	–	14,056,038	–	13,593,345
Gain on deemed disposal of associates	–	8,672,770	–	5,956,339
Sundry income	498,404	322,623	1,301,652	1,262,952
	28,479,819	37,407,485	20,139,934	31,546,180

Crude marketing services income was reclassified from other operating income (Note 9) to total gross segment revenue (Note 8) in 2021 for comparability.

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During the year, the Group realised a net derivative loss of N6.7 billion (2021 – loss of N1.1 billion) on commodity contracts see Note 21b for further details of fair value loss on the financial commodity contract.

The Group's sundry income largely relates to income from service agreements with customers of N52.9 million (2021: N48.5 million), miscellaneous income of N421.6 million (2021: N95.4 million), and consultancy services income (2022: nil; 2021: N61.9 million).

The Company's sundry income largely relates to income from service agreements with customers of N1.3 billion (2021: N1.3 billion).

10 Expenses by nature of operating profit

The following items have been charged/(credited) in arriving at the operating profit:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
(a) Cost of sales:				
Inventory cost and other directly attributable costs	1,915,160,238	761,934,434	1,556,278,796	711,389,201
(b) Included in other operating income:				
Total foreign exchange gain (Note 9)	32,906,838	14,122,196	17,661,327	9,307,314
Write off of property, plant and equipment (Note 40a)	(60)	–	–	–
Fair value loss on commodity options (Note 9, 21b)	(6,686,545)	(1,100,258)	–	–
Fair value gain on investment properties (Note 9, 18, 40a)	1,010,000	302,000	1,010,000	302,000
(c) Administrative expenses				
Depletion/depreciation on property plant and equipment (Note 15, 40a)	1,888,142	20,027,499	388,985	376,510
Depreciation on right of use asset (Note 17, 40a)	2,522,945	2,553,422	1,522,760	1,562,792
Amortisation of intangible assets (Note 16, 40a)	181,492	238,865	181,572	238,785
Foreign exchange loss	31,530,910	12,883,738	16,567,259	17,065,595
Employees benefit expense (Note 11b)	13,752,531	10,135,618	379,737	332,333
Auditors remuneration*	337,975	362,340	124,953	105,862
Professional fees	19,325,372	23,645,144	3,952,291	654,206
Rent and other hiring costs	84,761	134,291	25,360	25,643
Travelling expenses	2,540,671	1,161,659	40,334	2,353
Handling charges	3,276,141	3,030,438	–	–
(Reversal of ECL)/ECL on financial guarantee	–	(2,935,817)	2,711,874	(2,935,817)
Business development expenses	110	–	–	–
Utilities and entertainment	251,732	111,473	19,412	7,848
Settlement of a shareholder	–	29,414,787	–	29,414,787
Business communication expenses	1,019,429	519,256	112,971	27,951
Licences and permits	400,237	420,131	13,915	4,801
Board expenses	1,021,749	970,800	494,425	449,107
Subscription	1,731,012	774,108	703,047	81,324
Insurance	204,703	190,098	35,828	32,274
Sundry expenses	2,102,439	2,728,822	310,435	2,370,930
	82,172,353	106,366,671	27,585,160	49,817,284

Sundry expenses mainly includes provision for constructive obligation, repair & maintenance, stationery & consumables and cleaning expenses.

* The auditors did not render non-audit services during the year to the Company and other members of the Group. Accordingly, they were not paid for non-audit services.

Certain balances in Note 10c have been reclassified for comparability in 2021.

(d) Impairment of assets/(reversal of impairment) of assets

Impairment of non-financial assets

Impairment of intangible assets (Note 16, 40a)	16,808,595	–	–	–
Impairment of investment in an associate (Note 19)	2,288	–	–	2,500
Total impairment of non-financial assets	16,810,883	–	–	2,500
Impairment of financial assets				
Impairment loss/(reversal of impairment) loss of finance lease (Note 22ii, 23b)	1,572,770	(544,908)	419,226	(473,812)
Reversal of impairment loss of other non-current receivables (Note 23b)	(10,250,035)	(30,412,505)	–	(19,393,451)
(Reversal of impairment)/impairment loss of trade and other receivables, net (Note 25b)	(3,816,280)	(73,969,563)	(3,961,717)	9,029,130
Total reversal of impairment loss of financial assets	(12,493,545)	(104,926,976)	(3,542,491)	(10,838,133)
Total impairment loss/(reversal of impairment loss) of assets	4,317,338	(104,926,976)	(3,542,491)	(10,835,633)

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11 Employee benefit expense

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
(a) Directors' remuneration:				
The remuneration paid to the directors who served during the year was as follows:				
Chairman fees	5,556	5,556	5,556	5,556
Other non-executive fees*	171,031	162,100	22,222	17,778
Executive directors' salaries	176,587 1,488,560	167,656 1,867,092	27,778 883,940	23,334 1,111,144
Other emoluments*	1,665,147 736,753	2,034,748 588,892	911,718 502,911	1,134,478 362,099
	2,401,900	2,623,640	1,414,629	1,496,577

*Included in other emoluments and other non-executive fees is the board duty allowance of N512.1 million (2021: N532.1 million) received by five executive directors of the Company and an executive director of a subsidiary during the year.

	Group 2022 Number	Group 2021 Number	Company 2022 Number	Company 2021 Number
N1,000,000 – N50,000,000	2	2	3	2
Above N50,000,000	10	10	8	8

Included in the above analysis is the highest paid director at N743.8 million (2021: N731.7 million).

	Group 2022 Number	Group 2021 Number	Company 2022 Number	Company 2021 Number
(b) Staff costs				
Wages, salaries and staff welfare cost	13,012,098	9,215,110	355,294	296,455
Gratuity (Note 37b, 40a)	114,259	100,484	–	–
Pension costs – defined contribution scheme	626,174	820,024	24,443	35,878
	13,752,531	10,135,618	379,737	332,333

The pension costs in these consolidated and separate financial statements comprise 8% contribution by each employee and 14% contribution by the employer in line with the provision of the Pensions Act 2004, as amended.

The average number of full-time persons employed during the year was as follows:

	Group 2022 Number	Group 2021 Number	Company 2022 Number	Company 2021 Number
Executives	6	7	4	4
Management staff	86	78	4	4
Senior staff	62	70	–	–
	154	155	8	8

Employees other than directors, whose duties were wholly or mainly discharged in Nigeria, received remuneration (excluding pension contributions) in the following ranges:

	Group 2022 Number	Group 2021 Number	Company 2022 Number	Company 2021 Number
N8,000,001 – N20,000,000	52	54	–	–
Above N20,000,000	83	81	3	4
	135	135	3	4

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12 Net finance costs

	Group 2022 Number	Group 2021 Number	Company 2022 Number	Company 2021 Number
(a) Finance cost:				
On bank borrowings	(77,234,894)	(53,928,395)	(30,285,870)	(21,137,687)
Interest expenses on lease liabilities (Note 36)	(451,827)	(1,253,154)	(2,426,267)	(1,847,071)
Interest expense calculated using effective interest rate	(77,686,721)	(55,181,549)	(32,712,137)	(22,984,758)
Change in estimate	(482,017)	(343,091)	–	–
Unwinding of discount on provisions (Note 35, 40a)	(19,204,114)	(23,058,178)	(9,916)	(13,871)
Total finance cost	(97,372,852)	(78,582,818)	(32,722,053)	(22,998,629)
(b) Finance income:				
Interest income on bank deposits	5,945,473	592,704	101,694	45,337
Interest income on underlift payment	–	33,928,044	–	–
Interest income on finance lease (Note 22iii)	9,827,487	9,560,405	2,204,636	1,039,476
Total finance income	15,772,960	44,081,153	2,306,330	1,084,813
Net finance costs	(81,599,892)	(34,501,665)	(30,415,723)	(21,913,816)

No borrowing cost was capitalised in 2022 (2021: nil). Actual borrowing rate approximate effective interest rate.

13 (a) Income tax expense

Analysis of income tax charge for the year:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Current income tax	10,265,175	9,730,844	–	–
Minimum tax	7,807,649	1,841,684	7,807,649	1,841,684
Income tax charged during the year (Note 13b)	18,072,824	11,572,528	7,807,649	1,841,684
Education tax (Note 13b)	859,176	624,899	–	–
	18,932,000	12,197,427	7,807,649	1,841,684
Deferred income tax				
Deferred income tax charge for the year (Note 20)	458,350	(581,951)	–	–
Income tax expense	19,390,350	11,615,476	7,807,649	1,841,684

The tax on the Group and Company's (loss)/profit before income tax differs from the theoretical amount that would arise using the statutory income tax rate as follows:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
(Loss)/profit before income tax	(61,840,466)	44,474,275	(33,852,292)	(26,282,712)
Tax calculated at Nigeria's domestic rates applicable to profits in respective countries – 30% (2021: 30%)	(18,552,140)	13,342,283	(10,155,688)	(7,884,814)
Minimum tax	7,807,649	1,841,684	7,807,649	1,841,684
Education tax	859,176	624,899	–	–
Tax effect of income not subject to tax	(42,728,774)	(42,028,856)	(305,191)	6,600,147
Effect of associate tax	247,448	(43,836)	–	–
Effect of tax rate differential	(39,763,552)	(100,453,624)	–	–
Expenses not deductible for tax purposes	2,638,649	96,161,580	165,445	(589,956)
Tax losses for which no deferred tax was recognised	(1,371,824)	(18,005,914)	–	–
Impact of unutilised tax credits carried forward	110,253,717	60,177,261	10,295,434	1,874,623
Income tax expense	19,390,350	11,615,476	7,807,649	1,841,684
Effective tax rate	–31%	26%	–23%	–7%

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	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
(b) Current income tax liabilities				
Movement in current income tax for the year:				
At 1 January	64,577,004	50,475,603	4,866,714	3,025,030
Payment during the year	(1,797,109)	(1,524,022)	—	—
Increase/(reduction) in indemnified liability*	381,763	—	—	—
Charge for the year:				
Income tax charge during the year (Note 13a)	18,072,824	11,572,528	7,807,649	1,841,684
Education tax charge during the year (Note 13a)	859,176	624,899	—	—
Exchange difference	2,550,379	3,427,996	—	—
At 31 December	84,644,037	64,577,004	12,674,363	4,866,714

14 Basic and diluted (loss)/profit per share

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to equity holders of the Company by the weighted average number of Ordinary Shares outstanding during the year.

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
(Loss)/profit attributable to equity holders of the parent	(78,719,263)	35,817,370	(41,659,941)	(28,124,396)
Weighted average number of ordinary shares outstanding (thousands) :	12,431,412	12,431,412	12,431,412	12,431,412
Basic/diluted (loss)/profit per share (expressed in Naira per share)	(6)	3	(3)	(2)

Diluted earnings per share

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

15 Property, plant and equipment

	Upstream Assets ¹ N'000	Land & Leasehold improvements N'000	Plant & machineries N'000	Fixtures, fittings, computer & equipment, motor vehicles N'000	Total N'000
At 1 January 2021					
Group					
Cost or valuation					
Opening balance	1,152,937,092	868,929	13,167,111	6,022,051	1,172,995,183
Decommissioning costs (revision of estimates)	(537,339,437)	—	—	—	(537,339,437)
Additions	27,273,650	—	41,124	473,403	27,788,177
Exchange difference	69,555,620	—	786,900	197,401	70,539,921
	712,426,925	868,929	13,995,135	6,692,855	733,983,844
Accumulated depreciation					
Opening balance	(256,396,015)	(268,021)	(4,825,025)	(4,510,992)	(266,000,053)
Depletion/depreciation charge (Note 10c, 40a)	(18,732,367)	(86,893)	(732,553)	(475,686)	(20,027,499)
Exchange difference	(16,497,204)	—	(324,582)	(173,052)	(16,994,838)
	(291,625,586)	(354,914)	(5,882,160)	(5,159,730)	(303,022,390)
Net book amount at 31 December 2021					
Cost or valuation	712,426,925	868,929	13,995,135	6,692,855	733,983,844
Accumulated depreciation	(291,625,586)	(354,914)	(5,882,160)	(5,159,730)	(303,022,390)
	420,801,339	514,015	8,112,975	1,533,125	430,961,454

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	Upstream Assets ¹ N'000	Land & Leasehold improvements N'000	Plant & machineries N'000	Fixtures, fittings, computer & equipment, motor vehicles N'000	Total N'000
At 1 January 2022					
Group					
Year ended 31 December 2022					
Cost or valuation					
Opening balance	712,426,925	868,929	13,995,135	6,692,855	733,983,844
Decommissioning costs (revision of estimates)	(26,289,566)	–	–	–	(26,289,566)
Additions	45,134,637	–	–	1,002,715	46,137,352
Write off of asset	–	–	–	(410)	(410)
Exchange difference	23,010,571	–	446,705	115,635	23,572,911
	754,282,567	868,929	14,441,840	7,810,795	777,404,131
Accumulated depreciation					
Opening balance	(291,625,586)	(354,914)	(5,882,160)	(5,159,730)	(303,022,390)
Depletion/depreciation charge (Note 10c, 40a)	(589,873)	(86,893)	(754,975)	(456,401)	(1,888,142)
Write off of asset	–	–	–	350	350
Exchange difference	(9,452,304)	–	(228,736)	(106,461)	(9,787,501)
	(301,667,763)	(441,807)	(6,865,871)	(5,722,242)	(314,697,683)
Net book amount at 31 December 2022					
Cost or valuation	754,282,567	868,929	14,441,840	7,810,795	777,404,131
Accumulated depreciation	(301,667,763)	(441,807)	(6,865,871)	(5,722,242)	(314,697,683)
	452,614,804	427,122	7,575,969	2,088,553	462,706,448

¹ See Note 48(a) for details of upstream assets.

	Land & Leasehold improvements	Plant & machineries	Fixtures, fittings, computer & equipment, motor vehicles	Total
Company				
Year ended 31 December 2021				
Cost or valuation				
Opening balance	868,929	123,641	2,651,649	3,644,219
Additions	–	–	201,131	201,131
	868,929	123,641	2,852,780	3,845,350
Year ended 31 December 2021				
Accumulated depreciation				
Opening balance	(268,021)	(110,943)	(1,756,297)	(2,135,261)
Depreciation charge (Note 10c, 40a)	(86,893)	(1,044)	(288,573)	(376,510)
	(354,914)	(111,987)	(2,044,870)	(2,511,771)
Net book amount at 31 December 2021				
Cost or valuation	868,929	123,641	2,852,780	3,845,350
Accumulated depreciation	(354,914)	(111,987)	(2,044,870)	(2,511,771)
	514,015	11,654	807,910	1,333,579
Year ended 31 December 2022				
Cost or valuation				
Opening balance	868,929	123,641	2,852,780	3,845,350
Additions	–	–	555,012	555,012
	868,929	123,641	3,407,792	4,400,362
Accumulated depreciation				
Opening balance	(354,914)	(111,987)	(2,044,870)	(2,511,771)
Depreciation charge (Note 10c, 40a)	(86,893)	(722)	(301,370)	(388,985)
	(441,807)	(112,709)	(2,346,240)	(2,900,756)
Net book amount at 31 December 2022				
Cost or valuation	868,929	123,641	3,407,792	4,400,362
Accumulated depreciation	(441,807)	(112,709)	(2,346,240)	(2,900,756)
	427,122	10,932	1,061,552	1,499,606

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16 Intangible assets

	Goodwill N'000	Software costs N'000	Exploration and Evaluation asset N'000	Total N'000
At 1 January 2021				
Group				
Cost				
Opening balance	439,463,721	714,200	104,928,764	545,106,685
Additions	–	642	108,623	109,265
Exchange difference	25,270,701	–	6,330,255	31,600,956
	464,734,422	714,842	111,367,642	576,816,906
Accumulated amortization and impairment				
Opening balance	(182,162,065)	(278,879)	(60,788,030)	(243,228,974)
Amortisation charge (Note 10c, 40a)	–	(238,865)	–	(238,865)
Exchange difference	(9,747,932)	–	(3,667,285)	(13,415,217)
	(191,909,997)	(517,744)	(64,455,315)	(256,883,056)
Net book amount as at 31 December 2021				
Cost	464,734,422	714,842	111,367,642	576,816,906
Accumulated amortisation and impairment	(191,909,997)	(517,744)	(64,455,315)	(256,883,056)
	272,824,425	197,098	46,912,327	319,933,850
	Goodwill N'000	Software costs N'000	Exploration and Evaluation asset N'000	Total N'000
Year ended 31 December 2022				
Cost				
Opening balance	464,734,422	714,842	111,367,642	576,816,906
Additions	–	–	173,544	173,544
Correction of classification of E&E asset	–	(642)	642	–
Exchange difference	14,345,590	–	3,597,047	17,942,637
	479,080,012	714,200	115,138,875	594,933,087
Accumulated amortization and impairment				
Opening balance	(191,909,997)	(517,744)	(64,455,315)	(256,883,056)
Amortisation charge (Note 10c, 40a)	–	(181,492)	–	(181,492)
Impairment (Note 10c)	–	–	(16,808,595)	(16,808,595)
Exchange difference	(5,533,674)	–	(3,025,971)	(8,559,645)
	(197,443,671)	(699,236)	(84,289,881)	(282,432,788)
	Goodwill N'000	Software costs N'000	Exploration and Evaluation asset N'000	Total N'000
Net book amount as at 31 December 2022				
Cost	479,080,012	714,200	115,138,875	594,933,087
Accumulated amortisation and impairment	(197,443,671)	(699,236)	(84,289,881)	(282,432,788)
	281,636,341	14,964	30,848,994	312,500,299

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Year ended 31 December 2021		Software costs N'000
Company		
Cost		
Opening balance		714,200
Additions		–
		714,200
Accumulated amortization		
Opening balance		(278,879)
Amortisation charge (Note 10c, 40a)		(238,785)
		(517,664)
Net book amount at 31 December 2021		
		Software costs N'000
Cost		714,200
Accumulated amortisation		(517,664)
		196,536
Year ended 31 December 2022		
Cost		
Opening balance		714,200
Additions		–
		714,200
Accumulated amortization		
Opening balance		(517,664)
Amortisation charge (Note 10c, 40a)		(181,572)
		(699,236)
Net book amount at 31 December 2022		
		Software costs N'000
Cost		714,200
Accumulated amortisation		(699,236)
		14,964

i Impairment of intangible assets

(a) Exploration and evaluation asset impairment losses

The above exploration and evaluation assets represent expenditures arising from the exploration and evaluation of oil and gas interests. The costs relate to oil and gas properties primarily located in Nigeria and São Tomé and Príncipe ("STP"). The technical feasibility and commercial viability of extracting oil and gas has not yet been determined in relation to the above properties, therefore, they remain classified as exploration and evaluation assets at December 31, 2022.

Key assumptions in the determination of cash flows from reserves include crude oil, natural gas and natural gas liquids "NGL" prices, loss factors and the discount rate. Reserves as at December 31, 2022 have been evaluated by a foreign independent and qualified reserves evaluators (Degolyer and MacNaughton). The table below summarizes the forecast prices used to determine cash flows from crude oil reserves and resources which is based on the futures market forward curve for Brent.

Year	2023	2024	2025	2026	2027	2028	2029
Dated Brent (US\$/barrel)	90.80	98.36	97.76	94.26	91.20	89.38	87.59
NGL (US\$/barrel)	8.49	9.69	9.67	9.55	9.44	9.37	9.31
Natural gas (US\$/mcf)	2.05	2.15	2.14	2.09	2.05	2.03	2.00
Year	2030	2031	2032	2033	2034	2035	Beyond
Dated Brent (US\$/barrel)	85.84	84.12	82.44	80.79	79.17	80.76	+2%
NGL (US\$/barrel)	9.25	9.18	9.12	9.07	9.01	9.06	+1%
Natural gas (US\$/mcf)	1.98	1.95	1.93	1.91	1.89	1.91	+1%

Crude oil loss factors of 21.7% on an annual basis from 2023, projected to decline from 15% to 1% from 2024 to 2028 (with the exception of Ebendo where a 15% annual loss factor was applied to the remaining field life). The discount rate applied on the cash flows was 13.1% (2021: 9.5%). For exploration and evaluation assets, OER used \$0.41/boe as the implied value/boe on 2C unrisks contingent resources based on comparable market transactions and consideration of forward price declines.

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Management determined that exploration and evaluation assets are qualifying assets and therefore eligible for capitalisation of borrowing cost. However, no borrowing cost was capitalised during the year under review. The assessment above led to an impairment loss of N16.8 billion in 2022 (2021: nil).

(b) Goodwill impairment losses

As at December 31, 2022, the Group prepared an impairment test for goodwill in which the recoverable amount was compared to the carrying value and determined that the carrying value of goodwill was not impaired (2021: nil). The recoverable amounts have been determined based on the fair value less costs of disposal using a discounted cash flow technique and comparative market transaction data. Key assumptions in the determination of cash flows from reserves include crude oil and natural gas prices, the discount rate, and per boe values. Reserves and resources as at December 31, 2022 have been evaluated by a foreign independent and qualified reserves evaluators. Refer to Note 16 (i)(a) above for the prices used to determine the future cash flows from reserves and the discount rates and per boe values applied to resource quantities.

As per the Group's accounting policy, goodwill is allocated to the Group's cash generating units (CGUs) identified according to the operating segments. A segment-level summary of the goodwill allocation is presented below:

	Group 2022	Group 2021
Nigeria		
OER	281,636,341	272,824,425

17 Right-of-use assets

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Opening balance	17,890,728	20,849,530	12,057,228	14,163,515
Additions	544,301	114,984	101,128	114,984
Change in estimate of restoration cost*	26,686	(140,376)	26,686	(140,376)
Modification*	—	(2,969,409)	—	(2,080,895)
Exchange difference on translation	3,116	35,999	—	—
Closing balance	18,464,831	17,890,728	12,185,042	12,057,228
Depreciation				
Opening balance	(8,132,033)	(6,462,557)	(6,350,432)	(4,787,640)
Charge for the period (Note 10c, 40a)	(2,522,945)	(2,553,422)	(1,522,760)	(1,562,792)
Exchange difference on translation	9,107	883,946	—	—
Closing balance	(10,645,871)	(8,132,033)	(7,873,192)	(6,350,432)
Net book value	7,818,960	9,758,695	4,311,850	5,706,796

* On 29 January 2021, the lessor (Oando Wings Development Limited – OWDL) agreed to grant the lessee (Oando PLC) a 100% concession on office rental, service charges and parking rental and all other costs payable from the lessee to the lessor and applicable to the vacant space effective 1 April 2021. The modification and change in estimate of the restoration cost arose from the reduction in the leased floor space from OWDL (from 13,597sqm to 4,198 sqm) and lease period from 10 years to 9 years. In addition, on 19 November 2021, the lease with XRS 11 was extended for 5 years till 18 November 2026. This resulting accounting entries have been eliminated on consolidation.

