CONOIL PLC
Registered office:
Bull Plaza, 38/39, Marina,
P.M.B. 12915, Lagos.

Operations office:
1, Conoil/AP Road, off Naval Dockyard Road,
P.O.Box 45, Apapa, Lagos.
www.conoilplc.com
RC: 7288

FINANCIAL STATEMENTS
FOR THE PERIOD ENDED
31 DECEMBER 2025

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Contents **Page**

Corporate information	2
Results at a glance	3
Report of the directors	4
Statement of directors' responsibilities	19
Statement of directors' certification	20
Statement of securities trading policy	21
Statement of free float rules status	22
Management's annual assessment of, and report on Internal Control over Financial Reporting	23
Certification of management's assessments on Internal Control over Financial Reporting	24
Report of the audit committee	25
Report of the independent auditors	26
Attestation report	30
Statement of profit or loss and other comprehensive income	32
Statement of financial position	33
Statement of changes in equity	34
Statement of cashflows	35
Notes to the financial statements	36 -70
Statement of value added	71
Five year financial summary	72

CORPORATE INFORMATION

Directors:	Dr. Mike Adenuga (Jr), GCON	-	Chairman	
	Mr. Ike Oraekwuotu	-	CEO	
	Dr. Moses Ebietsuwa Omatsola	-	Director	
	Mr. Mike Jituboh	-	Director	
	Engr. Babatunde Okuyemi	-	Director	Resigned June 16, 2025
	Mr. Joshua Ariyo	-	Director	
	Mr. Ademola Idowu	-	Director	
	Miss Abimbola Michael - Adenuga	-	Executive Director	
	Mr. Salam Ajani Ismail	-	Executive Director, Finance	

Acting Company Secretary: Mr. Bolaji Owolabi

RC Number: 7288

FRCN Number: FRC/2013/00000000558

Registered Office:
Bull Plaza
38/39 Marina
Lagos
www.conoilplc.com

Auditors: G. E. Osagie & Co.

Suite S13, 2nd Floor, Febson Mall
Plot 2425, Kitwe Street,
Off Herbert Macaulay Way,
Wuze Zone 4, Abuja FCT

Registrars:
Meristem Registrars Limited
213 Herbert Macaulay Way
Adekunle
Yaba
Lagos
www.meristemregistrars.com

Principal Bankers:
First Bank of Nigeria Limited
Guaranty Trust Bank Plc
Sterling Bank Plc
United Bank for Africa Plc

	December 2025 N'000	December 2024 N'000	% Change
Revenue	301,720,553	323,127,667	(6.6)
Profit before taxation	2,677,670	11,004,039	(75.7)
Taxation	(499,172)	(2,230,505)	(77.6)
Profit for the period	2,178,498	8,773,534	(75.2)
Retained earnings	35,068,195	35,318,531	(0.7)
Share capital	346,976	346,976	-
Shareholders' funds	39,239,940	39,490,276	(0.6)
Per share data			
Earnings per share (kobo)	314	1,264	(75.2)
Dividend per share (kobo)	200	350	(42.9)
Net assets per share (kobo)	5,655	5,691	(0.6)

The Directors of Conoil Plc are pleased to present their report on the affairs of the Company, together with the audited financial statements and the auditor's report for the year ended 31 December 2025.

1. Legal Status

Conoil Plc (formerly National Oil and Chemical Marketing Plc) was incorporated in 1960 as a private limited liability company – Shell Nigeria Limited. In April 1975, the Federal Government of Nigeria acquired 60% shares of the Company through the Nigerian National Petroleum Corporation (NNPC) and the Company became known as National Oil and Chemical Marketing Company (NOLCHEM). The Company was later converted to a public company and in the year 2000, the Federal Government of Nigeria through the Bureau of Public Enterprises (BPE) bought 40% issued ordinary shares of the Company held by Shell Company of Nigeria (UK) Limited. After the privatization of the Company, Conpetro Limited acquired 60% of the issued shares of the Company. As a result of a rights offering by the Company in 2002, Conpetro Limited now holds 74.4% of the issued capital while members of the Nigerian public hold the remaining 25.6% stake in the Company. The Company's name was formally changed from National Oil and Chemical Marketing Plc to Conoil Plc on 14 January, 2003.

2. Principal activities

The principal activities of the Company are the marketing of refined petroleum products, manufacturing and marketing of lubricants, household and liquefied petroleum gas for domestic and industrial use.

3. Results for the year

The following is a summary of the Company's operating results:

	2025 N'000	2024 N'000	% Change
Revenue	301,720,553	323,127,667	(6.6)
Profit before tax	2,677,670	11,004,039	(75.7)
Profit after tax	2,159,498	8,773,534	(75.4)
Proposed dividend	1,387,904	2,428,832	(42.9)
Share capital	346,976	346,976	-
Shareholders fund	39,220,940	39,490,276	(0.7)

4. Dividends

The Directors recommend the payment of a dividend of 200 kobo per share on the results for the year 2025.