18 Investment properties

The Company (through Unipetrol Nigeria PLC) signed a sublease agreement with Oniru Chieftaincy Family Property Company Limited, a limited liability company incorporated in Nigeria in 2002 for a parcel of land measuring approximately 10,864.112 sqm and known as Plot 13 in Block VI within the Oniru Chieftaincy Family Private Layout, Lekki Peninsula, Victoria Island, Lagos State, Nigeria for a consideration of N95 million. This agreement did not have the consent of the Attorney General and Commissioner for Justice for and on behalf of the Governor of Lagos State.

On 13 December 2006, the Commissioner for Lands on behalf of the Executive Governor of Lagos State revoked the right of occupancy of a part of the land (4,906.097 sqm) which was needed for public purpose (site/works yard for Lekki-Epe expressway expansion). However, on 11 December 2014 by a notice in the Lagos State of Nigeria official Gazette No 82 Vol. 47, the Executive Governor of Lagos State reinstated the revoked right of occupancy in the said portion of the land.

Another sublease agreement was signed 3 November, 2018 with Oniru Chieftaincy Family Property Company Limited for the same parcel of land which was consented to by the Honorable Commissioner, Ministry of Physical Planning and Urban Development on 1 February, 2019.

Fair value of the properties:

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	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Land located in Abuja (5,168.14 sqm)*	1,550,000	1,290,000	1,550,000	1,290,000
Land located in Lagos (10,864.11 sqm)	2,900,000	2,150,000	2,900,000	2,150,000
	4,450,000	3,440,000	4,450,000	3,440,000

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
At 1 January	3,440,000	3,138,000	3,440,000	3,138,000
Fair value gain (Note 9, 10b, 40a)	1,010,000	302,000	1,010,000	302,000
At 31 December	4,450,000	3,440,000	4,450,000	3,440,000

* Details of the Abuja land had been reported in the 2017 audited consolidated financial statements and management is yet to decide on the use of the land.

These are classified as investment properties as management's intention for use is yet to be determined.

The fair value of the properties were determined using the direct market comparison method of valuation by Emeka D. Eleh (FRC/2015/NIESV/00000013406), a representative of the independent estate valuer, Ubosi Eleh and Co (FRC/2014/00000003997) in February 2023.

This carrying value represents the fair value of the properties. There was no rental income and related operating expenses from these properties during the year. The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop the investment properties or for repairs, maintenance and enhancements.

19 Investment in associates accounted for using the equity method

The amounts recognised in the statement of financial position are as follows;

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Investment in associates	1,747,385	2,634,487	—	—
The amounts recognised in the statement of profit or loss are as follows:				
Share of (loss)/profit for the year (Note 40a)	(824,826)	146,121	—	—

Investment in associate

Set out below are the associates of the Group at 31 December 2022. The associates have share capital consisting solely of Ordinary Shares, which are held directly by the Group. The countries of incorporation or registration of the associates are also their principal places of business.

	Place of business	Country of incorporation	% of ownership interest	Nature of the relationship	Measurement method
2022					
Umugini Pipeline Infrastructure Limited	Nigeria	Nigeria	11.25%	Associate	Equity Accounting
Alliance Oil Producing Nigeria Limited	Nigeria	Nigeria	40.00%	Associate	Equity Accounting
2021					
Umugini Asset Company Limited	Nigeria	Nigeria	11.25%	Associate	Equity Accounting

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Umugini Pipeline Infrastructure Limited

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

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

The associate has share capital consisting solely of Ordinary Shares, which are held in trust by Energia Limited for the Company's indirect subsidiary, Oando Production and Development Company Limited (OPDCL) in 2012 until the shares will be transferred to the joint venture company set up by both parties. The transfer was effected on 8 March 2019 to Ebegwati Pipeline Company Limited (a joint venture company set up to hold shares in UACL). Through the shareholder and heads of terms agreement, OPDCL is guaranteed a seat on the board of UACL and participates in all significant financial and operating decisions even though it only holds 11.25% ownership.

Oando PLC exerts significant influence over these associates as the Group has representatives on the board of the companies and is involved in management decisions taken by the entities. All the associates above have been fully accounted for in these consolidated financial statements.

Alliance Oil Producing Nigeria Limited

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

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

Summarised financial information of the associate

Set out below are the summarised financial information of the associates:

Summarised statement of financial position

	Umugini Pipeline Infrastructure Limited 2022 N'000	Umugini Pipeline Infrastructure Limited 2021 N'000
Total current assets	14,026,975	15,198,030
Total non-current assets	20,621,723	34,822,185
Total current liabilities	(15,685,317)	(20,071,770)
Total non-current liabilities	(3,430,742)	(6,530,220)
Net asset/equity	15,532,639	23,418,225
Summarised statement of comprehensive income		
Revenue	8,774,624	9,324,826
(Loss)/profit after tax	(7,331,603)	1,298,895
Total comprehensive (loss)/income	(7,331,603)	1,298,895
Share of (loss)/profit in associate	(824,826)	146,121
Percentage holdings of the Group	11.25%	11.25%

The information above reflects the amounts presented in the financial statements of the associate adjusted for differences in accounting policies (if any) between the Group and the associate.

Reconciliation of the summarised financial information presented to the carrying amount of its interest in associates

	Umugini Pipeline Infrastructure Limited 2022 N'000	Umugini Pipeline Infrastructure Limited 2021 N'000
	11.25%	11.25%
Share of net asset	1,747,385	2,634,487
Carrying value of the associate	1,747,385	2,634,487

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	Alliance Oil Producing Nigeria Limited 2022 N'000	Umugini Pipeline Infrastructure Limited 2022 N'000	Total 2022 N'000
Carrying value:			
As at beginning of the year	–	2,634,487	2,634,487
Share of loss in associate	–	(824,826)	(824,826)
Dividend paid	–	(101,036)	(101,036)
Reclassification from financial assets at fair value through profit or loss (Note 28)	2,416	–	2,416
Impairment	(2,288)	–	(2,288)
Exchange difference	(128)	38,760	38,632
At end of the year	–	1,747,385	1,747,385

	Alliance Oil Producing Nigeria Limited 2021 N'000	Umugini Pipeline Infrastructure Limited 2021 N'000	Total 2021 N'000
Carrying value:			
As at beginning of the year	–	2,339,216	2,339,216
Share of profit in associate	–	146,121	146,121
Exchange difference	–	149,150	149,150
At end of the year	–	2,634,487	2,634,487

The associates had no capital commitments at 31 December 2022 (2021: nil).

Dividend of N101 million was received from the associates in the year under review (2021: nil).

The Group does not have any significant restrictions such as borrowing or any regulatory restrictions that impede the ability of the associates to transfer funds in form of dividend or cash to the Group.

20 Deferred income tax liabilities and deferred income tax assets

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

	Group 2022 N'000	Group 2021 N'000
The analysis of deferred tax liabilities and deferred tax assets is as follows:		
Deferred tax liabilities		
Deferred tax liability to be recovered after more than 12months	3,680,666	3,203,782
Deferred tax assets		
Deferred tax assets to be recovered after more than 12months	(633,750)	(613,921)
Deferred tax liabilities, net	3,046,916	2,589,861
The gross movement in deferred income tax account is as follows:		
At start of the year	2,589,861	3,171,132
Credit to profit or loss (Note 13a)	458,350	(581,951)
Exchange differences	(1,295)	680
At end of year	3,046,916	2,589,861

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Consolidated deferred income tax assets and liabilities, deferred income tax (credit)/charge in the statement of profit or loss, in equity and other comprehensive income are attributable to the following items:

GROUP	1.1.2021 N'000	Charged/ (credited) to P/L N'000	Exchange Differences N'000	31.12.2021 N'000
2021				
Deferred income tax liabilities*				
Property, plant & equipment and exploration & evaluation assets	669,003,932	(276,398,591)	40,360,448	432,965,789
Provisions	(693,355,063)	276,408,487	(41,829,455)	(458,776,031)
Exchange differences*	3,301,042	—	—	3,301,042
Tax losses*	(671,103)	—	—	(671,103)
Finance leases	24,892,324	(9,896)	1,501,657	26,384,085
	3,171,132	—	32,650	3,203,782
* Comparative figures have now been re-presented to achieve clarity.				
Deferred income tax assets				
Provisions	41,976,308	—	2,532,494	44,508,802
Property, plant & equipment and exploration & evaluation assets	(6,453,864)	(582,235)	(421,353)	(7,457,452)
Exchange differences	—	284	16	300
Tax losses	(35,522,444)	—	(2,143,127)	(37,665,571)
	—	(581,951)	(31,970)	(613,921)
Net deferred income tax liabilities	3,171,132	(581,951)	680	2,589,861
	1.1.2022 N'000	Charged/ (credited) to P/L N'000	Exchange Differences N'000	31.12.2022 N'000
2022				
Deferred income tax liabilities				
Property, plant & equipment and exploration & evaluation assets	432,965,789	—	13,493,861	446,459,650
Provisions	(458,776,031)	—	(14,327,488)	(473,103,519)
Exchange differences	3,301,042	492,618	—	3,793,660
Tax losses	(671,103)	(34,268)	—	(705,371)
Finance leases	26,384,085	—	852,161	27,236,246
	3,203,782	458,350	18,534	3,680,666
Deferred income tax assets				
Provisions	44,508,802	—	1,437,638	45,946,440
Property, plant & equipment and exploration & evaluation assets	(7,457,452)	—	(240,873)	(7,698,325)
Exchange differences	300	—	10	310
Tax losses	(37,665,571)	—	(1,216,604)	(38,882,175)
	(613,921)	—	(19,829)	(633,750)
Net deferred income tax liabilities	2,589,861	458,350	(1,295)	3,046,916

Deferred tax asset relating to unutilised tax losses carried forward are recognised if it is probable that they can be offset against future taxable profits or existing temporary differences. As at 31 December 2022, the Group had deferred tax assets of N428.9 billion (2021: N697.1 billion) relating to deductible temporary differences and tax losses from Oando PLC (Company) and Oando Energy Resources Inc. which were not recognised. Management is of the view that due to the structure of the companies, sufficient taxable profit may not be generated in the nearest future to absorb the reversal of the deferred tax. Tax losses can be carried forward indefinitely. Oando PLC and OER do not have any unrecognised deferred tax liability.

At 31 December 2022, there was no recognised deferred tax liability (2021: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries, associate or joint venture. The Group has determined that undistributed profits of its subsidiaries, joint venture or associate will not be distributed in the foreseeable future.

The Company has unused tax losses of N277.4 billion (2021: N238.4 billion) for which no deferred tax was recognised. There is no time limit within which the tax assets could be utilised.

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21 Derivative financial assets

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Commodity option contracts	620,549	6,370,458	–	–
Analysis of total derivative financial assets				
Non current	–	3,899,203	–	–
Current	620,549	2,471,255	–	–
Total	620,549	6,370,458	–	–

(a) Net fair value loss on financial commodity contracts in the statement of financial position*

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Net fair value loss on financial commodity contracts	(7,062,209)	(1,160,580)	–	–
Net loss on derivative financial instruments	(7,062,209)	(1,160,580)	–	–

(b) Net fair value loss on financial commodity contracts in the statement of profit or loss*

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Premium paid on hedges (Note 40a)	(1,047,615)	(7,087,429)	–	–
Net fair value (loss)/gain on remeasurement of financial commodity contracts (Note 40a)	(5,638,931)	5,987,171	–	–
Net fair value loss on financial commodity contracts	(6,686,545)	(1,100,258)	–	–

* Comparative figures have now been presented to achieve clarity.

Classification of derivatives

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent that they are expected to be settled within 12 months after the end of the reporting period. Further information about the derivatives used by the Group is provided below.

Commodity option contracts

The table below summarizes the details of the financial commodity contracts in place as at December 31, 2022 as a result of these arrangements:

Position	Remaining term	Fixed (\$)	Price/Unit Strike (\$) ³	Premium ⁴	Volume (bbl/d) ²	Fair value =N=
– Purchased put ¹	Jan 2023- Aug 2023	–	55.00	–	6,025	589,116
– Purchased put ¹	Jan 2023- May 2023		55.90 – 56.2	\$3.50	1,573	31,434
Total					7,598	620,549

¹ Financial commodities contract.

² Average volume over the remaining life of the contract.

³ Based on the weighted average price/unit for the remainder of contract.

⁴ Premiums are deferred and payable quarterly and settled net of strike cash flows.

OER entered into a hedge arrangement in October 2022 on the Corporate Finance Facility and the RBL respectively. Those hedges account for 3,868 bbl/day. The effect of the hedges is to fix the price of oil that OER receives on the specific volumes at \$55.9/bbl and \$56.2/bbl. Similarly the RBL hedges account for an average of 5,414 bbl/day and an upfront premium was paid on a strike price of \$55. Once dated Brent crude oil price goes below the strike price, OER receives proceeds on the floating differential. Hedge accounting in line with IFRS 9 has not been applied to this transaction.

Derivatives, including financial commodity contracts, are initially recognized at fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair values with the resulting gains or losses recognized as income or expense in the statement of profit or loss in the period. For the year ended December 31, 2022, OER recorded net fair value loss on financial commodity contracts of N7.1 billion/\$15.7 million including premium paid of N1.0 billion/\$2.5 million (2021: N1.2 billion/\$2.7 million including premium paid of N7.1 billion/\$17.2 million). OER also realized nil net gains (2021: nil) from monthly settlements on the financial commodity contracts. This resulted in a net loss of N7.1 billion/\$15.7 million (2020: N1.2 billion/\$2.7 million loss). The proceeds from hedge settlement is nil (2021: nil).

The fair value of commodity contracts is calculated based on observable inputs which include forward prices of crude oil.

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22 Finance lease receivables

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Finance lease receivable – Non current	88,458,693	87,729,197	18,446,135	20,690,006

- (i) OER is party to a power purchase agreement which is accounted for as a finance lease. OER, as a party to the NAOC/POCNL/NNPC JV entered into a power purchase agreement with Power Holding Company of Nigeria (“PHCN”) (now Nigerian Bulk Electricity Trading “NBET”) in 2001, however, the agreement became effective May 2005. The agreement is to develop, finance, construct, own, maintain and operate as a joint operation an upstream gas project. The gas project is located in Kwale for the production of electric power (“the Kwale-Okpai Independent Power Plant” or “Kwale IPP”). The gas plant utilizes fuel source from the natural gas reserves in jointly operated oil fields operated by Nigeria Agip Oil Company Limited (NAOC). The agreement will continue in full force and effect for 20 years from the Commercial operations date with the option of renewal of 5 years. At the end of the 25th year, NBET shall have the option to purchase the Kwale IPP at a fair price determined by an expert. NBET will pay a contracted sum to the Joint operation partners throughout the tenure for capacity and for the purchase of electricity from the plant. The transaction has been accounted for as a finance lease.

The unguaranteed residual value has been estimated as N73.9 billion (\$164.7million). The lease payments grow over time but are lower than the interest income for the first five years and as such the finance lease receivables have been considered as non-current.

The net investment in finance lease receivables by the Group amounted to N88.5 billion/\$196.9 million at December 31, 2022 (2021: N87.7 billion/\$201.6 million) and will bear interest until their maturity dates of N70.1 billion/\$156.2 million (2021: N78 billion/\$179.3 million). The increase in net investment in finance lease is attributable to exchange difference. The fair value of the lease receivable at 31 December 2022 is N92.1 billion/\$205.2 million (2021: N86.8 billion/\$199.5 million).

- (ii) The receivables under the finance leases are as follows

	Group 2022 N'000	Group 2021 N'000	*Company 2022 N'000	Company 2021 N'000
Non-current finance lease receivables				
Finance lease – gross receivables	160,932,838	166,381,379	22,992,682	26,947,366
Unearned finance income	(70,145,156)	(78,005,175)	(4,013,558)	(6,143,597)
	90,787,682	88,376,204	18,979,124	20,803,769
Impairment	(2,328,989)	(647,007)	(532,989)	(113,763)
	88,458,693	87,729,197	18,446,135	20,690,006

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	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
No later than one year:				
Total future value	11,093,000	10,483,822	8,451,855	6,950,745
Unearned interest income	(10,311,751)	(10,054,696)	(1,612,837)	(2,058,276)
Total impairment	(2,328,989)	(647,007)	(532,989)	(113,763)
Present value	(1,547,740)	(217,881)	6,306,029	4,778,706
Between one and five years:				
Total future value	59,770,924	56,487,115	14,540,827	19,996,621
Unearned interest income	(48,889,281)	(48,406,354)	(2,400,721)	(4,085,321)
Present value	10,881,643	8,080,761	12,140,106	15,911,300
Later than five years:				
Total future value	16,132,831	27,787,662	–	–
Unguaranteed residual value	73,936,083	71,622,750	–	–
Unearned interest income	(10,944,124)	(19,544,095)	–	–
Present value	79,124,790	79,866,317	–	–
Finance lease receivables	88,458,693	87,729,197	18,446,135	20,690,006
Gross receivables from finance lease				
Not later than one year	11,093,000	10,483,852	8,451,855	6,950,745
Later than one year but not later than five years	59,770,924	56,487,115	14,540,827	19,996,621
Later than five years	90,068,914	99,410,412	–	–
	160,932,838	166,381,379	22,992,682	26,947,366
Unearned future finance income on finance lease	(70,145,156)	(78,005,175)	(4,013,558)	(6,143,597)
Opening impairment	(647,007)	(1,152,304)	(113,763)	(587,575)
(Impairment loss)/reversal of impairment loss of finance lease (Note 10d)	(1,572,770)	544,908	(419,226)	473,812
Exchange difference on impairment	(109,212)	(39,611)	–	–
Net investment in finance lease	88,458,693	87,729,197	18,446,135	20,690,006
The net investment in finance lease is analysed as follows:				
Not later than one year	(1,547,740)	(217,881)	6,306,029	4,778,706
Later than one year but not later than five years	10,881,643	8,080,761	12,140,106	15,911,300
Later than five years	79,124,790	79,866,317	–	–
	88,458,693	87,729,197	18,446,135	20,690,006

(iii) Movement in finance lease receivables

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Opening balance	87,729,197	82,329,992	20,690,006	8,199,931
(Impairment loss)/reversal of impairment loss of finance lease (Note 10d)	(1,572,770)	544,908	(419,226)	473,812
Interest income (Note 12b)	9,827,487	9,560,405	2,204,636	1,039,476
Cash received	(10,822,439)	(10,228,121)	(4,509,298)	(6,357,712)
Modification*	–	–	–	16,177,946
Exchange difference	3,297,218	5,522,013	480,017	1,156,553
	88,458,693	87,729,197	18,446,135	20,690,006

The finance lease in Company relates to subleases of office spaces (which is part of a leased building) and an aircraft to Oando Servco Nigeria Limited.

* Effective 1 April 2021, a reduction in the office lease period from 10 years to 9 years between Oando PLC and Oando Servco Nigeria Limited led to a modification during the year. In addition, on 19 November 2021, the lease with XRS 11 was extended by 5 years till 18 November 2026. The resulting accounting entries have been eliminated on consolidation.

23 a) Non-current receivables

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Other non-current receivables (Note 23c)	9,292,177	9,292,177	–	–
Less: Allowance for impairment of non-current receivables	–	(8,737,450)	–	–
	9,292,177	554,727	–	–
Less: current portion of joint operations receivables reclassified to other receivables (Note 25a)	(9,292,177)	(554,727)	–	–
	–	–	–	–

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b) Movement in allowance for impairment of non-current receivables for the year is as detailed below:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
At start of the year	8,737,450	39,117,247	–	19,393,451
Reversal of impairment of non-current receivables (Note 10d, 40a)	(10,250,035)	(30,412,505)	–	(19,393,451)
Allowance for receivables impairment – Discontinued operations (Note 10)	–	–	–	–
Exchange difference	1,512,585	32,708	–	–
At end of year	–	8,737,450	–	–

c) Other non-current receivable

Other non-current receivables relate to joint operations receivables of N16.9 billion out of which N9.3 billion was previously impaired and N7.6 billion reclassified to current receivables in 2019. In 2021, there was a reversal of impairment of N554.7 million which was subsequently reclassified to current receivables. In 2022, the full provision was reversed.

24 Inventories

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Crude oil	1,134,363	3,759,483	–	–
Materials	657,090	705,454	–	–
Products-in-transit	–	31,033,886	–	30,798,315
Consumables and engineering stock	15,710	5,494	–	–
	1,807,163	35,504,317	–	30,798,315

The cost of inventories recognised as an expense (written down to net realisable value) and included in 'cost of sales' was nil (2021: nil).

25 a) Trade, other receivables and contract assets

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company* 2021 N'000
Trade receivables from third parties (Note 8d)	294,880,169	69,671,551	145,223,718	7,213,336
Less: impairment of trade receivables (Note 8d)	(10,162,971)	(11,945,624)	(7,376,592)	(7,213,336)
	284,717,198	57,725,927	137,847,126	–
Other receivables*	245,049,815	203,796,912	19,006,044	22,629,460
Withholding tax receivable	4,008,420	3,998,624	3,737,823	3,737,823
Deposit for import	15,021	14,551	–	–
Amount due from related parties (Note 42xii)	–	–	168,195,499	165,912,493
Less: allowance for impairment of other receivables	(193,268,284)	(213,857,369)	(65,085,173)	(69,210,145)
	340,522,170	51,678,645	263,701,319	123,069,631

* This includes the N9.3 billion reclassified from non-current receivables (Note 23a)

The Group's other receivables largely relate to receivable from Whitmore Asset Management Limited of N177.5 billion (2021: N170.7 billion), Cash calls from JV partners of N22.8 billion (2021: N7.9 billion), receivables from service agreements with customers (OES Integrated Services Limited, Oando Gas & Power Limited, OVH Energy BV and Gaslink Nigeria Limited) of N1.1 billion (2021: N1 billion), loan receivables from Lekki Refinery Funding Limited of N21.1 billion (2021: nil), loan receivables from GANIC Foods Limited of N957 million* (2021: nil) and receivables with regards to project clearwater of N2.8 billion (2021: N2.5 billion).

The Company's other receivables largely relate to dividend receivable of N17.1 billion (2021: N16.6 billion), receivables from Goldeneye (2022: nil; 2021: N4.2 billion), receivable from service agreements with customers (OES Integrated Services Limited, Oando Gas & Power Limited, OVH Energy BV and Gaslink Nigeria Limited) of N1.1 billion (2021: N1 billion).

* See further information on loan receivables from GANIC Foods Limited in note 44 (3). The contractual interest rate is 21% with interest and principal repayable at maturity.

The carrying amounts of trade and other receivables for 2022 and 2021 respectively approximate their fair values due to their short term nature. The fair values are within level 2 of the fair value hierarchy.

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b) Movement in provision for impairment of receivables for the year is as detailed below:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
At start of the year	225,802,993	281,604,679	76,423,481	67,394,353
(Reversal of impairment)/impairment loss of trade and other receivables, net (Note 10d, 40a)	(3,816,279)	(73,969,563)	(3,961,717)	9,029,130
Receivables written off during the year as uncollectible	—	(1,239,797)	—	—
Exchange difference	(18,555,459)	19,407,674	—	—
At end of year	203,431,255	225,802,993	72,461,765	76,423,481

Trade & other receivables are non-interest bearing and are normally settled within one year.

26 Deposit for shares

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Opening balance	10,875,000	4,102,500	—	—
Payments made during the year	2,594,859	6,275,000	—	—
Deposits converted to shares during the period	(11,378,589)	—	—	—
Exchange difference	(295,070)	497,500	—	—
Closing balance	1,796,200	10,875,000	—	—

Following the guarantee disclosed in page 96, Calabar Power (through Oando PLC) paid \$8.3 million (N3 billion) in 2018, \$13.5 million (N4.9 billion) in 2019, \$1.5 million (N615.4 million) in 2020 and \$10 million (N4.35 billion) in 2021. Effective 31 May 2019, Goldeneye ("Transferor") and Calabar Power Limited ("Transferee") executed a Share Transfer Form for 5,236,626 Ordinary shares out of the 17,455,414 Ordinary Shares expected because of the guarantee with 12,218,788 transferred in April 2022.

Following the Share Sale and Purchase Agreement disclosed in page 96, Calabar Power (through Oando PLC) paid \$5 million (N3 billion) to M1 Petroleum Limited in Q4 2020, \$5 million on 12 November 2021, \$2 million on 28 September 2022 and \$3 million in Q4 2023. Effective 14 November 2022, M1 Petroleum Limited executed another Share Transfer Form for 1,761,465 Ordinary shares to Calabar Power out of the 17,614,649 Ordinary Shares expected. The third batch of 4,110,085 shares of OEPH for a total consideration of \$7 million (N1.8 billion/\$4 million at December 2022 plus \$3 million payment made in Q4 2023) was transferred to Calabar Power on 16 February 2024.

27 Prepayments

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Non-current	102,103	142,820	9,463	—
Current	3,750,894	2,166,838	57,169	66,122
	3,852,997	2,309,658	66,632	66,122

Prepayments represent prepaid expenses such as prepaid interest, prepaid insurance, advance payment to vendors and upfront salaries paid to staff.

28 Financial assets at fair value through profit or loss

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Quoted and unquoted equity instruments – Current	59,559	54,835	59,560	52,256

Quoted and unquoted equity instruments – Current

This represents the Company's equity investments that are listed on the Nigerian Exchange Group. Each investment is carried at fair value based on current bid price on the Nigerian Exchange Group at 31 December of the reporting year. The movement is as follows:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
At start of the year	54,835	51,793	52,256	49,214
Fair value gain (Note 9, 40a)	7,304	3,042	7,304	3,042
Reclassification to investment in associates accounted for using the equity method (Note 19)	(2,416)	—	—	—
Exchange difference	(164)	—	—	—
At the end of year	59,559	54,835	59,560	52,256

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Classification of financial assets at fair value through profit or loss

The Group has classified the following financial assets at fair value through profit or loss (FVPL):

- equity investments that are held for trading, and
- equity investments for which the entity has not elected to recognise fair value gains and losses through OCI.

29 Investment in subsidiaries

	Company 2022 N'000	Company 2021 N'000
Investment in subsidiaries (Cost)		
Oando Exploration and Production Limited	3,898,288	3,898,288
Oando Benin	3,997	3,997
Oando Trading Limited Bermuda	3,435,950	3,435,950
OES Integrity Limited	6,538	6,538
Oando Terminal and Logistics Limited	2,500	2,500
UNITAB	20,400	20,400
Sierra Leone	4,399	4,399
Burkina Faso	6,070	6,070
Calabar Power	2,500	2,500
Oando Liberia Limited	6,538	6,538
OES Passion Limited	1,752	1,752
OES Professionalism Limited	10,000	10,000
Oando Resources Limited	2,500	2,500
Oando Trading DMCC	3,456,337	3,456,337
Oando Equator Holdings Limited	1,816	1,816
XRS 1 Limited	18	18
Oando E&P Holdings Limited	50,997,513	50,997,513
	61,857,116	61,857,116
Allowance for impairment	(39,390,007)	(39,390,007)
	22,467,109	22,467,109
	Company 2022 N'000	Company 2021 N'000
Movement in allowance for impairment of investments for the year is as detailed below:		
At start of the year	39,390,007	39,387,507
Impairment of investment	—	2,500
At end of year	39,390,007	39,390,007

30 Short-term investments

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Short-term investments	923,701	1,500,136	923,701	1,500,136

This relates to money market investment domiciled in Asset & Resource Management Company (ARM). The weighted average effective interest rate on short-term investments at the year-end was 18.41% (2021: 10.25%).

31 Cash and bank balances

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Cash and cash equivalents (excluding bank overdrafts)	20,831,769	27,876,864	618,792	1,193,819
Restricted cash	3,600,838	4,822,553	—	—

Management assessed that fair value of cash and cash equivalents approximates their carrying amounts.

Restricted cash relates to cash collateral and is excluded from cash and cash equivalents for cash flows statement purposes.

While cash and cash equivalents (including restricted cash; excluding petty cash) are also subject to the impairment requirements of IFRS 9, the identified impairment loss of N0.36 billion (2021: N0.2 billion) (representing 1% of the total cash and cash equivalents (including restricted cash; excluding petty cash) of the Group).

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For the purposes of the statement of cash flows, cash and cash equivalents comprise cash in hand, deposits held at call with banks, net of bank overdrafts. In the statement of financial position, bank overdrafts are included in borrowings under current liabilities.

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Cash at bank and in hand	20,831,769	27,876,864	618,792	1,193,819

Classification of cash and cash equivalents at amortised cost

The Group holds the cash and cash equivalents with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

Details of the Group's impairment policies and the calculation of the loss allowance are provided under significant accounting policies.

32 Share capital and share premium

	Number of shares (thousands)	Ordinary shares N'000	Share premium N'000
At 31 December 2021	12,431,412	6,215,706	176,588,527
At 31 December 2022	12,431,412	6,215,706	176,588,527

33 Other reserves

Group	Remeasurement loss on defined benefit plan N'000	Share based payment reserve N'000	Currency translation reserve ¹ N'000	Total N'000
At 1 January 2021	(42,808)	2,090,499	153,686,637	155,734,328
Exchange difference on translation of foreign operations	–	796,886	3,505,173	4,302,059
Exchange loss on net investment in foreign operations	–	–	(5,858,635)	(5,858,635)
Remeasurement gain on defined benefit plan	4,536	–	–	4,536
Change in ownership interests in subsidiaries that do not result in a loss of control	–	–	18,605,672	18,605,672
Share of associate's foreign currency translation reserve	–	–	149,150	149,150
At 31 December 2021	(38,272)	2,887,385	170,087,997	172,937,110
Other reserves				
Group	Remeasurement loss on defined benefit plan N'000	Share based payment reserve N'000	Currency translation reserve ¹ N'000	Total N'000
At 1 January 2022	(38,272)	2,887,385	170,087,997	172,937,110
Exchange difference on translation of foreign operations	–	93,259	17,141,120	17,234,379
Exchange gain on net investment in foreign operations	–	–	7,546,101	7,546,101
Remeasurement gain on defined benefit plan	104,857	–	–	104,857
Change in ownership interests in subsidiaries that do not result in a loss of control	–	–	952,161	952,161
Transfer of share based payment reserve to retained earnings	–	(2,980,644)	–	(2,980,644)
Share of associate's foreign currency translation reserve	–	–	38,760	38,760
At 31 December 2022	66,585	–	195,766,139	195,832,724

¹ Currency translation reserve

The translation reserve comprises all foreign currency difference arising from the translation of the financial statements of foreign operations, as well as intercompany balances arising from net investment in foreign operations.

34 Share based payment reserve

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Share based payment reserve is not available for distribution to shareholders.

35A Borrowings

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Borrowings are made up as follows:				
(a) Non-current – Bank loans	110,465,837	173,663,081	6,026,823	6,345,754
(b) Current				
Bank loans	396,870,904	287,118,919	95,939,571	92,677,104
Total borrowings	507,336,741	460,782,000	101,966,394	99,022,858

Certain balances have been reclassified from current borrowings to non-current borrowings in 2021 for comparability.

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c) Non-current borrowings are analysed as follows:

Loan type	Purpose	Tenure/ Interest rate	Loan Start Date	Security	Borrower/ Lender	Available facility N'000	2022 Balance N'000	2021 Balance N'000
Group Medium Term Loan	Restructuring of Short to Long Term Debt	5 years/19% p.a.	1 June 2016	Mortgage on assets of Oando PLC and some subsidiaries	Oando PLC/MTL lenders	108,320,834	92,242,104	92,242,104
Promissory Note	Term loan	4 years/1year libor+2%	31 October 2020	None	Oando PLC/ ConocoPhillips	14,818,650	6,550,714	6,780,754
Term Loan	Medium term borrowing	5 years/8.5% + Libor p.a	11 October 2019	None	OOL/African Export-Import Bank (AFREXIM)	235,526,725	157,392,025	183,026,250
Term loans	General corporate purpose	5 years/9.5% + Libor p.a	2 January 2020	None	Oando Servco/ Ecobank	22,452,500	17,905,469	17,807,560
Term Loan	General corporate purpose	5 years/24% p.a.	18 February 2021	None	Oando Servco/ Access Bank	15,000,000	9,555,470	12,287,138
Term Loan	Medium term borrowing/ Augmentation of Working capital	5 years/12.5%+Libor	29 September 2020	None	ORL/MCB	13,471,500	9,340,869	10,741,765
Term Loan	Aircraft Lease	5 years/12.5% p.a.	24 June 2022	Security Assignment, Share Charge	XRS 11/Shearwater*	4,086,355	3,822,466	1,139,304
						413,676,564	296,809,117	324,024,875
Less current portion						–	(186,343,280)	(150,361,794)
Total non-current borrowing (See a above)						413,676,564	110,465,837	173,663,081

Security and share charge on the Bombardier Aircraft owned by XRS II

On 24 June 2022 (the effective date), XRS II Limited, a subsidiary of Oando PLC, signed an Aircraft Lease Agreement with SAC Leasing OXRS, LLC ("SAC"). The Lease Agreement provides that XRS II desires to transfer to the Bombardier Inc. Model BD-700-1A10 (Aircraft) to SAC and in turn lease it back from SAC. Whereas both parties agreed the value of the Aircraft as US\$14 million, they also agreed that SAC will provide a finance amount of US\$9.1 million to XRS II on the delivery date of the Aircraft to SAC by XRS II. The period of the lease and the agreed lease rate of return is sixty months and 12.5% respectively. On the effective date above, XRS II and SAC also entered into a Warranty Bill of Sale under which the former, for and in consideration of US\$10 and other good and valuable consideration, the receipt and sufficiency of which was conclusively acknowledged, granted, bargained, sold, transferred and assigned the legal, equitable and beneficial right, title and interest in and to Aircraft to SAC. Consequently, the Aircraft was registered in the name of SAC as the new owner vide a certificate of registration dated 27 June 2022 and issued by the Civil Aviation Authority of the Republic of San Marino as intended by the parties.

Although certain sections of the Agreement suggest a sale and leaseback transaction, the provisions of IFRS 16 para 103 in relation to whether the transfer of the Aircraft qualified as a sale under IFRS 15, was applied in accounting for the Agreement. Consequently, management has accounted for the Agreement as a financing arrangement backed up by an asset – the Aircraft. This implies that XRS II does not de-recognise the Aircraft and it accounts for the US\$9.1 million received from SAC as a financial liability. The expected credit loss (ECL) on the financial guarantee contract by Oando PLC has been accounted for and disclosed in these consolidated and separate financial statements under Note 10.

Loan type	Purpose	Tenure/ Interest rate	Loan Start Date	Security	Borrower/ Lender	Available facility N'000	2022 Balance N'000	2021 Balance N'000
Company Medium Term Loan	Restructuring of Short to Long Term Debt	5 years/19% p.a.	1 June 2016	Mortgage on assets of Oando PLC and some subsidiaries	Oando PLC/MTL lenders	108,320,834	92,242,104	92,242,104
Promissory Note	Term loan	4 years/1year libor+2%	31 October 2020	None	Oando PLC/ ConocoPhillips	14,818,650	6,550,714	6,780,754
						123,139,484	98,792,818	99,022,858
Less current portion						–	(92,765,996)	(92,677,104)
Total non-current borrowing (See a above)						123,139,484	6,026,822	6,345,754

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(d) Current borrowings are analysed as follows:

Loan type	Purpose	Tenure/Interest rate	Loan Start Date	Security	Borrower/Lender	Balance 2022 N'000	Balance 2021 N'000
Group							
Import finance facility	To purchase petroleum products for resale	30-90days (revolving)/ 1.5%-2.5% + Libor p.a	12 December 2022	None	OTD/Mauritians Commercial Bank	47,360,042	36,423,363
Import finance facility	To purchase petroleum products for resale	30-90days/3.5% + Libor p.a	7 December 2022	None	OTD/AFREXIM	38,461,358	–
Short-term loan	Working capital	Less than 1 year/ 7.5% p.a	7 February 2022	None	OTD/Bonnylight	2,245,250	–
Short-term loan	Working capital	Less than 1 year/ 39% p.a	1 July 2022	None	Oando PLC/Services Liquid & Gas Limited	673,575	–
Project Finance	Lekki Refinery (Project Bison)	1 year/9.5% p.a	1 November 2022	None	OTD/Glencore	18,710,417	–
Short-term loan	Working capital	Less than 1 year/8% p.a.	17 August 2021	None	OTD/BB Energy	–	725,000
Short-term loan	Working capital	Less than 1 year/ 20% p.a.	29 July 2021	None	OTD/Aegis Trading DMCC	–	2,175,000
Corporate finance facility	Acquisition of the COP assets	6 years/9.5% + Libor p.a	17 January 2014	Oando legacy assets	OER/Corporate Facility lenders	100,552,835	97,406,710
Term loan	Working capital	180days/30% p.a.	23 November 2022	None	Oando PLC/Olatunde loan	2,500,000	–
Other loans			N/A			24,147	27,052
Current portion of non-current borrowings (See c above)						210,527,624	136,757,125
Total current borrowing (See b above)						396,870,904	287,118,919

Loan type	Purpose	Tenure/Interest rate	Loan Start Date	Security	Borrower/Lender	2022 N'000	2021 N'000
Company							
Short-term loan	Working capital	Less than 1 year/ 42% p.a.	1 July 2022	None	Oando PLC/Services Liquid & Gas Limited	673,575	–
Term loan	Working capital	180days/30% p.a.	23 November 2022	None	Oando PLC/Olatunde loan	2,500,000	–
Current portion of non-current borrowings (See c above)						3,173,575	–
Total current borrowing (See b above)						92,765,996	92,677,104
						95,939,571	92,677,104

Weighted average effective interest rates at the year end were:

	2022	2021
– Bank loans	19.0%	15.0%
– Import finance facility	3.4%	2.2%
– Other loans	12.0%	9.2%

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Fair values are based on cash flows using a discount rate based upon the borrowing rate that directors expect would be available to the Group at the reporting date. Set out below is a comparison of the carrying amounts and fair values of the Company's borrowings that are carried in the financial statements.

Group	Carrying amounts		Fair values	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Bank loans	507,336,741	460,782,000	499,114,565	540,574,752

Company	Carrying amounts		Fair values	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Bank loans	101,966,394	99,022,858	95,691,362	166,093,685

The carrying amounts of the Group's borrowings are denominated in the following currencies:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Nigerian Naira	104,297,574	92,269,481	101,966,394	92,242,104
US Dollar	403,015,019	368,485,467	—	6,780,754
British Pounds	24,147	27,052	—	—
	507,336,741	460,782,000	101,966,394	99,022,858

35B Decommissioning provisions

Decommissioning provisions relate to oil and gas assets abandonment restoration obligation, asset restoration obligation and other liabilities as follows:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Oil and gas fields provision	142,141,985	143,030,408	—	—
Asset restoration obligation – leased space	146,010	109,408	146,010	109,408
	142,287,995	143,139,816	146,010	109,408

The oil and gas fields provision represent the present value of decommissioning cost relating to oil & gas assets. These provisions have been created based on internal estimates, and the estimates are reviewed regularly to take account of material changes to the assumptions.

The Group accounted for an increase in the decommissioning obligation as a corresponding increase in the value of the decommissioning asset under property, plant and equipment. IFRIC 1 requires that any increase in the decommissioning costs for assets measured under the revaluation model be recognised as a decrease in the revaluation surplus account. The key assumption upon which the carrying amount of the decommissioning obligation is based is a discount rates ranging from 11.72% to 16.62% (2021: 4.38% to 13.15%) and an inflation rate of 21.34% (2021: 15.70%). These obligations are expected to be settled over the next one to thirty-six years.

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Movement during the year in provisions for decommissioning cost is as follows:				
At 1 January				
– Opening balance	143,139,816	618,626,627	109,408	235,912
Additional (reduction)/provisions on decommissioning in the year:				
– Oil and gas field	(25,780,475)	(536,977,500)	—	—
Charged to the statement of profit or loss:				
– Change in estimate of restoration cost (Note 17)	26,686	(140,376)	26,686	(140,375)
– Unwinding of discount (Note 40a,12a)	19,204,114	23,058,178	9,916	13,871
Exchange differences	5,697,854	38,572,887	—	—
At 31 December	142,287,995	143,139,816	146,010	109,408
Analysis of decommissioning provisions				
Non current	142,287,995	143,139,816	146,010	109,408

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36 Lease liabilities

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Opening balance	4,317,787	25,108,884	23,340,861	29,382,614
Additions	544,301	114,984	101,128	114,984
Interest expense (Note 12a)	451,827	1,253,154	2,426,267	1,847,071
Payments	(1,838,245)	(6,340,401)	(4,743,898)	(9,772,281)
Modification*	–	(16,141,097)	–	503,706
Transfer to WHT liability	(9,595)	(14,254)	(9,595)	(14,254)
Exchange difference	151,134	336,517	540,134	1,279,021
At 31 December	3,617,209	4,317,787	21,654,897	23,340,861
Current lease liabilities	41,498	295,395	6,741,073	5,189,711
Non-current lease liabilities	3,575,711	4,022,392	14,913,824	18,151,150
	3,617,209	4,317,787	21,654,897	23,340,861

* Further explanation has been provided under Note 17.

37 Retirement benefit obligations

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Oando Trading DMCC (OTD) operates an unfunded employees' end of service benefits ("EOSB") for its employees in accordance with the respective laws in Dubai. The movement in EOSB for the year ended is as follows:				
(a) Statement of financial position obligations for gratuity	470,826	480,327	–	–
(b) Statement of profit or loss charge (Note 11b):	114,259	100,484	–	–
(c) Other comprehensive income Remeasurement gain recognised in the statement of other comprehensive income in the period	(104,857)	(4,536)	–	–

The movement in the defined benefit obligation over the year is as follows:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
At 1 January				
Opening balance	480,327	357,538	–	–
Current service cost	114,259	100,484	–	–
Remeasurement gain recognised in other comprehensive income	(104,857)	(4,536)	–	–
Exchange loss	16,043	26,841	–	–
Benefits paid	(34,946)	–	–	–
At 31 December	470,826	480,327	–	–

Transfers relates to liabilities of employees transferred to other entities within the group.

(d) The amount recognised in the statement of profit or loss are as follows:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Current service cost	114,259	100,484	–	–
Interest cost	–	–	–	–
	114,259	100,484	–	–

Key assumptions and quantitative sensitivity analyses

The cost of the defined benefit plan is determined using actuarial valuations carried out by AON Reinsurance Solutions, an United Arab Emirates actuarial firm – represented by Philippos Mannaris, on 31 December 2022. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and price inflation. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

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The parameter most subject to change is the discount rate. In determining the appropriate discount rate, management considers the yields on long term United States (US) corporate bonds as at reporting date since the local currency in United Arab Emirates (UAE) is heavily pegged to the US Dollar, suggesting that the liability could effectively be settled by purchasing a portfolio of US bonds of high quality. The applied rate is generally intended to represent the average yield on AA-rated bonds. Future salary increase is based on expected future inflation rate in UAE. The key assumptions and their sensitivity analyses are discussed further below:

	Group 2022 N'000	Group 2021 N'000
Discount rate	5.01%	2.68%
Salary increase rate per annum	3.5%	3.5%
Employee turnover/withdrawal rates	nil	nil
Retirement Age	60 years	60 years

The sensitivity of EOSB to changes in the weighted principal assumptions is as follows:

	2022		2021	
	Change in assumption by	Impact in N'000	Change in assumption by	Impact in N'000
Discount rate	0.5%	-20,060	0.5%	-23,810
Salary increase rate per annum	0.5%	21,398	0.5%	25,086

The average duration of the defined benefit plan obligation at the end of the reporting period is 10.13 years (2021: 11.18 years).

38 Trade and other payables

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Trade payables – Products*	514,809,209	295,904,716	–	–
Trade payables – Other vendors	7,408,373	6,842,796	–	–
Other payables*	50,441,217	46,985,169	9,532,369	8,071,378
Statutory payables (WHT, VAT, PAYE and NCDF deductions)	15,516,452	13,892,726	7,481,816	6,586,712
WHT transferred from lease liability	9,595	14,254	9,595	14,254
Accrued expenses	117,101,711	83,149,407	61,796,238	49,104,580
Amount due to related parties (Note 42xiii)	–	–	343,523,555	219,963,168
Deferred income	561,941	141,700	–	–
	705,848,498	446,930,768	422,343,573	283,740,092

Trade & other payables are non-interest bearing and are normally settled within one year. The carrying amounts of trade and other payables for 2022 and 2021 respectively approximate their fair values.

In 2021, certain balances of the comparative figure was reclassified between other payables, trade payables – other vendors and trade payables.

The Group's other payables largely relates to royalties payable of N31.1 billion (2021:N38.5 billion), payable to OODP N729 million (2021: N729 million), payable to QPR N69 million (2021:N1.2 billion), payables overlift of N9.4 billion (2021: N2.5 billion) and bid deposits received on the attempted sale of Alausa prior to 2017 which is yet to be fully refunded to the initial buyer of N217.4 million (2021: N217.4 million).

The Company's other payables largely relates to non-trade payables to vendors N3.4 billion (2021: N3.2 billion), payable to QPR N69 million (2021:N1.2 billion), payable to OODP N729 million (2021:N729 million), provision for financial guarantee of N2.7 billion (2021: nil) and bid deposits received on the attempted sale of Alausa prior to 2017 which is yet to be fully refunded to the initial buyer of N217.4 million (2021: N217.4 million).

NAOC JV Funding, Audit Claims, Arbitration and Acquisition of NAO

Settlement and Funding Agreement:

Following the completion of a reconciliation exercise by Oando Oil Limited ("OOL") and Nigerian Agip Oil Company Limited ("NAOC") in 2017, partners in the OML 60-63 JV, OOL and NAO arrived at a provisional sum said to be OOL's outstanding debt to the JV and executed a Settlement and Funding Agreement ("SFA") on 20 June 2018 for the purpose of:

- (1) defraying N29.0 billion and US\$24.8 million agreed by OOL and NAO the Operator under the SFA ("Settled Amounts"), by applying fifty percent (50%) of OOL's participating interest share of gas sales revenues arising from the Nigeria LNG Gas Sale Agreement ("NLNG GSA"). These sums are subject to adjustments; and
- (2) setting up a sustainable funding mechanism to support regular and timely payment of OOL's share of 2018 cash calls. On 23 April 2019, NAO sent a notice of termination of the SFA in exercise of its unilateral rights under the SFA. OOL refuted the

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grounds of the termination. Following intervention of the NAOC JV Operating Committee ("OPCOM"), parties entered two other agreements: the Arrears Settlement Agreement (ASA) and the Cash Call Funding Agreement (CCFA).

The Arrears Settlement Agreement

The ASA provided that, as of 15 August 2019, OOL owed:

- (i) N21.3billion and US\$82.9million (inclusive of interests) to the NAOC JV comprising (a) unpaid balance of the reconciled amounts under the SFA (N20,819,583,618 and US\$24,824,330) plus interests up to 15th August 2019 (N2.5 billion and US\$694,393) under the SFA; (b) OOL's unpaid cash calls for the period of 2018 (N1,996,919,027 and US\$56,848,762) plus interests up till 15 August 2019 (N21,152,752 and US\$602,182) (altogether, 'OOL Arrears'). These sums were again subject to monthly reviews, and various accounting adjustments to arrive at the true sums including upon the conclusion of audits to ascertain the NAOC JV records. NAOC and OOL agreed (via the ASA) that from July 2019, OOL shall fully and exclusively dedicate one hundred percent (100%) of its share of gas proceeds (net of royalties) deriving from the sale of one hundred percent of its share of gas in the NAOC JV sold to NLNG pursuant to the NLNG GSA ("NLNG Proceeds") in a dedicated escrow account for the sole purpose of defraying the OOL Arrears plus interest until fully paid. The Payments made between 2019 and 2022 towards the ASA and CCFA were N86.04b and \$32.71m.

The parties further agreed that the NLNG Proceeds shall be net of royalties, but free from any liability, charges, pledges or encumbrances of any kind, including those connected with other applicable fiscal obligations, which will remain OOL's responsibility in accordance with the JOA and relevant applicable laws and agreements. The parties also agree that the amounts paid by OOL as its share of the 2017 Okpai Phase II costs ("Okpai Phase II Performances") amounting to USD20m shall be deducted by NAOC from the OOL Arrears, or refunded or applied as a credit towards OOL's 2022 cash calls in whole or in part (where during the period of the Agreement, a part or a whole of the Okpai Phase II Performances has been defrayed pursuant to the agreed payment mechanism above), as soon as OOL's interest in Okpai Phase II is assumed by or transferred in part or whole to either NAOC and/or NNPC or proportionately between NAOC and NNPC or transferred to any third party. NAOC shall advise OOL accordingly, following which OOL agrees not to share in any proceeds or benefits that may be derived from Okpai Phase II. The transfer of OOL's interest in Okpai Phase II in future shall be the last item to be defrayed with the NLNG proceeds.

The Cash Call Funding Agreement:

The CCFA provided for settlement of cash calls for the remaining period in September 2019 (not covered by the ASA) – 2021 through OOL's income from crude oil sale corresponding to fifty five percent (55%) of all OOL's proceeds from the sale of its participating interest of crude oil produced from the NAOC JV OMLs at Brass Terminal ("Crude Proceeds") starting from 12 September 2019 until 31 December 2021. The parties agreed that the Crude Proceeds shall be paid by OOL's off-takers into a dedicated escrow account pursuant to an escrow agreement. The parties also agreed that starting from 1 January 2022 until 31 December 2022, sixty percent (60%) of the Crude Proceeds shall be used to pay OOL's participating interest share of the year 2022 cash calls, whilst forty percent (40%) of the Crude Proceeds shall be used to offset any outstanding 2019 – 2021 cash calls. The parties further agree that upon receipt of the Consent Letter from NAOC, OOL shall irrevocably and unconditionally instruct its current and future off-takers (copying NAOC in each such instruction and acknowledged by the off-taker) to pay the Crude Proceeds from the execution date to 31 December 2023, directly into the agreed cash calls escrow account.

The irrevocable and unconditional instruction shall be rescinded: (i) when the escrow bank communicates in writing that the 2019 – 2021 cash calls have been fully paid, (ii) on 31 December 2023, or (iii) upon earlier termination of the OOL Cash Calls Funding Agreement in accordance with its terms. In the event that a balance remains unpaid after 31 December 2023, such balance will become immediately due and payable by OOL. Such balance, shall, however be adjusted by adding or subtracting applicable adjustments in accordance with the JOA provisions including but not limited to adjustments in accordance with the OPCOM approved performance for each calendar year between 2019 and 2021 and any adjustments resulting from the final outcome of the audit of the JV operations pursuant to the JOA. Failure to pay the balance shall result in OOL becoming a defaulting party under the JOA. Any overpayment by OOL in any of the years 2019 – 2021, subject to review and approval of OPCOM, shall be applied as a credit against OOL's share of the 2022 cash calls until full recovery of the overpayment. The parties also agreed that the Crude Proceeds shall be free from any liability, charges, pledges or encumbrances of any kind, including those connected with other applicable fiscal obligations, which will remain OOL's responsibility in accordance with the JOA and relevant applicable laws and agreements. In 2020, the impact of COVID-19 and low oil prices caused lower payments under the ASA as well as the CCFA. The balance under the ASA was N3.19b and USD57.28m as at 31st December 2020 while the balance under the CCFA was N46.24b and USD80.24m as at 31st December 2020. Furthermore, no adjustments had being made to the OOL Arrears as provided under the agreement.

Arbitration between Oando & NAOC

Prior to the execution of the ASA and CCFA, OOL had commenced and was conducting an audit of the NAOC JV operations for the period January 2016 to December 2017. A conclusion of the audit process in June 2020 revealed a credit in favour of OOL for which OOL made a claim on NAOC and NAOC denied same. On the 9th of February 2021, OOL commenced arbitration proceedings against NAOC via the issuance of a notice of Arbitration "the notice" for the recovery of the sum of \$240.47 million and N13.49 billion (the "Audit Credit") and damages for NAOC's willful misconduct, concealing and refusing to disclose JV information, keeping of inaccurate records and misrepresentation of OOL's financial position. The Audit Credit emanates from the audit of the NAOC JV

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Joint Operations for 2016 and 2017 financial years conducted by an independent firm of chartered accountants on behalf of OOL pursuant to the Joint Operating Agreement “JOA” and as detailed in the independent Audit Report submitted to NAOC on 23rd December 2020. NAOC rejected the findings in the Audit Report and the Audit Credit by OOL. In addition, the arbitration notice was issued in respect of NAOC’s obstruction and frustration of the ongoing 2018 audit. OOL is seeking a claim for the Audit Credit; a declaration that NAOC is in breach of Articles 2.2.1, 2.2.3, 4.1.1 and 6.1 of the JOA and an order that NAOC should provide OOL with unfettered access to all joint venture information. Concurrent with the commencement of the Arbitration, OOL obtained an interim order dated 11th February 2021 from the Federal High Court suspending the ASA and preventing termination of the CCFA to enable OOL to pursue its claims before the Arbitration Tribunal. This order, which is still subsisting, was made pending conclusion of the arbitration and is under appeal at the Court of Appeal by NAOC.

Upon commencement of the Arbitration, NAOC filed an application for interim measures on 26th October 2021, seeking amongst others, the Tribunal’s direction that OOL make payment of certain sums as cash calls as of August 2021 comprised of the OOL Arrears. This Application by NAOC was dismissed by the Tribunal in February 2023. NAOC also filed a counter claim for alleged unpaid cash calls up until October 2022 in the sum of N125.9 billion and \$366.9 million, and alleged consequential damages for loss of production in the sum of \$837.4 million as a result of OOL’s alleged underfunding since 2020. Upon agreement of the Parties, a hybrid hearing (virtual and in-person in London) for the arbitration was held in January 2023. The evidential hearing for the arbitration has now been concluded and closing submissions done. Following the hearing, the delivery date of award was set for the 3rd of July, 2023. However, the Tribunal, on the joint written request of the parties, deferred the delivery of the award and kept same in abeyance as parties are involved in a transaction under which NAOC will become a subsidiary of Oando, and therefore, result in an amicable settlement of the dispute.

Amicable Settlement of the dispute and Oando’s Acquisition of NAOC:

The settlement of the dispute is a consequential result and part of a broader transaction under the Share Sale and Purchase Agreement (“SPA”) between the Eni Group and Oando Group, the parent companies of Nigerian Agip Oil Company Limited (“NAOC”) and Oando Oil Limited (“OOL”) for the acquisition of NAOC.

The transaction involves the acquisition of NAOC’s interest in OMLs 60, 61, 62 and 63 and the JOA (the underlying asset for the dispute), among other assets. The SPA has been signed by the parties and a formal announcement issued. At the conclusion of the transaction, NAOC will become an affiliate of OOL – the parties in the arbitration.

The disputes between the parties encompass activities under the Joint Operating Agreement related to the OMLs. These matters were factored into the negotiations for the SPA, resulting in a mutually agreed settlement of both parties’ claims. Completion of the SPA will constitute settlement of the dispute between OOL and NAOC. Accordingly, therefore, one the key commercial arrangements contemplated by the parties is the suspension of the right to access the Award until the SPA can be concluded seeing as the issues in disputes are part of the broader exchange of considerations for the acquisition of NAOC.

The SPA

The SPA establishes an intricate framework to address the legal, financial, technical, and regulatory issues that necessarily accompany such complex transactions before the sale and purchase can be deemed final. The resolution of these issues usually requires a substantial amount of time, especially in Nigeria. For example, the sale of the OMLs is subject to Ministerial consent and an anti-trust approval process to enable the parties reach a conclusion and achieve an effective transfer of ownership.

Consequently, the SPA accommodates these complexities by providing for a reasonable timeline for the parties to fulfil their obligations, including obtaining the authorisations stated above.

39 Dividend payable

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
Unpaid dividend (Note 40b)	1,650,277	1,650,277	1,650,277	1,650,277

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40 Supplementary cash flows information

(a) Cash generated from/(used in) operations

Reconciliation of (loss)/profit before income tax to cash generated from operations:

	Group 2022 N'000	Group 2021 N'000	Company 2022 N'000	Company 2021 N'000
(Loss)/profit before income tax	(61,840,466)	44,474,275	(33,852,292)	(26,282,712)
Adjustment for:				
Interest income (Note 12b)	(15,772,960)	(44,081,153)	(2,306,330)	(1,084,813)
Interest expenses (Note 12a)	77,686,721	55,181,549	32,712,137	22,984,758
Depreciation (Note 10c, 15)	1,888,142	20,027,499	388,985	376,510
Depreciation to right-of-use asset (Note 10c, 17)	2,522,945	2,553,422	1,522,760	1,562,792
Amortisation of intangible assets (Note 10c, 16)	181,492	238,865	181,572	238,785
Impairment of intangible assets (Note 10d, 16)	16,808,595	—	—	—
Impairment of investment in an associate (Note 10d)	2,288	—	—	—
Reversal of impairment on non-current receivables (Note 23b)	(10,250,035)	(30,412,505)	—	(19,393,451)
(Reversal of impairment)/impairment allowance on current receivables (Note 25b)	(3,816,279)	(73,969,563)	(3,961,717)	9,029,130
Impairment allowance/(reversal of impairment) on finance lease (Note 22ii)	1,572,770	(544,908)	419,226	(473,812)
Impairment allowance on investment (Note 29)	—	—	—	2,500
Share of (loss)/gain of associates (Note 19)	824,826	(146,121)	—	—
Gain on deemed disposal of associates (Note 9)	—	(8,672,770)	—	(5,956,339)
Write off of property, plant and equipment (Note 10b)	60	—	—	—
Unwinding of discount on provisions (Note 12a, 35)	19,204,114	23,058,178	9,916	13,871
Premium paid on hedges (Note 21)	1,047,615	7,087,429	—	—
Net foreign exchange (gain)/loss	(4,233,534)	(4,299,525)	231,410	(100,342)
Gratuity provisions (Note 11b)	114,259	100,484	—	—
Gain on modification of leases	—	(13,171,688)	—	(13,593,345)
Fair value loss/(gain) on commodity options (Note 21)	5,638,931	(5,987,171)	—	—
Fair value gain on valuation of investment properties (Note 18)	(1,010,000)	(302,000)	(1,010,000)	(302,000)
Fair value gain on financial assets at fair value through profit or loss (Note 28)	(7,304)	(3,042)	(7,304)	(3,042)
Changes in working capital				
(Increase)/decrease in receivables and prepayments (current)	(261,789,586)	58,508,910	(136,670,480)	337,090
Decrease/(increase) in inventories	33,840,868	(29,909,610)	30,798,315	(30,798,315)
Decrease/(increase) in short-term investments	576,435	(695,177)	576,435	(695,177)
Increase/(decrease) in payables and accrued expenses	216,788,391	(13,889,419)	108,395,453	49,830,516
	19,978,288	(14,854,041)	(2,571,914)	(14,307,396)

b) Changes in liabilities arising from financing activities

GROUP

	01-Jan-22 N'000	Cash flows – proceeds N'000	Cash flows – payment N'000	Foreign exchange movement N'000	Other N'000	31-Dec-22 N'000
2022						
Interest bearing loans and borrowings (current and non-current)	460,782,000	600,032,089	(562,326,840)	11,826,918	(2,977,426)	507,336,741
Interest bearing lease liabilities (current and non-current)	4,317,787	—	(1,838,245)	151,134	986,533	3,617,209
Dividends payable (Note 39)	1,650,277	—	—	—	—	1,650,277
Total liabilities from financing activities	466,750,064	600,032,089	(564,165,085)	11,978,052	(1,990,892)	512,604,227
	01-Jan-21 N'000	Cash flows – proceeds N'000	Cash flows – payment N'000	Foreign exchange movement N'000	Other N'000	31-Dec-21 N'000
2021						
Interest bearing loans and borrowings (current and non-current)	419,629,197	87,400,253	(55,581,603)	18,626,960	(9,292,807)	460,782,000
Interest bearing lease liabilities (current and non-current)	25,108,884	—	(6,340,401)	336,517	(14,787,213)	4,317,787
Dividends payable (Note 39)	1,650,277	—	—	—	—	1,650,277
Total liabilities from financing activities	446,388,358	87,400,253	(61,922,004)	18,963,477	(24,080,020)	466,750,064

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COMPANY

	01-Jan-22 N'000	Cash flows – proceeds N'000	Cash flows – payment N'000	Foreign exchange movement N'000	Other N'000	31-Dec-22 N'000
2022						
Interest bearing loans and borrowings (current and non-current)	99,022,858	8,398,100	(5,637,617)	183,053	–	101,966,394
Interest bearing lease liabilities (current and non-current)	23,340,861	–	(4,743,898)	540,134	2,517,800	21,654,897
Dividend payable (Note 39)	1,650,277	–	–	–	–	1,650,277
Total liabilities from financing activities	124,013,996	8,398,100	(10,381,515)	723,187	2,517,800	125,271,568
	01-Jan-21 N'000	Cash flows – proceeds N'000	Cash flows – payment N'000	Foreign exchange movement N'000	Other N'000	31-Dec-21 N'000
2021						
Current interest bearing loans and borrowings	109,201,608	–	(1,562,008)	56,028	(8,672,770)	99,022,858
Interest bearing lease liabilities (current and non-current)	29,382,614	–	(9,772,281)	1,279,021	2,451,507	23,340,861
Dividend payable (Note 39)	1,650,277	–	–	–	–	1,650,277
Total liabilities from financing activities	140,234,499	–	(11,334,289)	1,335,049	(6,221,263)	124,013,996

* The 'Other' column includes provision for interest expense on lease liabilities, additions/modification of leases, transfer to withholding tax liability and amortization of transaction costs.

41 Business acquisition

Oando PLC through its wholly owned subsidiary, Bitumen Resources Limited (The Buyer), entered into a Share Sale and Purchase Agreement on 21 June 2021 with Dr. Lawrence Ajayi and Mrs. Benita Funmilayo Ajayi (The Sellers) for the acquisition of 55% equity stake in Lakel Afrik Petroleum Limited (LAPL). The Buyer received 13,750,000 ordinary shares of LAPL from the Seller for a consideration of US\$1 million (\$0.5 million payable immediately and \$0.5 million agreed as deferred consideration). The Buyer paid US\$500,000 on the transaction date. The transaction has not been accounted for as a business combination in these consolidated and separate financial statements because of migration issues.

On 4 November 2022, the Buyer further acquired the remaining equity stake of 45% in LAPL from the Seller. The Buyer agrees to pay the Seller and the Seller accepted the sum of \$20,000 as the consideration. After concluding the transaction, LAPL became a wholly owned subsidiary of BRL. LAPL owns Bitumen Exploration Licence EL 28420 and Bitumen Mining Lease ML 30585. Following the above, the Seller therefore agrees for himself (and on behalf of Shareholder B from who he warrants to have due authority to so do) that the Buyer shall not be required to pay the Original SPA Deferred Consideration (of \$0.5 million) to the Sellers under any circumstance. The Seller further waives for himself (and on behalf of Shareholder B from who he warrants to have due authority to so do), the right to any future claim or suit in relation to the Original SPA Deferred Consideration.

42 Related party transactions

Ocean and Oil Development Partners Limited (OODP) has the shareholding of 57.37% in Oando PLC at 31 December 2022 (2021: 57.37%). The remaining 42.63% shares are widely held. OODP is ultimately owned 66.67% by the Group Chief Executive and 33.33% by the Deputy Group Chief Executive of the Company.

The following transactions existed between Oando PLC (the "Company") and related parties during the year under review:

- (i) Shareholder Agreements dated July 24, 2012 between Oando PLC and Oando Netherlands Holding 2 BV (Holdco 2) in respect of Oando Akepo Limited (Oando Akepo); Oando PLC and Oando Netherlands Holding 3 BV (Holdco 3) in respect of Oando Petroleum Development Company Limited ("OPDC2") (which owns 95% of the shares of OPDC); Oando PLC and Oando OML 125 & 134 BVI in respect of Oando OML 125&134. Shareholder agreements dated April 30, 2013 between Oando PLC and Oando Netherlands Holding 4 BV (Holdco 4) and Oando Netherlands Holding 5 BV (Holdco 5) in respect of Oando Qua Ibo Limited (OQIL) and Oando reservoir and Production Services Limited (ORPSL), respectively. Shareholder agreements dated July 31, 2014 between Oando PLC and Oando OPL 214 Holding BV (Holdco 214), Oando OML 131 Holding BV (Holdco 131), Phillips Oil Company Nigeria Limited (POCNL – name subsequently changed to Oando Oil Limited – OOL), Phillips Deepwater Exploration Nigeria Limited (PDENL – name subsequently changed to Oando Deepwater Exploration Limited – ODEL), and Conoco Exploration and Production Nigeria Limited (CEPNL – name subsequently changed to Oando 131 Limited), respectively. Oando PLC owns Class A shares and each of Holdco 2, Holdco 3, Oando OML 125&134 BVI, Holdco 4, Holdco 5, Holdco 214, and Holdco 131 (together the "Holdco Associates") owns Class B shares, in each of Oando Akepo, OPDC2, Oando OML 125&134, OQIL, ORPSL, OOL, ODEL, and Oando 131 Limited (the "Operating Associates"), respectively. Ownership of the Class A shares by Oando PLC provides it with 60% voting rights but no rights to receive dividends or distributions from the applicable Operating Associate, except on liquidation or winding up. Ownership of the Class B shares entitles the Holdco Associates (each an indirectly wholly-owned subsidiary of the Corporation) to 40% voting rights and 100% dividends and distributions, except on liquidation or winding up. Pursuant to each of these agreements, Oando PLC, on the one hand, and the respective Holdco Associates, on the other hand, agreed to exercise their respective ownership rights in accordance with the manner set forth in the shareholder agreements.

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Pursuant to the shareholder agreements, each of Oando PLC and the respective Holdco Associate is entitled to appoint two directors to the board of Oando Akepo, OPDC2, Oando OML 125&134, OQIL, ORPSL, POCNL, PDENL, and CEPNL respectively, with the Holdco Associate being entitled to appoint the Chairman, who has a casting vote. In addition, the applicable Holdco Associate has the power to compel Oando PLC to sell its Class A shares for nominal consideration. The shareholder agreements in respect of most of the Operating Associates were filed on www.sedar.com under "Oando Energy Resources Inc.". No amounts have been paid or are due to be paid by either party to the other under the shareholder agreements. During the period, the Corporation didn't incur any amounts under this agreement (2021 – Nil).

- (ii) Right of First Offer Agreement ("ROFO Agreement") dated September 27, 2011, as amended, between Oando PLC and OER. Pursuant to the ROFO Agreement, OER has the right to make an offer to Oando PLC in respect of certain assets owned by Oando PLC in accordance with the terms of the ROFO Agreement. No amounts have been paid or are due to be paid under the ROFO Agreement. On September 27, 2013, the ROFO agreement between OER and Oando PLC was amended. The amendment terminates the ROFO agreement on the first date on which Oando PLC no longer holds, directly or indirectly, at least 20% of the issued and outstanding common shares of OER. Prior to the amendment, the right of first offer in the ROFO would have terminated on September 27, 2013. OER has no amounts due to Oando PLC under this agreement (2021 – Nil). During the year, OER didn't incur any amounts under this agreement (2021 – Nil).
- (iii) Referral and Non-Competition Agreement dated July 24, 2012 between Oando PLC and OER. Pursuant to this agreement, Oando PLC is prohibited from competing with OER except in respect of the assets referred to in the ROFO Agreement until the later of July 25, 2014 and such time as Oando PLC owns less than 20% of the shares of OER. Oando PLC is also required to refer all upstream oil and gas opportunities to OER pursuant to this agreement. In addition, in the event that Oando PLC acquired any upstream assets between September 27, 2011 and July 24, 2012, Oando PLC is required to offer to sell these assets to OER at a purchase price consisting of the amount paid by Oando PLC for the assets, together with all expenses incurred by Oando PLC to the date of the acquisition by OER, plus an administrative fee of 1.75%. OER has no amounts due to Oando PLC under this agreement in respect of the COP acquisition (2021 – Nil).
- (iv) Cooperation and Services Agreement dated July 24, 2012 between Oando PLC and OER. Pursuant to this agreement, Oando PLC agreed, until the later of July 24, 2017 and such time as Oando PLC owns less than 20% of the shares of OER, to provide certain services to OER, including in respect of legal services in Nigeria, corporate secretariat and compliance services in Nigeria, corporate finance, procurement, corporate communications, internal audit and control, information technology, human capital management, environment, health, safety, security and quality and administrative services. These services are to be provided to OER on the basis of the cost to Oando PLC plus a margin of 10%. The independent directors of OER are entitled to approve all such cost allocations. At any time, OER may elect to terminate any of the services under the agreement provided such notice is effective only on December 31 or June 30 of any year and such notice has been given at least 60 days in advance. Once terminated, Oando PLC shall have no further obligation to make available the services as have been so terminated and equitable adjustments shall be made as to the cost for the remaining services, if any, that are continued to be supplied by Oando PLC to OER under the agreement. During the period, OER incurred \$6.6 million under this agreement (2021 – \$5 million).
- (v) Pursuant to the completion of the Oando reorganization in July 2012, the cumulative amount advanced by Oando PLC to Equator Exploration Limited ("EEL"), subsidiary of OER of N1.1billion (US\$7.2 million) as of 21 December 2012 was classified as loan payable in EEL's books and loan receivable in Oando PLC's books. The carrying amount of the loan using effective interest method was N1.3 billion at 31 December 2012. The amount increased to N2.4 billion at 31 December 2015 (2014: N2.0 billion) due to accrued interest. During 2016, the Company impaired the receivable and accrued interest of N2.7 billion. In 2022, the Company accrued an interest of N503.8 million (2021: N488.6 million) and impaired the receivable (interest inclusive) in line with IFRS 9. The impairment was reversed on consolidation. In addition, the receivables and payables in the books of the Company and EEL respectively have been eliminated on consolidation.
- (vi) The Company signed an amendment to the operating lease agreement with a subsidiary, XRS II Ltd in 2015. The Company, the lessee in the agreement, agreed to lease the Bombardier XRS aircraft owned by XRS II Ltd, the lessor, for a period of earlier of eighty-four months from the execution date and date of termination of the agreement. The Agreement shall terminate in the following circumstances i) the termination of the Aircraft Facility Agreement by the Lender (Investec Bank (Mauritius) Limited) ii) mutual consent of Oando PLC and XRS II provided consent has been sought from the Lender, iii) upon notice from the Lender than an event of default has occurred and is continuing under the Aircraft Facility Agreement and iv) at any time after the end of the Availability Period (as defined in the Aircraft Facility Agreement). An addendum to this agreement was signed on the 19th of November 2021, the new lease term will be for 5 years from the execution date. XRS II sold its main asset – 2009 Bombardier Global Express Aircraft to Shearwater Aero Capital Leasing OXRS, LLC a company incorporated in Delaware, USA. On 24 June 2022, this same asset was leased by Shearwater Aero Capital – 'Lessor' (the new owner) to the former owner (XRS II Limited)- 'Lessee'.

XRS II Ltd recognized income of N4.7 billion (\$11 million) which arose from the agreement in 2022 (2021: N4.5 billion/\$10.97 million) and received payments amounting to N3.4 billion (\$7.9 million) during the year. In addition, the outstanding loan amount from XRS II to the Company was N4.1 billion (2021: N3.9 billion). The net receivables in the books of the Company at year-end was N194 million/\$0.4 million (2021: N3.2 billion/\$7.3 million) and this amount was fully impaired. The income, impairment and loan have been eliminated on consolidation.

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(vii) Oando was awarded a contract by the Nigerian National Petroleum Corporation (NNPC) for the supply of petroleum product under the Crude Oil Refining and Direct Partnership Agreement for 2022/2023 dated 12 November 2021 (the "CORDPA") (pursuant to which a Crude Securitization Agreement for the CORDPA dated 23 November 2021 was signed between Oando and NNPC) whereby Oando would deliver refined petroleum product to the NNPC prior to and in exchange for crude oil lifted from NNPC for a duration of 2 years plus option to extend by 12 months if mutually agreed. Pursuant to the above, Oando entered into a Master Sales and Purchases Agreement with OTD to purchase from OTD, its trading subsidiary, all petroleum product to be supplied by Oando under the CORDPA and OTD agreed to deliver refined petroleum product to Oando and purchase the Crude Oil from Oando in accordance with the terms of this Agreement and the terms of the CORDPA.

Specifically, during the year, the Company sold crude oil worth N796.6 billion (2021: 512.7 billion) to OTD and purchased refined petroleum products worth N727.2 billion (2021: N272 billion). In addition to the trade contracts, Oando PLC and OTD engaged in other non-trade transactions including assistance to make payment for travel cost, payroll expenses, medical cost, etc. on behalf of each other. The non-trade transactions amounted to N270 million in 2022 (2021: N2.2 million) on a net-off basis. The intercompany receivables/payables have been impaired in the respective companies as appropriate in line with the provisions of IFRS 9. The resulting sales, purchases, profits, impairments and any unrealized profit in inventory have been eliminated on consolidation.

(viii) The Company and OER donated N543.7 million (2021: N164.7 million) and nil (2021: N30.2 million) to Oando Foundation (a member of the Group) respectively. The expense and inflow in the books of Oando PLC and OER on one hand and Oando Foundation on the other hand have been eliminated on consolidation.

(ix) Oando Servco Nigeria Limited provided payment assistance on shared services costs and vendor related costs to Oando PLC amounting to \$23.6 million (2021: \$15.8 million) during the year. The receivables from Oando PLC have been impaired in the books of Oando Servco Nigeria Limited and both the impairment and receivables have been eliminated on consolidation.

(x) Other related party transactions include:

- i. Broll Properties Services Limited provided facilities management services consisting of structural, electrical and equipment maintenance and consumables to Oando PLC for which the Company reimbursed the company N70.1 million. In addition, the Company paid N6.2 million fees for the services rendered (2021: fees – N6.2 million, reimbursement – N90.1 million). The GCE has control over one of the joint interest owners of the company.
- ii. SCIB Nigeria and Co. Ltd. ("SCIB") provided insurance brokerage services to Oando Servco Nigeria Limited and Oando PLC. A beneficial owner of SCIB is related to the GCE. Although a sum of N434.9 million (2021: N379.6 million) was paid to insurance companies for some specific policies through SCIB, the brokerage services agreement provides that service fees will be paid by the insurance companies who undertook the insurance policies. Accordingly, Oando Servco Nigeria Limited did not pay service fees to SCIB during the year under review (2021: nil)
- iii. Triton Aviation Limited provided management services consisting of consumables, jet fuel, handling charges, third party charters, aircraft maintenance and crew maintenance (and charges a 5% markup on all cost incurred on behalf of XRS II) to XRS II, an indirect subsidiary of the Company and was paid fees of N15.5 million and reimbursement of N520.0 million (2021: fees – N9.5 million, reimbursement – N384.3 million) for the provision of the services. Triton Aviation Limited is owned by the GCE.
- iv. Olajide Oyewole & Co. rendered professional services worth N1.9 million to Oando PLC (2021: N12.3 million). A close family member of the GCE has significant influence over the firm.
- v. Lagoon Waters Limited sold petroleum products and liquefied petroleum gas worth N24.2 million (2021: N18.7 million) to Oando PLC. Lagoon Waters Limited is controlled by a close family member of the GCE.

(xi) Key management personnel

Key management includes members of the Group Leadership Council. The compensation paid or payable to key management for employee services is shown below:

	2022 N'000	2021 N'000
Salaries and other short-term employee benefits*	2,127,724	2,360,556

* Included in salaries and other short-term employee benefits of key management personnel are board duty allowance of N12.7 million (2021: N12.7 million) received by the Company Secretary and Chief Compliance Officer, N69.7 million (2021: N31.5 million) received by Group Chief Financial Officer, nil (2021: N31.5 million) received by Group Chief Corporate Services & Operations Officer, N78.2 million (2021: N76.8 million) received by Chief Operating Officer of OER, N159.0 million (2021: N155.2 million) received by Deputy Group Chief Executive, N205.1 million (2021: N199.9 million) received by Group Chief Executive.

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Year-end balances arising from transactions with related parties

The following receivables or payables at December 31, 2022 arose from transactions with related parties:

	Company 2022 N'000	Company 2021 N'000
(xiii) Receivables from related parties:		
Churchill C-300 Finance Ltd	1,192,301	1,154,996
XRS II	193,992	3,178,007
Oando E&P Holdings Limited	3,514,657	3,404,689
Oando Equator Holdings	6,381,332	6,181,615
Equator Exploration Ltd (BVI)	9,242,976	8,438,386
Calabar Power Ltd	30,472,126	25,970,220
Oando Exploration & Production Limited	33,709,104	33,709,104
XRS I	8,361	8,100
Oando Terminals & Logistics	175	175
Lakel Afrik Petroleum	525	525
Bitumen Resources Limited	627,387	550,381
Oando Resources Ltd.	82,852,563	83,316,295
	168,195,499	165,912,493
(xiv) Payables to related parties:		
OES Passion	2,773	2,675
Oando Liberia	22,884	22,168
OES Professionalism	4,851	4,851
Burkina Faso	6,070	6,070
Oando Trading DMCC	148,619,729	42,585,862
Oando Trading Bermuda	45,805,704	44,372,522
OML 125/134 Limited	20,517,997	19,933,382
OER Servco Nigeria Ltd	128,543,547	113,035,638
	343,523,555	219,963,168

43 Commitments

The Group had outstanding capital expenditure contracted but not provided for under property, plant and equipment of N54.4 billion (2021: N52.7 billion) at December 31, 2022.

44 Events after the reporting period

1) Award of Oil Prospecting Licenses (OPLs) 321 and 323

On 20 October 2020, the Ministry of Petroleum Resources ("Ministry") communicated re-award of OPL 321 to Equator Exploration Nigeria Limited (64%), Owel Petroleum Services Limited (26%) and Tulip Energy Limited (10%) subject to the following terms and conditions: (1.) payment of signature bonus of \$35million within ninety days of receipt of Award letter; sole risk contract requiring Equator Exploration Nigeria Limited to identify and negotiate with a technical partner with Deepwater experience as the contracting party; and preservation of Government Back-in Right.

On the same date, the Ministry also communicated re-award of OPL 323 to Equator Exploration Nigeria Limited (78.6%), Owel Petroleum Services Limited (11.4%) and NJ Exploration Limited (10%) subject to the following terms and conditions: (1.) payment of signature bonus of \$145million within ninety days of receipt of Award letter; sole risk contract basis requiring Equator Exploration Nigeria Limited to identify and negotiate with a technical partner with Deepwater experience as the contracting party; and preservation of Government Back-in Right.

Two conditions of the 2020 re-awards include the (a) payment of signature bonus within a specified time and (b) engagement of a third party with 'Deepwater experience who would join the Consortium as 'Contracting Party'. Consequent upon this, the Consortium identified a third-party with deep water experience and set out to negotiate the terms of collaboration, seeking extension of time for payment of the Signature Bonus from the NUPRC, as required.

By a letter dated 29th August 2022, the NUPRC determined the equity participatory interests of the Consortium members in the Blocks on grounds of non-payment of the Signature Bonuses at a time when the Consortium members were engaging with the potential technical partner and with the NUPRC on further extension of timeline for payment of signature bonus.

Following NUPRC's letter stating that the award to the Consortium has lapsed, a legal action was instituted against the NUPRC and NJ Petroleum ("NJ"), seeking certain declarations and orders, including orders setting aside the (a) revocation/lapse of the Blocks to the Consortium members and (b) re-award of the Blocks to NJ. As part of the suit, the court granted an ex-parte order on 10th January 2023 against the NUPRC and NJ restraining NJ from further interfering with and or attempting to interfere with

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the award or interest of the Consortium in the Blocks, pending the hearing and determination of the Motion on Notice for Interlocutory Injunction. The interlocutory injunction is yet to be heard.

2) Arbitration between Oando & NAOC

Prior to the execution of the ASA and CCFA, OOL had commenced and was conducting an audit of the NAOC JV operations for the period January 2016 to December 2017. A conclusion of the audit process in June 2020 revealed a credit in favour of OOL for which OOL made a claim on NAOC and NAOC denied same. On the 9th of February 2021, OOL commenced arbitration proceedings against NAOC via the issuance of a notice of Arbitration “the notice” for the recovery of the sum of \$240.47 million and N13.49 billion (the “Audit Credit”) and damages for NAOC’s willful misconduct, concealing and refusing to disclose JV information, keeping of inaccurate records and misrepresentation of OOL’s financial position. The Audit Credit emanates from the audit of the NAOC JV Joint Operations for 2016 and 2017 financial years conducted by an independent firm of chartered accountants on behalf of OOL pursuant to the Joint Operating Agreement “JOA” and as detailed in the independent Audit Report submitted to NAOC on 23rd December 2020. NAOC rejected the findings in the Audit Report and the Audit Credit by OOL. In addition, the arbitration notice was issued in respect of NAOC’s obstruction and frustration of the ongoing 2018 audit. OOL is seeking a claim for the Audit Credit; a declaration that NAOC is in breach of Articles 2.2.1, 2.2.3, 4.1.1 and 6.1 of the JOA and an order that NAOC should provide OOL with unfettered access to all joint venture information. Concurrent with the commencement of the Arbitration, OOL obtained an interim order dated 11th February 2021 from the Federal High Court suspending the ASA and preventing termination of the CCFA to enable OOL to pursue its claims before the Arbitration Tribunal. This order, which is still subsisting, was made pending conclusion of the arbitration and is under appeal at the Court of Appeal by NAOC.

Upon commencement of the Arbitration, NAOC filed an application for interim measures on 26th October 2021, seeking amongst others, the Tribunal’s direction that OOL make payment of certain sums as cash calls as of August 2021 comprised of the OOL Arrears. This Application by NAOC was dismissed by the Tribunal in February 2023. NAOC also filed a counter claim for alleged unpaid cash calls up until October 2022 in the sum of N125.9 billion and \$366.9 million, and alleged consequential damages for loss of production in the sum of \$837.4 million as a result of OOL’s alleged underfunding since 2020. Upon agreement of the Parties, a hybrid hearing (virtual and in-person in London) for the arbitration was held in January 2023. The evidential hearing for the arbitration has now been concluded and closing submissions done. Following the hearing, the delivery date of award was set for the 3rd of July, 2023. However, the Tribunal, on the joint written request of the parties, deferred the delivery of the award and kept same in abeyance as parties are involved in a transaction under which NAOC will become a subsidiary of Oando, and therefore, result in an amicable settlement of the dispute.

Amicable Settlement of the dispute and Oando’s Acquisition of NAOC:

The settlement of the dispute is a consequential result and part of a broader transaction under the Share Sale and Purchase Agreement (“SPA”) between the Eni Group and Oando Group, the parent companies of Nigerian Agip Oil Company Limited (“NAOC”) and Oando Oil Limited (“OOL”) for the acquisition of NAOC.

The transaction involves the acquisition of NAOC’s interest in OMLs 60, 61, 62 and 63 and the JOA (the underlying asset for the dispute), among other assets. The SPA has been signed by the parties and a formal announcement issued. At the conclusion of the transaction, NAOC will become an affiliate of OOL – the parties in the arbitration.

The disputes between the parties encompass activities under the Joint Operating Agreement related to the OMLs. These matters were factored into the negotiations for the SPA, resulting in a mutually agreed settlement of both parties’ claims. Completion of the SPA will constitute settlement of the dispute between OOL and NAOC. Accordingly, therefore, one the key commercial arrangements contemplated by the parties is the suspension of the right to access the Award until the SPA can be concluded seeing as the issues in disputes are part of the broader exchange of considerations for the acquisition of NAOC.

The SPA

The SPA establishes an intricate framework to address the legal, financial, technical, and regulatory issues that necessarily accompany such complex transactions before the sale and purchase can be deemed final. The resolution of these issues usually requires a substantial amount of time, especially in Nigeria. For example, the sale of the OMLs is subject to Ministerial consent and an anti-trust approval process to enable the parties reach a conclusion and achieve an effective transfer of ownership.

Consequently, the SPA accommodates these complexities by providing for a reasonable timeline for the parties to fulfil their obligations, including obtaining the authorisations stated above.

3) Ganic Foods Limited – Convertible promissory notes

In July 2022, Calabar Power Limited a subsidiary of Oando PLC issued convertible promissory notes amounting to N500 million in three tranches to Ganic Foods Limited, channeled through a special purpose vehicle (SPV) “Ganic Nutrition Limited” wholly owned by Ganic Foods Limited. On 24 January 2023, an amendment was signed which extends the maturity date of each notes by another 180 days. On 3 July 2023, an amendment was signed which extends the maturity date of each notes by another 180 days.

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An additional convertible note purchase agreement of N1 billion (with similar conditions as the N500 million stated above) was signed on 24th November 2022 to be issued to Ganic Foods Limited in five tranches. N400 million were disbursed in the last quarter of 2022 and N600 million in April 2023. On 1 March 2023, an amendment was signed which updates the principal amount to N999,999,000 by six note tranches and maturity date of each notes by another 180 days.

The Maturity Date for each Note as set out in the Amendment Agreement shall be extended automatically for an additional 180-day period, unless the Noteholder issues at least 5 days' prior written notice to the Noteholder requesting for the relevant Note to be paid on the relevant Maturity Date.

4) \$60 million contract of sale between OTD and B.B. energy (GULF) DMCC (BBEG)

On February 28, 2023, OTD and B.B. energy (GULF) DMCC (BBEG) signed a contract for the sale of various cargoes of crude oil and secured by an assignment agreement dated same day for the sum of up to \$60 million to be advanced by BBEG to OTD by way of prepayment for the various cargoes of crude oil. BBEG has disbursed the full sum to OTD. Oando PLC is the guarantor of the sale contract.

5) Oando PLC's 'Go- Private' arrangement

On March 25, 2021, a petition was filed by fourteen (14) shareholders of the Company holding a total of 299,257,869 shares (the "Petition"). The Petition (in Suit No: FHC/L/CP/494/2021) was filed for and on behalf of Oando's minority shareholders led by Venus Construction Company Limited and is brought pursuant to sections 353, 354 and 355 of the Companies and Allied Matters Act 2020 ("CAMA"). Ocean and Oil Development Partners Limited ("OODP") and the Company were listed as 1st and 2nd Respondents (together, the "Respondents"). The Petitioners requested that the Court ordered the buyout of their entire shareholding either by OODP or the Company. OODP in response to the Petition, filed an Answer and a Cross Petition dated 15th March 2022 stating that it is willing and ready to buy out the minority shareholders via a members' scheme of arrangement to the Company for presentation to its shareholders at a general meeting, in order to place itself in a position to inject further capital into the Company and facilitate the reorganization of the Company's capital structure.

On March 30, 2023, Oando PLC notified Nigerian Exchange Limited ("NGX") and Johannesburg Stock Exchange Limited ("JSE Limited") that OODP has offered to acquire the shares of all minority shareholders in the Company ("Scheme Shareholders"). Upon receipt of all requisite approvals the Company will subsequently be delisted from NGX and JSE and re-registered as a private company (the "Transaction").

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

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

On May 22, 2023, Honourable Justice Aneke sitting at the Federal High Court, Ikoyi, Lagos Division (the "Court") further adjourned the matter to 10th October 2023. The adjournment to 10th October 2023 is to enable report by the Company of its compliance with the Court's order dated June 7, 2022, and update the Court on the status of the Scheme of Arrangement. Subsequently, the matter was adjourned to April 17, 2024.

6) Restructuring of Medium Term Loan

Effective the date on which the Facility Agent notified the Borrower of the due satisfaction by the Borrower or waiver by the Facility Agent, of the conditions precedent as set out in Schedule II of the Deed, per the deed of amendment and restatement to the upsized Facility Agreement dated 24 November 2020, the Borrower and Lenders agreed to amend the Original Facility Agreement dated 30 June 2016 to reflect inter alia an upsize in the total commitment of the Lenders under the Original Facility Agreement to the sum of N115.3 billion (the "Upsized Facility") from N108.3 billion following a change in the foreign exchange rate for conversion from United States Dollar to Naira, with a Principal outstanding sum as at execution date of N92.2 billion. Per the facility restructuring with an effective date of 27 April 2023, the parties agreed to restructure the Upsized Facility for the purposes of: (i) re-sculpting the repayment profile under the Upsized Facility Agreement (as defined in the Deed); (ii) extending the maturity date of the Facility; and (iii) updating the details in relation to the Security. The interest on the loan has been increased to 19% with effect from 11 October 2022. Consequent upon the Deed, the Lenders are to waive the Borrower's existing EoD as of the effective date. The Facility Agent has communicated the Lenders' approval of the extension of the

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principal moratorium period to 18 months effective 27 April 2023 resulting in the restructuring of the facility. The agreed restructuring of the facility effectively cures the event that led to the default.

The Facility Agent has communicated the Lenders' approval of the extension of the principal moratorium period to 18 months effective 27 April 2023 resulting in the restructuring of the facility. The agreed restructuring of the facility effectively cures the event that led to the default.

7) Shares Sale and Purchase Agreement between M1 Petroleum Limited and Calabar Power Limited

M1 Petroleum Limited ("Seller") signed a Share Sale and Purchase Agreement ("SSPA") with Calabar Power Limited ("Buyer") on 29 June 2020 in respect of its entire 17,614,649 common shares (representing 2.22% of the issued share capital) of Oando E&P Holdings Limited ("Oando E&P"). In consideration of the assignment, transfer and sale of the common shares, the Buyer agrees to pay or cause to be paid to the Seller \$30 million, representing a transfer price of \$1.70 per sale share, net of any tax and any other fees and expenses incurred or payable under or in connection with the transaction. The Buyer agrees to pay the Seller in four instalments: (a) \$5 million payable on or prior to 31 July 2020; (b) \$3 million payable on or prior to 31 October 2020; (c) \$7 million payable on or prior to 31 January 2021; and (d) \$15 million payable on or prior to 31 July 2022. Oando PLC has paid \$15 million to M1 Petroleum Limited under the Agreement as of 31 December 2023. The third batch of 4,110,085 shares of OEPH was transferred to Calabar Power on 16 February 2024.

8) Acquisition of 100% of the shares of Nigerian Agip Oil Company Limited

On 4 September 2023, Oando Plc announced that it has reached an agreement with Eni ("ENI") (an integrated energy company actively supporting a just energy transition, with the objective of achieving Net-Zero carbon emissions by 2050 and promoting efficient and sustainable access to energy for all), for the acquisition of 100% of the shares of Nigerian Agip Oil Company Limited (NAOC Ltd) subject to Ministerial Consent and other required regulatory approvals.

Upon completion, the transaction will increase Oando's current participating interests in OMLs 60, 61, 62, and 63 from 20% to 40% and Oando's ownership stake in all NEPL/NAOC/OOL Joint Venture assets and infrastructure which include forty discovered oil and gas fields, of which twenty-four are currently producing, approximately forty identified prospects and leads, twelve production stations, approximately 1,490 km of pipelines, three gas processing plants, the Brass River Oil Terminal, the Kwale-Okpai phases 1 & 2 power plants (with a total nameplate capacity of 960MW), and associated infrastructure.

Furthermore, the transaction is expected to grow Oando's exploration asset portfolio through the acquisition of a 90% interest in OPL 282 and 48% interest in OPL 135. The acquisition excludes NAOC Ltd participating interest in SPDC JV (Shell Production Development Company Joint Venture – operator Shell 30%, TotalEnergies 10%, NAOC 5%, NNPC 55%). On 14 November 2023, Oando Plc secured Afreximbank's commitment towards the acquisition and signed an \$800 million loan document to facilitate same.

9) Indorama loan agreement

On 16 October 2023, Oando Petroleum and Natural Gas Company Limited (OPNGL), a subsidiary of Oando Oil II Corporatief U.A., acting as the Borrower, entered into a loan agreement with Indorama Eleme Petrochemicals Limited as the Lender, for the provision of a loan of N50 billion loan with an interest rate of 20% p.a. The loan was guaranteed by Oando PLC. The Borrower shall apply the loan amount exclusively towards refinancing any outstanding Financial Indebtedness incurred by the Borrower with respect to the payment of the Signing Payment. The funds have been disbursed to OPNGL.

10) Cancellation of outstanding authorised Ordinary Shares

Members of the Company at the AGM on 6 November 2023 resolved to cancel the outstanding authorised Ordinary Shares of 17,568,587,519 in fulfillment of the provisions of section 124 of CAMA 2020 and the Companies Regulations 2021.

11) Oando Servco Ltd and OODP Loan Agreement and Disbursement

On 27 October 2021, Oando Servco Nigeria Limited ("Oando Servco") granted and fully advanced a loan in the sum of \$20 million to Ocean and Oil Development Partners Limited BVI ("OODP BVI") for the purchase of 1,968,512,614 shares beneficially held by Alhaji Dahiru Bara'u Mangal ("DBM") under a Cooperation Agreement as part of the Settlement Agreement with DBM. The loan was granted at 6% per annum interest rate, a repayment period of twenty (20) years from the utilization of the last advance of the loan and a ten (10) years moratorium on the principal repayment. In addition, OODP BVI has the option to pay any portion of the accrued interest in kind.

Furthermore, on February 10, 2023 (the "2023 Agreement"), Oando Servco entered into a new \$20 million loan agreement with OODP BVI for the purpose of the latter's "general corporate purposes". The 2023 Agreement has the same terms and conditions as the 2021 loan agreement with respect to interest rate, moratorium, tenor and payment of accrued interest. Under the 2023 Agreement, OODP BVI issued utilisation requests to Oando Servco to make payments on its behalf. Consequently, the requests were executed by affiliates of Oando Servco as follows: \$250,000 on August 8, 2023 and \$250,000 on October 24, 2023 to OODP BVI by Oando PLC; \$1 million by Oando Trading DMCC and \$1.1 million by Oando PLC on July 3, 2023 and October 24, 2023 respectively to Ansbury Investments Inc.. OODP BVI is yet to issue utilisation request for the balance of \$17.4 million as of the approval date of these consolidated and separate financial statements.

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45 Contingent liabilities

(i) (a) Guarantees to third parties

Guarantees, performance bonds, and advance payment guarantees issued by the Group to commercial banks and third parties amounted to N388.5 billion (2021: N403.4 billion).

(b) Charge on the assets of the Company and other relevant members of the Group in accordance with paragraph 49 of First Schedule of CAMA 2020

Entity	Instrument (Deed, mortgage trust etc.)	Description	Summary of charges/pledge	Beneficiary
Oando PLC	Deed of Share Charge	Deed of Share Charge dated 5th May 2014 between Oando Plc and FBNQuest Trustees Limited in relation to the OER Corporate Facility	Pledge over Oando Plc's shares (including all related rights) in the following entities: i. Oando Qua Ibo Limited ii. Petroleum Development Company Limited iii. Oando OML 125 & 134 Limited iv. Oando Akepo Limited	FBNQuest Trustees Limited
Oando PLC	Share Charge	Deed of Share Charge dated 8th October 2014 between amongst others Oando Plc, Wings Mauritius Limited (formally RMB Westport Wings), SB Wings Development Limited as Chargors, Stanbic IBTC Trustees Limited as Trustee and Oando Wings Development	Pledge over Oando Plc's shares in Oando Wings Development Limited	Stanbic IBTC Trustees Limited
Oando PLC	Share Pledge	Share Pledge Agreement dated on or about August 2018 between Oando Plc as Pledgor and Abu Dhabi Commercial Bank PJSC as Security Agent in relation to the MTL Facility	Shares of Oando PLC in Oando Trading DMCC	Abu Dhabi Commercial Bank PJSC
Oando PLC	Security Deed	Security Deed dated June 2016 between Oando Plc as Borrower and FBNQuest Trustees Limited as Security Trustee in relation to the MTL Facility	Charge over Oando Plc's assets other than (i) shares in the Downstream Companies, Oando Wings Development Limited, Oando Akepo Limited, Oando Petroleum Development Company Limited, Oando OML 125 & 134 Limited, Oando Qua Ibo Limited and Oando Reservoir and Production Limited (ii) Downstream Acquired Assets (including related insurances and intellectual property rights as well as all of Oando Plc's rights/interests in the Downstream Acquired Assets)	FBNQuest Trustees Limited
Oando PLC	Share Charge	Share Charge dated 13th March 2017 between Oando Plc as Chargor and FBNQuest Trustees Limited in relation to the MTL Facility	Charge over Oando Plc's shares in Oando Trading Limited	FBNQuest Trustees Limited
Oando PLC	Deed of disclosed pledge of claims and membership rights	Deed of disclosed pledge of claims and membership rights between Oando Plc as Pledgor, FBNQuest Trustees Limited as Pledgee and Oando Netherlands Holdings 2 Cooperatief UA in relation to the MTL Facility	Right of pledge over Oando Plc's membership and claims in Oando Netherlands Holdings 2 Cooperatief UA	FBNQuest Trustees Limited
Oando PLC	Share Pledge	Pledge of Equity Interest executed by Oando PLC in favour of FBNQuest Trustees Limited in relation to the MTL Facility	Pledge of Oando Plc's interest in Oando E&P Holdings Limited	FBNQuest Trustees Limited
Oando Resources Limited	Security agreement over service agreement	Security agreement dated 29th September 2020 between Oando Resources Limited and the Mauritius Commercial Bank	Security by way of charge and assignment of rights under service agreement in favour of Mauritius Bank in relation to the \$50million Oando Resources Limited/Mauritius Commercial Bank loan	Mauritius Commercial Bank
Oando Resources Limited	Pledge of account agreement	Pledge of account agreement dated 21st October 2020 between Oando Resources Limited and The Mauritius Commercial Bank	Pledge over facility accounts	Mauritius Commercial bank
Oando Oil Limited	All Asset Debenture	Deed of variation dated 11th October 2019 in respect of the composite security debenture dated 31st July 2024 between Oando Oil Limited, Standard Chartered Bank and African Export-Import Bank	Pledge over Oando Oil Limited's assets in favour of African Export-Import Bank in relation to the RBL agreement dated 31st July 2014, as amended from time to time (RBL 1)	African Export-Import Bank

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Entity	Instrument (Deed, mortgage trust etc.)	Description	Summary of charges/pledge	Beneficiary
Oando Oil Limited	All Asset Debenture	Composite Security Debenture dated 11th October 2019 between Oando Oil Limited and African Export-Import Bank in relation to RBL 2	Pledge over Oando Oil Limited's assets in favour of African-Export Import Bank in relation to a \$524,590,723.97 RBL facility (RBL 2)	African Export-Import Bank
Oando Oil Limited	Deed of account charge	Deed of account charge dated 11th October 2019 between Oando Oil Limited, African-Export Import Bank and Access Bank Plc	Charge over Oando Oil Limited's Local Proceeds Account in favour of African Export-Import Bank in relation to the RBL agreement dated 31st July 2014, as amended from time to time (RBL 1)	African Export-Import Bank
Oando Oil Limited	Deed of account charge	Deed of account charge dated 11th October 2019 between Oando Oil Limited, African-Export Import Bank and Access Bank Plc	Charge over Oando Oil Limited's Local Proceeds Account in favour of African Export-Import Bank in relation to a \$524,590,723.97 RBL facility (RBL 2)	African Export-Import Bank
Oando Oil Limited	Deed of account charge	Deed of account charge dated 11th October 2019 between Oando Oil Limited and African-Export Import Bank	Charge over Oando Oil Limited's Cost Reserve Account, Debt Service Account and Offshore Proceeds Account in favour of African Export-Import Bank in relation to the RBL agreement dated 31st July 2014, as amended from time to time (RBL 1)	African Export-Import Bank
Oando Oil Limited	Deed of account charge	Deed of account charge dated 11th October 2019 between Oando Oil Limited and African-Export Import Bank	Charge over Oando Oil Limited's Cost Reserve Account, Debt Service Account and Offshore Proceeds Account in favour of African Export-Import Bank in relation to a \$524,590,723.97 RBL facility (RBL 2)	African Export-Import Bank
Oando OML 60 – 63 Limited	Share Charge	Deed of Variation dated 11th October 2019 in respect of the Deed of Share Charge Originally dated 31st July 2014 as subsequently replaced on 21st December 2015 between Oando OML 60,61,62&63 Limited, Oando Oil Limited, Standard Chartered Bank and African Export Import Bank	Charge over shares of Oando OML 60,61,62&63 Limited in Oando Oil Limited in relation to the RBL agreement dated 31st July 2014, as amended from time to time	African Export-Import Bank
Oando OML 60 – 63 Limited	Share Charge	Deed of share charge dated 11th October 2019 between Oando OML 60,61,62&63 Limited, Oando Oil Limited, and African Export Import Bank	Charge over shares of Oando OML 60,61,62&63 Limited in Oando Oil Limited in relation to Oando Oil Limited's \$524,590,723.97 RBL facility (RBL 2)	African Export-Import Bank
Oando OML 60 – 63 Limited	Security assignment deed	Deed of variation in respect of the security assignment deed dated 31 July 2014 as subsequently replaced on 21st December 2015	Assignment of rights under shareholders' agreement in relation to the RBL agreement dated 31st July 2014, as amended from time to time	African Export-Import Bank
Oando OML 60 – 63 Limited	Security assignment deed	Security assignment deed dated 11th October 2019 between Oando OML 60,61,62 & 63 Limited, Oando OML 60,61,62 & 63 Limited and African Export-Import Bank	Assignment of rights under shareholders' agreement to secure debt under in relation to a \$524,590,723.97 RBL facility (RBL 2)	African Export-Import Bank
Oando Servco Nigeria Limited	Security assignment in respect of services agreement	Deed of Security assignment dated 11th October 2019 in respect of the Oando Servco Nigeria services agreement (as amended by a supplemental deed of security assignment)	Assignment of rights under services agreement as security for the \$524,590,723.97 RBL facility (RBL 2) and Oando Servco Nigeria/Ecobank \$50million facility	African Export-Import Bank
Oando Servco Nigeria Limited	Debenture	Composite Security Debenture dated 30th December 2019 between Oando Servco Nigeria Limited and African Export-Import Bank	Charge over assets of Oando Servco Nigeria Limited as security for the \$524,590,723.97 RBL facility (RBL 2) and Oando Servco Nigeria Limited/Ecobank \$50million facility	African Export-Import Bank for the secured parties (i.e. African Export-Import Bank and Ecobank Development Company Limited)

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Entity	Instrument (Deed, mortgage trust etc.)	Description	Summary of charges/pledge	Beneficiary
Oando Production and Development Company Limited	All Asset Debenture	All Asset Debenture between Oando Production and Development Company Limited and FBNQuest Trustees Limited in relation to OER's corporate facility	Charge over Oando Production and Development Company Limited assets	FBNQuest Trustees Limited
Oando Akepo Limited	All Asset Debenture	All Asset Debenture between Oando Akepo Limited and FBNQuest Trustees Limited in relation to OER's corporate facility	Charge over Oando Akepo Limited's assets	FBNQuest Trustees Limited
Oando Qua Ibo Limited	Debenture	All assets debenture between Qua Ibo Limited and FBNQuest Trustees Limited in relation to OER's corporate facility lenders	Charge over the assets of Oando Qua Ibo Limited	FBNQuest Trustees Limited
Oando OML 125 & 134 Limited	Debenture	All assets debenture between Oando OML 125 & 134 Limited and FBNQuest Trustees Limited in relation to OER's corporate facility	Charge over the assets of Oando OML 125&134 Limited	FBNQuest Trustees Limited

- (c) Open letters of credit in respect of the direct-sale-direct-purchase agreement (DSDP) and crude offtakes amounted to N44.8 billion/\$99.75 million (2021:N88 billion/\$202.28 million) at the reporting date from which no material liability is anticipated to arise.

(ii) Pending litigation

There are a number of legal suits outstanding against the Group for stated amounts of N1.2 trillion (2021: N3.07 trillion). Of the total legal suits outstanding, N1.1 trillion (2021: N3.06 trillion) was filed against OER's portion of OML 60-63. On the advice of Counsel, the Board of Directors are of the opinion that no material losses are expected to arise. Therefore, no provision has been made in these consolidated and separate financial statements and the Group has not pledged any valuable security in connection to the liabilities.

(iii) Bilabri Oil Field (OML 122)

In 2007, OER transferred, under the Bilabri Settlement Agreement, the full responsibility for completing the development of the Bilabri oil field in OML 122 to Peak Petroleum Industries (Nigeria) Limited ("Peak"). Peak specifically assumed responsibility for the project's future funding and historical unpaid liabilities. In the event that Peak fails to meet its obligations to the projects creditors, it remains possible that OER may be called upon to meet the debts. Therefore, a contingent liability of \$21.7 million exists at December 31, 2020 (2020 – \$21.7 million).

On May 26, 2015, Peak and Equator Exploration (OML 122) Limited signed a Settlement Agreement which set out the terms under which Peak would pay Equator Exploration (OML 122) Limited the sum of \$52.2 million ("Settlement Amount") as full and final settlement of its indebtedness to Equator Exploration (OML 122) Limited, three months from the date of the Settlement Agreement. Peak requested for an extension of time to pay the Settlement Amount which was granted by Equator Exploration (OML 122) Limited. Peak failed to pay the Settlement Amount leading to a termination of the agreement on February 16, 2017. Equator Exploration (OML 122) Limited has deemed this to be a contingent asset until such time as when the inflow of economic benefit from Peak becomes virtually certain. As a result of Peak's failure to pay the Settlement Amount, Equator commenced and has successfully obtained court orders to wind up Peak. These orders are under appeal by Peak on the following grounds, that; (a) The Court had no jurisdiction to hear the Petition because there was an extant order of the Court restraining Equator from taking any steps to wind-up Peak; (b) The Court breached Peak's right to fair hearing when it proceeded to hear and determine the Petition on a day the matter was set down for Report of Settlement; and (c) Peak had filed and entered the 1st and 2nd appeal at the Court of Appeal against the orders of the lower Court. The Court of Appeal is yet to fix a date for hearing of the Appeal. The judgement of the Appeal Court would be subject to further appeal to the Supreme court if the unsuccessful party decides to file an appeal to the Supreme court.

(iv) OPL 321 and OPL 323

Equator joined a consortium, comprising ONGC Videsh and Owel to form a bidding group for the deepwater blocks OPL 321 and OPL 323 (Blocks") in the 2005 round and won the bids for the Blocks. However, the Korea National Oil Corporation (KNOC) sought to exercise a prior right of first refusal that had been negotiated with the FGN and the Blocks were awarded to KNOC, ONGC and an LCV. ONGC rejected its portion and Equator was appointed to replace ONGC in the award.

In January 2009, the Nigerian government voided the allocation of the Blocks to the operator, KNOC and re-allocated the Blocks to the initial winning consortium of the 2005 licensing round comprising ONGC Videsh, Equator and Owel. KNOC brought a lawsuit against the government and a judgement was given in their favor. The government and Owel appealed the judgement. The Court of Appeal ruled against KNOC on the grounds that it instituted its original action wrongly. KNOC filed an appeal to the Supreme Court in June 2012. In February 2017, the Supreme Court affirmed the decision of the Court of Appeal. In 2009, the government refunded the signature bonus paid by Equator. Equator has not recognized a liability to the government for the blocks subsequent to the refund of the signature bonus. Following the decision of the Supreme Court, Equator declared its intention to continue to invest in the blocks. ONGC declined further interest in the Blocks.

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Two of Equator's bidding partners were not included in the original bid as direct participants in the PSCs, as a result, Equator granted those bidding partners 3% and 1% carried economic interests respectively in recognition of their contribution to the consortium. During 2007, in order to pave way for a potential farm-out of the Blocks by Equator, it was agreed with the bidding partners that they would surrender their carried interests in the Blocks in return for warrants in Equator and payments of \$4 million and \$1 million. The warrants were issued immediately but it was agreed that the cash payments would be deferred until the farm-out is completed and Equator receives payment thereof. The warrants have expired. In the first instance, payment would be made within 5 days after the closing of the farm out to a subsidiary of BG Corporation PLC (BG). However, BG terminated the farm out agreement. Under the successor obligation, Equator issued loan notes with an aggregate value of \$5 million to the two entities which are redeemable out of the first \$5 million of proceeds received on the occurrence of any one of the following events related to OPL 321 or OPL 323:

- A farm out with another party;
- A sale or partial sale of the interests; and
- A sale or partial sale of subsidiaries holding the relevant PSCs

During 2010, one of the two entities successfully sued Equator in an arbitration tribunal for the sum of \$1 million, claiming rights under the successor obligation. This has been paid in full. The other entity did not commence any arbitration against Equator. On the advice of legal counsel, Equator maintains that the remaining \$4 million owed to the other party is not yet due as none of the triggers for the payment has occurred and that any second arbitration hearing can be successfully defended. If none of the above events occur, it is assumed that Equator will not need to settle the \$4 million loan note and can defer payment indefinitely. The above contingencies are based on the best judgements of the board of directors and management.

46 Subsidiaries' information

(a) Below is a summary of the principal subsidiaries of the Group

Entity name	Country of incorporation	Investment Currency	Nature of business	Issued share capital	Percentage interest held 2022	Percentage interest held 2021
Operational subsidiaries						
Direct Shareholding						
Oando Logistics and Services Limited	United Kingdom	GBP	Logistics and services	1	100%	100%
Oando Resources Limited	Nigeria	Naira	Exploration and Production	2,500,000	100%	100%
Oando Terminals and Logistics	Nigeria	Naira	Storage and haulage of petroleum products	2,500,000	100%	100%
Oando Trading DMCC	Dubai	Dirhams	Supply of crude oil and refined petroleum products	36,600,000	100%	100%
XRS 1	Cayman Island	USD	Investment company	50,000	100%	100%
Oando Trading Limited	Bermuda	USD	Supply of crude oil and refined petroleum products	3,500,000	100%	100%
Oando Equator Holdings Limited	Bermuda	USD	Financial holding company	12,000	100%	100%
Calabar Power Limited	Nigeria	Naira	Financial holding company	2,500,000	100%	100%
Oando Exploration and Production Limited	Nigeria	Naira	Exploration and Production	12,500,000	100%	100%
Oando Netherlands Holdings 2	Netherlands	Euro	Financial holding company	–	100%	100%
Cooperative U.A						
Oando Netherlands Holdings 3	Netherlands	Euro	Financial holding company	–	100%	100%
Cooperative U.A						
Oando E&P Holdings Limited	Canada	CDN\$	Financial holding company	792,228,566	12.03%	12.03%
Indirect Shareholding						
Ebony Oil and Gas South Africa Proprietary Limited	South Africa	Rand	Storage, Trading and Distribution of Petroleum and Gas Products	120	100%	100%
Royal Ebony Terminal Proprietary Limited	South Africa	Rand	Storage, Trading and Distribution of Petroleum and Gas Products	980	49%	49%
Ebony Trading Rwanda Limited	Rwanda	Rwandan Francs	Storage, Trading and Distribution of Petroleum and Gas Products	100,000,000	100%	100%
Petrad Mozambique Limitada	Mozambique	MZM	Storage, Trading and Distribution of Petroleum and Gas Products	200,000	100%	100%
XRS 11	Cayman Island	USD	Aviation	50,000	100%	100%
Churchill Finance C300-0462 Limited	Bermuda	USD	Aviation	1	100%	100%
*Oando E&P Holdings Limited	Canada	CDN\$	Financial holding company	792,228,566	86.24%	84.48%
Ebony Energy Limited	Uganda	UGND	Storage, Trading and Distribution of Petroleum and Gas Products	1,000,000	100%	100%
Bitumen Resources Limited	Nigeria	Naira	Holding Company	10,000,000	100%	100%
Lakel Afrik Petroleum Limited	Nigeria	Naira	Bitumen Exploration and Production	25,000,000	100%	55%
Road Bit Limited	Nigeria	Naira	Shelf company	6,250,000	100%	100%
Trans-Africa Mining Resources Limited	Nigeria	Naira	Shelf Company	10,000,000	100%	0%
Bit Mines Resources Limited	Nigeria	Naira	Holding Company	6,250,000	100%	0%

* At the balance sheet date, Oando PLC holds an indirect interest of 86.24% (2021: 84.48%) in Oando E&P Holdings Limited through Calabar Power Limited 20.54% (2021: 18.77%) and Oando Resources Limited 65.7% (2021: 65.7%).

All subsidiary undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the parent company do not differ from the proportion of Ordinary Shares held.

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(b) Summarised financial information on subsidiaries with material non-controlling interests

Set out below are the summarised financial information for each subsidiary that has non-controlling interests that are material to the Group as at 31 December.

Oando Energy Resources		
	2022 N'000	2021 N'000
Summarised statement of profit or loss		
Revenue	120,389,376	101,038,533
Loss before income tax	(56,422,588)	(60,424,957)
Taxation	(11,106,513)	(10,323,118)
Loss after taxation	(67,529,101)	(70,748,075)
Total comprehensive loss	(67,529,101)	(70,748,075)
Non-controlling interest proportion	1.7%	3.5%
Loss allocated to non-controlling interests	(2,511,553)	(2,958,571)
Dividends paid to non-controlling interests	–	–
Summarised statement of financial position		
Current:		
Asset	55,472,923	60,819,009
Liabilities	(703,393,691)	(555,515,174)
Net current liabilities	(647,920,768)	(494,696,165)

Oando Energy Resources		
	2022 N'000	2021 N'000
Summarised statement of profit or loss		
Non-current:		
Asset	873,726,650	858,701,176
Liabilities	(248,409,147)	(316,816,094)
Net non-current assets	625,317,503	541,885,082
Net assets	(22,603,265)	47,188,917
Accumulated non-controlling interest	(7,822,024)	(4,122,293)

Oando Energy Resources		
	2022 N'000	2021 N'000
Summarised cash flows		
Cash generated from operations	152,485,042	74,275,808
Interest paid	(21,743,225)	(21,430,497)
Income tax paid	(1,797,109)	(1,524,011)
Net cash generated from operating activities	128,944,708	51,321,300
Net cash used in investing activities	(43,771,149)	(25,371,810)
Net cash used in financing activities	(93,225,025)	(15,249,360)
Net (decrease)/increase in cash and cash equivalents	(8,051,466)	10,700,130
Cash and cash equivalents at beginning of year	19,968,276	8,740,410
Exchange gain on cash and cash equivalents	644,952	527,736
Cash and cash equivalents at end of year	12,561,762	19,968,276

(c) Change in ownership interests in subsidiaries that do not result in a loss of control

On 31 March 2021 (the “effective date”), OODP Nigeria (the “Seller”) agreed to sell, assign and deliver to the Calabar Power Limited (the “Purchaser”) and the Purchaser agreed to purchase and accept from the Seller the Shares – 128,413,672 common shares of Oando E & P Holdings Limited (“OEPH”) free from all encumbrances on the effective date for a consideration of N91.95 billion (\$225 million). The Seller and the Purchaser further agreed that costs and taxes directly related to the sale and transfer by the Seller shall be borne by the Seller; and that the consideration will be paid in full by the Purchaser within twelve months from the effective date. The Seller and Purchaser executed a Share Transfer Form on the effective date. A Share Certificate covering the 128,413,672 common shares dated the effective date was also issued to the Purchaser by Oando E & P Holdings Limited thereby increasing Oando PLC’s (direct and indirect) percentage interest in OEPH to 96.51%.

WAIL transferred 12,218,788 shares in OEPH to Calabar Power on 20 April 2022 following the full settlement of the loan amount thereby increasing Oando PLC’s (direct and indirect) percentage interest in OEPH to 98.05%.

On 4 November 2022, Bitumen Resources Limited further acquired the remaining equity stake of 45% in LAPL from the Seller. The Buyer agrees to pay the Seller and the Seller accepted the sum of \$20,000 as the consideration. After concluding the transaction, LAPL became a wholly owned subsidiary of BRL.

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On November 14 2022, M1 Petroleum Limited transferred 1,761,465 shares in OEPH to Calabar Power Limited thereby increasing Oando PLC's (direct and indirect) percentage interest in OEPH to 98.27% at same date (see page 159).

The loss on the deemed disposals have been recognised directly in equity.

Impact of change in ownership interests in subsidiary that do not result in a loss of control reflected in statement of changes in equity is as analysed below:

	Group 2022 N'000	Group 2021 N'000
Consideration paid to non-controlling interest	(11,386,789)	(91,950,750)
Decrease in non-controlling interest	693,461	18,378,422
Group's loss on deemed disposal	(10,693,328)	(73,572,328)

47 (a) Financial instruments by category

	Financial assets at fair value through profit and loss N'000	Financial assets at amortised cost N'000	Financial assets at fair value through other comprehensive income N'000	Total N'000
GROUP – 2022				
Assets per statement of financial position:				
Financial assets at fair value through profit or loss (FVPL)	59,559	–	–	59,559
Trade and other receivables **	–	336,513,750	–	336,513,750
Derivative financial assets	620,549	–	–	620,549
Restricted cash	–	3,600,838	–	3,600,838
Cash and cash equivalents	–	20,831,769	–	20,831,769
	680,108	360,946,357	–	361,626,465

**Excluding non-financial assets.

	Financial liabilities at fair value through profit and loss N'000	Financial liabilities at amortised cost N'000	Total N'000
2022			
Liabilities per statement of financial position:			
Borrowings	–	507,336,741	507,336,741
Lease liabilities	–	3,617,209	3,617,209
Trade and other payables**	–	690,322,451	690,322,451
	–	1,201,276,401	1,201,276,401

**Excluding non-financial liabilities.

	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Financial assets at fair value through other comprehensive income N'000	Total N'000
2021				
Assets per statement of financial position:				
Financial assets at fair value through profit or loss (FVPL)	54,835	–	–	54,835
Trade and other receivables**	–	47,680,021	–	47,680,021
Derivative financial assets	6,370,458	–	–	6,370,458
Restricted cash	–	4,822,553	–	4,822,553
Cash and cash equivalents	–	27,876,864	–	27,876,864
	6,425,293	80,379,438	–	86,804,731

**Excluding non-financial assets.

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	Financial instruments at fair value through profit and loss N'000	Financial liabilities at amortised cost N'000	Total N'000
2021			
Liabilities per statement of financial position:			
Borrowings	–	460,782,000	460,782,000
Lease liabilities	–	4,317,787	4,317,787
Trade and other payables**	–	433,023,788	433,023,788
	–	898,123,575	898,123,575

**Excluding non-financial liabilities.

	Financial assets at fair value through profit and loss N'000	Financial assets at amortised cost N'000	Financial assets at fair value through other comprehensive income N'000	Total N'000
COMPANY – 2022				
Assets per statement of financial position:				
Financial assets at fair value through profit or loss (FVPL)	59,560	–	–	59,560
Trade and other receivables**	–	259,963,496	–	259,963,496
Cash and cash equivalents	–	618,792	–	618,792
	59,560	260,582,288	–	260,641,848

**Excluding non-financial assets.

	Financial instruments at fair value through profit and loss N'000	Financial liabilities at amortised cost N'000	Total N'000
2022			
Liabilities per statement of financial position:			
Borrowings	–	101,966,394	101,966,394
Lease liabilities	–	21,654,897	21,654,897
Trade and other payables**	–	414,852,162	414,852,162
	–	538,473,453	538,473,453

**Excluding non-financial liabilities.

	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Financial assets at fair value through other comprehensive income N'000	Total N'000
2021				
Assets per statement of financial position:				
Financial assets at fair value through profit or loss (FVPL)	52,256	–	–	52,256
Trade and other receivables **	–	119,331,808	–	119,331,808
Cash and cash equivalents	–	1,193,819	–	1,193,819
	52,256	120,525,627	–	120,577,883

**Excluding non-financial assets.

	Financial instruments at fair value through profit and loss N'000	Financial liabilities at amortised cost N'000	Total N'000
2021			
Liabilities per statement of financial position:			
Borrowings	–	99,022,858	99,022,858
Lease liabilities	–	23,340,861	23,340,861
Trade and other payables**	–	277,142,518	277,139,126
	–	399,506,237	399,502,845

**Excluding non-financial liabilities.

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(b) Financial Instruments: Carrying values and fair values

Group	Carrying amounts		Fair values	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Finance lease receivables	88,458,693	87,729,197	92,123,059	86,776,227
Derivative financial assets	620,549	6,370,458	620,549	6,370,458
Financial assets available for sale measured at the fair value	59,559	54,835	59,559	54,835
Lease liabilities	3,617,209	4,317,787	3,157,610	7,522,303
Borrowings	507,336,741	460,782,000	499,114,565	540,574,752

Company	Carrying amounts		Fair values	
	2022 N'000	2021 N'000	2022 N'000	2021 N'000
Finance lease receivables	18,446,135	20,690,006	16,487,645	21,760,872
Financial assets available for sale measured at the fair value	59,560	52,256	59,560	52,256
Lease liabilities	21,654,897	23,340,861	18,521,914	19,761,272
Borrowings	101,966,394	99,022,858	95,691,362	166,093,685

48 Upstream activities

(a) Details of upstream assets

	Mineral rights acquisition N'000	Land and Leasehold improvements N'000	Expl. costs and producing wells N'000	Production Well N'000	Oil and gas properties N'000	Other fixed assets N'000	Total N'000
Opening NBV 1 January 2021							
Opening net book amount	8,826,961	387,969	25,096,344	316,674,162	542,534,895	3,020,746	896,541,077
Decommissioning costs	—	—	—	—	(537,339,437)	—	(537,339,437)
Additions	—	(103,362)	1,102,660	13,125,152	11,415,584	1,733,616	27,273,650
Depletion/depreciation charge	(21,352)	—	—	(15,318,327)	(3,281,401)	(111,287)	(18,732,367)
Exchange difference	531,349	23,406	1,532,830	18,244,338	32,550,359	176,134	53,058,416
At 31 December 2021	9,336,958	308,013	27,731,834	332,725,325	45,880,000	4,819,209	420,801,339

	Mineral rights acquisition N'000	Land and Leasehold improvements N'000	Expl. costs and producing wells N'000	Production Well N'000	Oil and gas properties N'000	Other fixed assets N'000	Total N'000
Opening NBV 1 January 2022							
Opening net book amount	9,336,958	308,013	27,731,834	332,725,325	45,880,000	4,819,209	420,801,339
Decommissioning costs	—	—	—	—	(26,289,566)	—	(26,289,566)
Additions	—	509,437	9,926,810	18,903,453	13,380,184	2,414,753	45,134,637
Depletion/depreciation charge	(18,297)	—	—	(11,939,881)	11,462,962	(94,657)	(589,873)
Exchange difference	300,545	9,948	906,754	10,064,931	2,125,746	150,343	13,558,267
At 31 December 2022	9,619,206	827,398	38,565,398	349,753,828	46,559,326	7,289,648	452,614,804

See Note 15 for inclusion of upstream assets in the Group's property, plant and equipment.

The depletion/depreciation charge for oil and gas properties was reversed in 2022 due to an adjustment to the asset retirement obligation provision which reduced the cost of the assets.

Annual Consolidated Financial Statements

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

(b) Joint arrangements

The Group participates in various upstream exploration and production (E&P) activities through joint operations with other participants in the industry. Details of concessions are as follows:

Subsidiary	License	Operator	Working/ Participating interest	Location	License type	Expiration date	Status
Oando Production and Development Company Limited	OML 56	Energia	45% participatory interest	Onshore	JV	March 10, 2026	Producing
Oando Qua Ibo Limited	OML 13	Network Exploration and Production Company Limited	40% working interest	Onshore	JV	March 13, 2025	Producing
Oando Oil Limited	OML 60, 61, 62 and 63	Nigeria Agip Oil Company Limited	20% working interest	Onshore	JV	July 22, 2027	Producing
Oando Deepwater Exploration Nigeria Limited	OML 145	ExxonMobil	20% working interest	Offshore	PSC	June 12, 2034	Non- Producing
Oando 131 Limited	OML 131	Oando 131 Limited	95% participatory interest	Offshore	PSC	April 13, 2025	Non- Producing
Medal Oil Company Limited	OML 131	Oando 131 Limited	5% participatory interest	Offshore	PSC	April 13, 2025	Non- Producing
Equator Exploration Nigeria 323 Limited	OPL 323	KNOC	30% participating interest	Offshore	PSC	March 10, 2036	Non- Producing
Equator Exploration Nigeria 321 Limited	OPL 321	KNOC	30% participating interest	Offshore	PSC	March 10, 2036	Non- Producing
Equator Exploration STP Block 5 Limited	Block 5	Kosmos Energy	20% participating interest	Offshore	PSC	May 13, 2043	Non- Producing
Equator Exploration STP Block 12 Limited	Block 12	Kosmos Energy	22.5% participating interest	Offshore	PSC	February 22, 2044	Non- Producing

49 Going concern

The Company recorded total comprehensive loss for the year-ended 31 December 2022 of N41.7 billion (2021: comprehensive loss of N28.1 billion) and negative operating cash flows of N2.7 billion (2021: negative operating cash flows of N14.4 billion). As at that date, the Company also recorded net current liabilities of N273.9 billion (2021: net current liabilities of N231.4 billion) and net liabilities of N243.9 billion (2021: net liabilities of N202.2 billion). The Group recorded total comprehensive loss for the year ended 31 December 2022 of N56.8 billion (2021: N30.6 billion total comprehensive income) and negative operating cash flows of N16.5 billion (2021: N38.8 billion negative). As of that date, the Group also recorded net current liabilities of N818.7 billion (2021: net current liabilities of N668.4 billion) and net liabilities of N197.2 billion (2021: net liabilities of N129.0 billion).

As of the balance sheet date, the Group could not achieve payment of the outstanding principal on the Medium-Term Loan ("MTL") of N92.2 billion and the Corporate Facility ("CF") of N100.6 billion; total accrued interest of N83.0 billion; and settlement of other net current liabilities (excluding current borrowings and accrued interest) of N338.8 billion. After the reporting date, and specifically in 2023, the Group successfully renegotiated the MTL with the lenders. The terms include a moratorium of eighteen months from the effective date of April 2023 and a tenor of four years from that date. Furthermore, after the balance sheet date, the Group has increased borrowings, whose use include funding of the deposit for the acquisition of NAOC's working interest in the OML 60 – 63 assets, funding of operations and partial repayment of borrowings and interest expenses to lenders.

The Group recorded unaudited positive revenue variance in 2023 due to increases in oil prices and higher trading volumes. However, the increase in revenue did not translate to a relative increase in gross margin and positive cash flows from operations. Consequently, the Group could not achieve planned repayment of outstanding borrowings during the year. Furthermore, the Company and Group recorded unaudited total comprehensive loss, net current liabilities and net liabilities at the end of 2023. The Group's outstanding borrowings amounted to N816.3 billion (unaudited) with N686.6 billion out of the N816.3 billion being due within twelve months. As of 31 December 2023, the unaudited accrued but unpaid interest was N154.6 billion.

The Group has forecast that it will return to profitability by 2024 but the forecast is highly dependent on successful completion of the acquisition of NAOC's working interest in OML 60 – 63, engagement in activities that will increase production volume and revenues from the OML 60 – 63 assets through execution of approved workover and other operatorship activities and intensified security surveillance to arrest crude oil theft.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

The Group's outstanding borrowings due for repayment within twelve months after 31 December 2023 of N686.6 billion and accrued but unpaid interest of N154.6 billion as of that date (as mentioned above) are part of the funding gap of N3.0 trillion (unaudited) in the Group forecast for the year ending 31 December 2024. Management has progressed the initiative to mitigate the going concern uncertainties on profitability, working capital deficiency and negative shareholder's fund by appointing a rating agency to provide a rating analysis of the bond, which process started in 2022. The bond has also been denominated in Naira and upsized from N568.6 billion to N1 trillion. Management is working with the relevant consultants to submit the application for SEC's approval of the bond raise prior to going to the market by Q2, 2024. The repayment of the outstanding principal amounts and coupon will be made from cash flows from operations arising from efficient operatorship of the NAOC acquisition. In addition, the agreed systematic principal repayment to the bondholders is expected to improve liquidity and free cash flows to meet planned initiatives for increases in production of oil and gas, thereby contributing to the achievement of the future revenue and profit projections of the Group. If successful, the initiative will address 32% of the Group's projected funding gap on 31 December 2024. Management has additional plans to address the uncovered 68% of the projected funding gap through a combination of advances from its existing major shareholders and additional equities or the issuance of stock in lieu of cash for payment for services to vendors until such a time profit and healthy cash flows from profitable operations may be achieved. There is currently no written agreement in place for such funding plans and there can be no assurance that such will be available in the future.

A material uncertainty therefore exists that may cast significant doubt on the Company's and Group's ability to continue as a going concern, thereby resulting in the Company's and Group's inability to realise the assets and settle the liabilities in the ordinary course of business at the amounts recorded in these consolidated and separate financial statements. These consolidated and separate financial statements are yet to include any adjustments to the amounts and classification of assets and liabilities that may be necessary, should the Group not continue as a going concern as there is no intention by the directors to liquidate or cease the operations of the Group, nor is there any legislation to cause the same.

Annual Consolidated Financial Statements

Value Added Statements

For the year ended 31 December 2022

	2022 N'000	%	2021 N'000	%
Group				
Turnover	1,993,754,362		803,460,186	
Other income	28,479,819		38,743,762	
Interest received	15,772,960		44,081,153	
	2,038,007,141		886,285,101	
Bought in goods and services				
– Local purchases	(983,666,058)		(449,445,711)	
– Foreign purchases	(1,001,139,648)		(281,905,414)	
Value added/(eroded)	53,201,435	100	154,933,976	(100)
Distributed as follows				
Employees				
– To pay salaries and wages and other staff costs	13,752,531	26	10,135,618	7
Government				
– To pay tax	18,932,000	36	12,197,427	8
Providers of capital				
– To pay interest on borrowings	97,372,852	183	78,582,818	51
Non-controlling interest	(3,006,122)	(6)	(3,798,227)	(2)
Maintenance and expansion of assets				
– Deferred tax	458,350	1	(581,951)	–
– Depreciation	4,411,087	8	22,580,921	15
– Retained in the business	(78,719,263)	(148)	35,817,370	22
Value distributed	53,201,435	100	154,933,976	(100)
	2022 N'000	%	2021 N'000	%
Company				
Turnover	1,556,744,962		714,455,776	
Other income	20,139,934		31,546,180	
Interest received	2,306,330		1,084,813	
	1,579,191,226		747,086,769	–
Bought in goods and services				
– Local purchases	(850,826,015)		(476,116,911)	
– Foreign purchases	(727,203,968)		(271,982,306)	
Value eroded	1,161,243	(100)	(1,012,448)	(100)
Distributed as follows				
Employees				
– To pay salaries and wages and other staff costs	379,737	33	332,333	(33)
Government				
– To pay tax	7,807,649	672	1,841,684	(182)
Providers of capital				
– To pay dividend	–	–	–	–
– To pay interest on borrowings	32,722,053	2,818	22,998,629	(2,272)
Maintenance and expansion of assets				
– Depreciation	1,911,745	165	1,939,302	(192)
– Retained in the business	(41,659,941)	(3,588)	(28,124,396)	2,779
Value distributed	1,161,243	(100)	(1,012,448)	(100)

Five-Year Financial Summary (2018 – 2022)

For the year ended 31 December 2022

	2022 N'000	2021 N'000	2020 N'000	2019 N'000	2018 N'000
GROUP					
Property, plant and equipment	462,706,448	430,961,454	906,995,130	394,228,600	355,020,085
Intangible exploration assets, other intangible assets and goodwill	312,500,299	319,933,850	301,877,711	270,871,563	432,321,760
Right-of-use assets	7,818,960	9,758,695	14,386,973	16,267,406	–
Investment properties	4,450,000	3,440,000	3,138,000	2,808,000	1,033,000
Deferred income tax assets	633,750	613,921	–	3,595,526	45,093,156
Financial assets at fair value through profit or loss	–	–	–	–	11,106,341
Investments accounted for using the equity method	1,747,385	2,634,487	2,339,216	1,782,799	6,424,732
Other non-current assets	92,161,634	96,593,773	89,986,622	79,539,060	93,992,819
Net current liabilities	(818,743,209)	(668,444,473)	(578,158,281)	(432,605,696)	(318,484,290)
Assets/(liabilities) of disposal group classified as held for sale	–	–	–	–	(1,162,585)
Non current borrowings	(110,465,837)	(173,663,081)	(166,132,553)	(130,635,428)	(76,848,651)
Deferred income tax liabilities	(3,680,666)	(3,203,782)	(3,171,132)	(12,657,924)	(214,662,084)
Other non-current liabilities	(146,334,532)	(147,642,535)	(638,944,880)	(126,186,187)	(56,717,572)
	(197,205,768)	(129,017,691)	(67,683,194)	67,007,719	277,116,711
Share capital	6,215,706	6,215,706	6,215,706	6,215,706	6,215,706
Share premium	176,588,527	176,588,527	176,588,527	176,588,527	176,588,527
Retained earnings	(568,003,702)	(480,619,594)	(424,258,964)	(304,753,294)	(126,534,432)
Other reserves	195,832,724	172,937,110	155,734,328	150,856,601	144,604,935
Non controlling interest	(7,839,023)	(4,139,440)	18,037,209	38,100,179	76,241,975
	(197,205,768)	(129,017,691)	(67,683,194)	67,007,719	277,116,711
Revenue from contract with customers	1,993,754,362	804,796,463	477,070,471	576,571,857	679,465,339
(Loss)/profit before income tax	(61,840,466)	44,474,275	(134,282,770)	(377,414,971)	11,188,120
Income tax (expense)/credit	(19,390,350)	(11,615,476)	(6,391,693)	170,336,677	17,609,623
(Loss)/profit for the year	(81,230,816)	32,858,799	(140,674,463)	(207,078,294)	28,797,743
Per share data					
Weighted average number of shares	12,431,412	12,431,412	12,431,412	12,431,412	12,431,412
Basic and diluted (losses)/earnings per share (Naira)	(6)	3	(10)	(14)	2
Dividends per share (Naira)	–	–	–	–	–
	2022 N'000	2021 N'000	2020 N'000	2019 N'000	2018 N'000
COMPANY					
Property, plant and equipment	1,499,606	1,333,579	1,508,958	1,696,350	1,705,378
Intangible exploration assets, other intangible assets and goodwill	14,964	196,536	435,321	613,534	–
Right-of-use assets	4,311,850	5,706,796	9,375,875	13,458,959	–
Investment properties	4,450,000	3,440,000	3,138,000	2,808,000	1,033,000
Investments accounted for using the equity method	–	–	2,716,431	2,716,431	2,716,431
Financial assets at fair value through profit or loss	–	–	–	–	11,106,341
Investment in subsidiaries	22,467,109	22,467,109	22,467,109	26,638,421	51,932,598
Other non-current assets	18,455,598	20,690,006	8,199,931	9,367,416	3,470,745
Net current liabilities	(273,988,316)	(231,443,619)	(202,422,681)	(163,203,658)	(63,007,394)
Non current borrowings	(6,026,823)	(6,345,754)	–	–	(69,856,667)
Other non-current liabilities	(15,059,834)	(18,260,558)	(19,510,453)	(22,877,743)	–
	(243,875,846)	(202,215,905)	(174,091,509)	(128,782,290)	(60,899,568)
Share capital	6,215,706	6,215,706	6,215,706	6,215,706	6,215,706
Share premium	176,588,527	176,588,527	176,588,527	176,588,527	176,588,527
Retained earnings	(426,680,079)	(385,020,138)	(356,895,742)	(311,586,523)	(243,703,801)
Other reserves	–	–	–	–	–
	(243,875,846)	(202,215,905)	(174,091,509)	(128,782,290)	(60,899,568)
Revenue from contract with customers	1,556,744,962	714,455,776	320,702,465	424,734,190	488,518,160
Loss before income tax	(33,852,292)	(26,282,712)	(44,507,463)	(62,090,219)	(17,695,310)
Income tax expense	(7,807,649)	(1,841,684)	(801,756)	(1,061,835)	(626,567)
Loss for the year	(41,659,941)	(28,124,396)	(45,309,219)	(63,152,054)	(18,321,877)
Per share data					
Weighted average number of shares	12,431,412	12,431,412	12,431,412	12,431,412	12,431,412
Basic and diluted losses per share (Naira)	(3)	(2)	(4)	(5)	(1)
Dividends per share (Naira)	–	–	–	–	–

Annual Consolidated Financial Statements

Share Capital History

For the year ended 31 December 2022

Share capital history

Year/ Date	Authorized (N) Increase	Cumulative	Issued and fully Paid-up (N) Increase	Cumulative	Consideration Cash/Bonus
1969	0	4,000,000	0	4,000,000	Cash
1978	3,000,000	7,000,000	2,100,000	6,100,000	Cash
1987	43,000,000	50,000,000	33,900,000	40,000,000	Cash
1991	10,000,000	60,000,000	0	40,000,000	-
1993	40,000,000	100,000,000	10,000,000	50,000,000	Bonus
1995	0	100,000,000	12,500,000	62,500,000	Cash
1998	0	100,000,000	15,625,000	78,125,000	Bonus
2001	50,000,000	150,000,000	0	78,125,000	-
2002	150,000,000	300,000,000	70,129,233	148,254,233	Bonus, Loan Stock Conversion and Agip Share Exchange
2003	0	300,000,000	14,825,423	163,079,656	Bonus
2004	0	300,000,000	40,769,914	203,849,570	Bonus
2005	0	300,000,000	82,300,879	286,150,449	Cash
2005	100,000,000	400,000,000	0	286,150,449	-
2007	100,000,000	500,000,000	90,884,813	377,035,262	Share Exchange under Scheme of Arrangement
2008	0	500,000,000	75,407,052	452,442,314	Bonus issue
2009	0	500,000,000	100,000	452,542,314	Staff Share Scheme
2009	500,000,000	1,000,000,000	0	452,542,314	-
2010	2,000,000,000	3,000,000,000	150,847,438	603,389,752	Right Issue
2010	0	3,000,000,000	301,694,876	905,084,628	Bonus Issue
2011	0	3,000,000,000	226,271,157	1,131,355,785	Bonus Issue
2011	0	3,000,000,000	5,703,284	1,137,059,069	Staff Equity Scheme
2012	2,000,000,000	5,000,000,000	0	1,137,059,069	Rights Issue
2013	0	5,000,000,000	2,274,118,138	3,411,177,207	Rights Issue
2014	2,500,000,000	7,500,000,000		3,411,177,207	-
2014	0	7,500,000,000	1,023,353,162	4,434,530,369	Private Placement
2014	0	7,500,000,000	107,812,500	4,542,342,869	Debt-to-equity conversion
2015	0	7,500,000,000	1,474,966,578	6,017,309,447	Rights Issue
2017	0	7,500,000,000	198,396,794	6,215,706,241	Convertible Notes
2018	7,500,000,000	15,000,000,00	0	0	0

Range of Shareholding

For the year ended 31 December 2022

Range of Shareholding

As of 31 December 2022, the range of shareholdings of the Company was as follows:

Range of Shareholding	No of Shareholders Within Range	% of Holders	No of shares Within Range	% of Shareholding
1 – 1,000	168,780	62.55	61,362,519	0.49
1,001 – 5,000	70,735	26.40	147,385,256	1.19
5,001 – 10,000	11,621	4.39	83,908,227	0.67
10,001 – 50,000	12,161	4.67	266,401,640	2.14
50,001 – 100,000	2,097	0.82	151,102,942	1.22
100,001 – 500,000	2,207	0.89	471,077,315	3.79
500,001 – 1,000,000	332	0.14	238,831,617	1.92
1,000,001 – 5,000,000	334	0.12	652,575,324	5.25
5,000,001 – 10,000,000	44	0.02	302,948,960	2.44
10,000,001 – 50,000,000	32	0.01	715,801,800	5.76
50,000,001 – 100,000,000	3	0.00	239,827,594	1.93
100,000,001 – 12,431,412,481	3	0.00	9,100,189,287	73.20
	268,349	100.00	12,431,412,481	100.00

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Unclaimed Dividend

For the year ended 31 December 2022

Unclaimed Dividend

Payment Number	Payable Date	Unclaimed Position As at 31st Dec 2022
19	03/08/2009	16,161,068.73
20	31/08/2010	145,833,674.92
21	30/08/2011	338,199,714.35
22	30/08/2013	161,160,297.81
23	17/11/2014	72,335,023.94
24	15/12/2014	171,340,990.40
		905,030,770.15



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By upholding the highest standards of service and accountability, we build trust and strengthen relationships.

We are Africa, We Are Oando

Complaints Management Policy

1. Introduction

- 1.1 Oando Plc. (the Company) is committed to providing the highest standards of services to its Stakeholders in line with the Oando Quality Policy Statement.
- 1.2 The Company acknowledges that complaints are a common occurrence in all Stakeholder business engagements. The Company further recognizes the right of any person covered under this Policy to raise an issue or make a complaint in the course of their dealings with the Company and shall ensure that their complaints are dealt with in an efficient, responsive, impartial and courteous manner.
- 1.3 This Policy will complement the Company's Whistle Blowing Policy which provides a broader framework for employees and other stakeholders to report unlawful conduct, financial malpractice, harassment or misbehavior at work or an actual or potential infraction of the company's policies and business principles or danger to the public or the environment.

2. Regulatory Framework

This Policy is issued in compliance with the provisions of:

- a. the Investment and Securities Act 2007 (ISA);
- b. the Securities and Exchange Commission (SEC) Rules and Regulations 2013; and
- c. Rules Relating to the Complaints Management Framework of the Nigerian Capital Market released by the Securities and Exchange Commission in February 2015.

3. Scope and Objective of the Policy

The key objective of this Policy is to provide information about the framework for handling complaints relating to the Company. The Policy will:

- provide a fair complaints procedure which is clear and easy to follow by any Complainant wishing to make a complaint;
- document and publicise the existence of our complaints procedure so that Stakeholders know what to do when they have a complaint.
- make sure that all complaints are investigated fairly and in a timely manner.
- make sure that complaints are, wherever possible, resolved and that relationships are appropriately managed.

4. Definitions

Complaint	A written expression of dissatisfaction (justified or not) made to the Company, relating to an act or omission of the Company covered under the Investment and Securities Act 2007, Securities and Exchange Commission Rules; NSE Listing Rules for which a response or resolution is expected.
	For the avoidance of doubt, the following shall not constitute a complaint under this Policy: i. a request for information, clarification of service offered or provided; ii. a complaint against any of the Company's unlisted, delisted, wound up or liquidated subsidiaries or affiliates; iii. a request for explanation(s) for non-trading of shares or illiquidity of shares; iv. dissatisfaction with the trading price of the shares of the Company; v. Complaints whose subject matter are being investigated by competent persons or have been or are currently the subject of legal proceedings. vi. complaints that are not covered under the ISA, SEC Rules, NSE and/or within the purview of other regulatory bodies;
Complainant	A person, organization or their legal representative who makes a complaint
Competent Authority	Means Self-Regulatory Organizations (SROs) and recognized Capital Market Trade Associations
CMO	Capital Market Operators as defined under ISA
NGX	Nigerian Exchange Limited
Stakeholder	A shareholder and/or an investor of Oando Plc; including their legal representatives.
SEC	Securities and Exchange Commission
SROs	Self-Regulatory Organisations (SROs)

5. Complaints Handling Responsibility

- 5.1 The Chief Compliance Officer & Company Secretary (CCO&CS) shall be responsible for handling all complaints received from complainants. In this context, complaints should be in writing and addressed to any of the following:

(a) The Chief Compliance Officer & Company Secretary

Oando Plc
The Wings Complex
17a Ozumba Mbadiwe Avenue
Victoria Island
Lagos, Nigeria

(b) Head, Investor Relations

Oando Plc
The Wings Complex
17a Ozumba Mbadiwe Avenue
Victoria Island
Lagos, Nigeria

(c) Head, Corporate Communication

Oando Plc
The Wings Complex
17a Ozumba Mbadiwe Avenue
Victoria Island
Lagos, Nigeria

E-mail: complaint@oandopl.com

- 5.2 The CCO&CS may be responsible for ensuring that the proper process for managing complaints is followed and for monitoring compliance.
- 5.3 The CCO&CS shall designate a Governance Officer to assist him /her in the discharge of these responsibilities.
- 5.4 A copy of this Policy shall be made freely available on the Company website.

6. Compliance Handling Procedure

- 6.1 Receipt and Acknowledgment
- 6.1.1 Upon receipt of a Complaint, the Complaint will be recorded in the Electronic Complaints Register by the Governance office.
- 6.1.2 Receipt of an electronic Complaint via email shall be acknowledged as soon as possible (not exceeding 2 (two) working days from the date of receipt), whilst a Complaint received by post shall be acknowledged within 5 (five) working days of receipt.
- 6.1.3 Where a Complaint is resolved within the timeframe for acknowledging complaints as set out in paragraph 6.1.2 above, and a response containing the decision regarding the complaint sent to the Complainant, this will be deemed to be sufficient acknowledgment and resolution of the complaint.

- 6.1.4 Sufficient records of complaints received by email and the respective email acknowledgement shall be made available to the NGX on a quarterly basis. Records of complaints received and resolved via a physical or post office box addresses shall also be sent to the NGX on a quarterly basis. Evidence of posting a response to the complainant shall be deemed sufficient proof that the complaint received attention from the company.

6.2 Resolving a Complaint

- 6.2.1 The CCO&CS shall have the capacity to investigate and take all reasonable steps to resolve complaints and to implement appropriate remedies as may be required.

- 6.2.2 Upon resolution of a complaint, the outcome shall be communicated to the Complainant and the Governance Officer shall record the decision in the Complaint Register.

- 6.2.3 Where a complainant is dissatisfied with the decision reached by the Company, the complainant, may, if he/she so wishes, refer the complaint to a Competent Authority.

6.3 Timing of Complaint Resolution

- 6.3.1 All complaints received shall be resolved and a final response sent to the Complainant within 10 (ten) business days of it being received by the Company and the NGX shall be notified of the resolution of the complaint within two (2) working days following the date the response was sent to the Complainant.

- 6.3.2 Where the Company is unable to resolve a particular complaint within the timeline stipulated above, the complainant shall have a right to refer the complaint to a Competent Authority.

7. Complaints Record Management

- 7.1 The Company shall maintain a Complaints Register which shall be in electronic form. The Complaints Register shall contain the following details:
- Name of the Complainant;
 - Date the complaint was received;
 - Nature of the complaint;
 - Summary of the complaint;
 - Decision/resolution made
- 7.2 Copies of letters, memos sent including any update letters, acknowledgment letters, and response/resolution documents shall form part of the complaint management record that shall be kept in accordance with the Oando Document Management Policy.

Complaints Management Policy

8. Malicious Complaints

Any improper use of the Complaint process by way of malicious accusations shall not be tolerated and appropriate actions shall be taken within the confines of the law.

9. Confidentiality

The identity of Complainants shall be kept strictly confidential except where the concern raised is of a criminal nature and requires legal proceedings. However, the Company will to the best of its ability ensure that the Complainant is protected from any form of retaliation, victimization or retribution.

10. Monitoring and Reporting

The CCO&CS shall monitor the resolution status of all complaints and shall provide a quarterly report of complaints received and their status, independently verified by the Internal Audit, to the Group Leadership Council of the company. The report shall serve as a monitoring tool which shall enable management monitor the effectiveness of the Company's complaint-handling procedures, other related policies and/or procedures and identify relevant trends (if any) which could indicate areas for future focus or improved performance.

11. Publicity

This Policy shall be published on the Company's website together with details of the contact person(s) mentioned in section 5 above and the procedure described under section 6 above.

12. Commencement Date

This Policy shall come to force on the 20th day of November 2015.

The 45th (Forty-Fifth) Annual General Meeting (the "Meeting") of Oando PLC (the "Company") to be held at the Zinnia Hall, Eko Hotels and Suites, Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos, Nigeria on Tuesday, December 17, 2024, by 10:00am.

I / We*

of

being a member/members of Oando PLC

and holders of shares

hereby appoint**

or failing him/her, the Chairman of the Meeting as my/our proxy to act and vote for me/us on my/our behalf at the Meeting of the Company to be held on Tuesday, December 17, 2024, at 10:00am and at any adjournment thereof, which will be held for the purposes of considering and, if deemed fit, passing with or without modification, the resolutions to be proposed at the Meeting and to vote for or against the resolutions in accordance with the following instructions.

INSTRUCTIONS TO NOTE

- (i) THIS PROXY FORM SHOULD NOT BE COMPLETED/RETURNED IF THE MEMBER IS ATTENDING THE MEETING.
- (ii) A member entitled to attend and vote at the Meeting is entitled to and may, if he/she wishes, appoint a proxy to act for him/her. All proxy forms must be deposited at the registered office of the Company not less than 48 hours before the time for holding the Meeting. A proxy need not be a member of the Company.
- (iii) The Chairman of the meeting has been printed on the form to ensure that someone will be at the Meeting to act as your proxy but if you wish you may appoint anyone else from the provided list instead, by entering the person's name in CAPITAL LETTERS in the blank space (marked*) above..
- (iv) In the case of joint shareholders anyone of such may complete the form but the names of all joint shareholders must be stated.
- (v) It is a requirement of the Law under section 74 of the Stamp Duties Act, Cap. 411 Laws of the Federation of Nigeria, 1990 that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholder must be duly stamped by the Commissioner or Stamp Duties.
- (vi) If the shareholder is a corporation this form must be under its common seal or under the hand of some officer or attorney duly authorized in that behalf.

Kindly complete the form as follows:

- a. Write your name in BLOCK CAPITALS on the proxy form where marked * above
- b. Write the name of your proxy where marked ** above
- c. Ensure that the proxy form is signed and dated by you where marked *** below.
- d. If the shareholder is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

S/N	PROPOSED RESOLUTION	FOR	AGAINST
ORDINARY BUSINESS			
1.	To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2022, and the Reports of the Directors, Auditors and Audit Committee thereon.		
2.	To receive the audited financial statements of the Company and of the Group for the year ended December 31, 2023, and the Reports of the Directors, Auditors and Audit Committee thereon.		
3.	To re-elect the firm of BDO Professional Services as the Company's Auditors in relation to the audit of the financial statements of the Company for the year ended December 31, 2024, and the year ended December 31, 2025 to hold office until the next general meeting of the Company; and to authorise the directors of the Company to fix their remuneration.		
4.	To elect Mr. Ken Igbokwe and Mr. Bashir Bello to the Board of Directors of the Company with effect from November 25, 2024, as Directors whose term expires in accordance with Article 88 of the Article of Association of the Company but being eligible, offer themselves for election.		
5.	To re-elect Mr. Ike Osakwe as a Director		
6.	To re-elect Mr. Demola Akinrele, SAN as a Director		
7.	To re-elect Mr. Adeola Ogunsemi as a Director		
8.	To elect members of the Statutory Audit Committee.		
9.	To disclose the remuneration of managers of the Company.		
SPECIAL BUSINESS			
10.	To consider, and if approved, to pass with or without modification, the following ordinary resolution to fix the remuneration of the Non- Executive Directors of the Company: "It is hereby resolved that the fees, payable quarterly in arrears, remain N5,000,000 per annum for the Chairman and N4,000,000 per annum, for all other Non-Executive Directors		
11.	To consider and if thought fit pass, with or without modifications, the following resolution as an ordinary resolution of the Company: "That, pursuant to the Rules Governing Related Party Transaction of Nigerian Exchange Limited, a general mandate be and is hereby given, authorising the Company to procure goods, services and financing and enter into such incidental transactions necessary for its day to day operations from its related parties or interested persons on normal commercial terms consistent with the Company's Transfer Pricing Policy and all relevant Transfer Pricing Regulations in force in Nigeria. That all transactions falling under this category which were earlier entered into prior to the date of this meeting are hereby ratified."		
12.	To consider and if thought fit pass, with or without modifications, the following resolution as a special resolution of the Company that: (1) "In order to address and improve the Company's financial health and long-term viability, the Board be and is hereby authorised to implement the following remedial actions and undertake all necessary and incidental activities required to effect the proposed restructuring and complete the following transactions: (a) Debt Transfer and Modification: That the repayment of longterm receivables owed to Company's subsidiaries by related entities be accelerated and novated to the Company (with or without modifications), to consolidate receivables within the Group and improve financial clarity and management. (b) Debt-to-Equity Swap and Settlement: That the Company accepts shares as settlement for the debts owed to it by the borrowers, further to sub-resolution (a) above, thereby reducing overall receivables and enhancing financing clarity. (c) Distribution: That the Company causes the shares received pursuant to sub-resolution (b) above to be distributed to its existing shareholders as of the date of the passing of this resolution, on a pro-rata basis."		

Registered holders of certificated shares and holders of dematerialized shares in their own name(s) who wish to be represented at the Meeting, must complete and return the attached form of proxy so as to be received by the share registrars, First Registrars & Investors Services Limited at Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria or via email to info@firstregistrarsnigeria.com or Computershare Investor Services (Proprietary) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132; or email to proxy@computershare.co.za), not less than 48 hours before the date of the Meeting.

Holders of the Company's shares in South Africa (whether certificated or dematerialised) through a nominee should timeously make the necessary arrangements with that nominee or, if applicable, the Central Securities Depository Participant ("CSDP") or their broker to enable their votes in respect of their shares to be cast at the Meeting by a proxy.

Signed***

Dated***

Please affix postage stamp

First Registrars and Investor Services Limited
Plot 2, Abebe Village Road,
Iganmu, Lagos

or

Computershare Investor Services (Proprietary) Limited
70 Marshall Street,
Johannesburg, 2001, South Africa
PO Box 61051, Marshalltown, 2107



ADMISSION CARD

**The 45th (Forty-Fifth) Annual General Meeting of Oando PLC
to be held at the Zinnia Hall, Eko Hotels and Suites,
Plot 1415, Adetokunbo Ademola Street, Victoria Island, Lagos, Nigeria**

Tuesday, December 17, 2024, by 10:00am.

NAME OF SHAREHOLDER

SIGNATURE OF PERSON ATTENDING

NOTE: The Shareholder or his/her proxy must produce this admission card in order to be admitted at the meeting.

Collect your Oando Dividend and Bonus instantly with ease



Dear Shareholder,

Now, your dividend can be paid directly into your bank account and your bonus credited to your CSCS account instantly on issue, through an electronic channel.

Benefits

- Shareholders' bank and CSCS accounts will be credited with declared dividend and bonus respectively **within 24 hours!**
- Elimination of time and cost of verification of physical share certificates with the registrar before trading bonus shares
- Elimination of physical dividend warrants & bonus certificates and attendant costs of printing and posting same
- Avoid loss of dividend warrants or non-receipt of bonus certificates due to change of address
- Elimination of unclaimed dividends

3 Steps to receiving your e-Dividend and/or e-Bonus:

1. Fill out an e-Dividend payment Mandate & e-Bonus form (Forms have been posted to all shareholders and can also be downloaded from our website www.oandopl.com). Ensure that all required information is supplied, particularly your:
 - a. CSCS account number
 - b. Clearing house number
 - c. Stockbrokers name
 - d. Bank account number and
 - e. Bank sort code number.
2. Verify your account details by having your banker sign and stamp in the space marked "Authorised signature & stamp of Bankers"
3. Return completed Mandate forms to:
 - a. **Oando PLC Head Office:** The Wings Office Complex, 17a Ozumba Mbadiwe, Victoria Island, Lagos, Nigeria
 - b. **First Registrars & Investor Services Limited**
Plot 2, Abebe Village Road, Iganmu, Lagos, Nigeria
 - c. **All First Registrars & Investor Services Limited, Liaison Offices**
Nationwide: Abuja, Kano, Kaduna, Ibadan, Port Harcourt, Enugu

Unclaimed Dividends

Shareholders with outstanding dividend payments can also have their bank accounts credited immediately by following below instructions:

- Complete your e-dividend form as outlined in the steps 1 - 3 above
- Attach a letter of authorisation addressed to the Registrar mandating payment of outstanding dividends to the bank

- account stated on your completed e-dividend form
- Attach stale dividend warrants (where available)
- Submit your e-dividend form along with the authorisation letter at any of the locations stated above.

Signed
Ayotola Jagun (Ms.)
Company secretary



1. PERSONAL DETAILS, 2. e-BONUS & 3. e-REPORT INFORMATION

ELECTRONIC DELIVERY MANDATE FORM

I / We, Chief, Dr, Mr, Mrs.

of

by this form agree to the delivery of annual reports and other statutory documents of Oando PLC to me/us via electronic mode:

The company should forward the materials to the e-mail address stated below:

Signature
and date

Please fill and return the completed form to either:

The Registrar
First Registrars & Investor Services Limited
Plot 2, Abebe Village Road
Iganmu, Lagos, Nigeria

OR

The Chief Compliance Officer & Company Secretary
Oando PLC
The Wings Complex, 17a Ozumba Mbadiwe
Victoria Island, Lagos, Nigeria





Oando RC 6474
...the energy to inspire

HEAD OFFICE

Oando PLC

The Wings Office Complex
17a Ozumba Mbadiwe
Victoria Island
Lagos, Nigeria

Tel: +234 1 270 2400
E-mail: info@oandopl.com



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