5. Changes on the Board of Directors

The names of the Directors that served during the year are as listed on page 2

In the course of the financial year ended December 31, 2025, one Director resigned.

6. Directors' interest in shares

The Directors who held office during the year, together with their direct and indirect interests in the issued share capital of the Company as recorded in the Register of Directors' Shareholding and/or as notified by the Directors for the purposes of sections 301 and 302 of the Companies and Allied Matters Act, 2020 and the listing requirements of the Nigerian Exchange Group is as follows:

Directors	Direct Number	Indirect Number	Total 2025 Number	Total 2024 Number
Dr Mike Adenuga (Jr), GCON *	Nil	516,403,603	516,403,603	516,403,603
Dr. Moses Ebietsuwa Omatsola	541	Nil	541	541
Engr. Babatunde Okuyemi (Resigned June 16, 2025)	8,500	Nil	8,500	8,500
Mr. Mike Jituboh	Nil	Nil	Nil	Nil
Mr. Ike Oraekwuotu	Nil	Nil	Nil	Nil
Miss Abimbola Michael - Adenuga	Nil	Nil	Nil	Nil
Mr. Ismail Salam	Nil	Nil	Nil	Nil
Mr. Joshua Ariyo	25,365	Nil	25,365	25,365
Mr. Ademola Idowu	15,125	Nil	15,125	15,125

*Representing Conpetro Limited

There were no material changes to Directors' shareholdings within the year ended 31 December, 2025.

7. Contracts

For the purposes of Section 303 of the Companies and Allied Matters Act, 2020, none of the Directors have notified the Company of any disclosable interests in contracts involving the Company during the year.

8. Directors' remuneration

The Company ensures that remuneration paid to its Directors complies with the provisions of the codes of corporate governance issued by its regulators. In compliance with the provisions of Principle 16, and the Recommended practices in Articles 16.5 – 16.14 of the Nigerian Code of Corporate Governance 2018 as issued by the Securities and Exchange Commission, the Company makes disclosure of remuneration paid to its directors as follows:

Remuneration package	Description	Time of payment
Basic Salary	• Part of gross salary package for Executive Director • Reflects the industry competitive salary package and the extent to which the Company's objectives have been met for the financial year.	Paid monthly during the financial year
13th Month Salary	• Part of gross salary package for Executive Directors. Reflects the industry competitive salary package and • the extent to which the Company's objectives have been met for the financial year.	Paid in the last month of the financial year
Director's Fee	Paid annually immediately after the Annual General Meeting ('AGM') to Non-Executive Directors only.	Paid annually immediately after the AGM
Sitting Allowances	Allowances paid to Non-Executive Directors only for attending Board and Board Committee Meetings.	Paid after each meeting

9. Retirement by rotation

Pursuant to Articles 92, 93 & 94 of the Company's Articles of Association, which requires one third of the Directors (excluding Executive Directors) who shall be those who have been longest in office since their last election; the following Directors: Dr. Mike Adenuga Jr. (GCON), Mr. Ademola Idowu and Mr. Mike Jituboh who are non-executive directors, are due to retire by rotation and being eligible, have offered themselves for re-election.

Summary profile of retiring directors

I. Dr. Mike Adenuga Jr. (GCON) - Non Executive Director
B.Sc., MBA, Honorary D. Litt
Over 35 years as an entrepreneur with interests in Petroleum Upstream, Down Stream, Telecommunications and Banking.

II. Mr. Ademola Idowu - Non Executive Director
HND, MBA
Over 47 years cognate experience in Finance, Telecommunication and Petroleum Downstream sectors

III. Mr. Mike Jituboh - Non Executive Director
B.Sc., MBA
Over 51 years working experience in telecommunication, Petroleum Upstream and Downstream sectors.

10. Shareholding analysis

As at 31 December 2025, the range of shareholdings of the Company was as follows:

Share Range	No of Holders	Holders' %	Holders' Cum	Units	% Units
1 - 1,000	130,662	89.3360	130,662	51,725,886	7.45
1,001 - 5,000	13,709	9.3731	144,371	24,588,122	3.54
5,001 - 10,000	940	0.6427	145,311	6,779,768	0.98
10,001 - 50,000	784	0.5360	146,095	15,311,162	2.21
50,001 - 100,000	76	0.0520	146,171	5,503,292	0.79
100,001 - 500,000	64	0.0438	146,235	12,409,733	1.79
500,001 - 1,000,000	10	0.0068	146,245	6,847,530	0.99
1,000,001 – 5,000,000	10	0.0068	146,255	23,326,799	3.36
5,000,0001 – 10,000,000	2	0.0014	146,257	13,626,535	1.96
10,000,001 - and above	2	0.0014	146,259	533,833,290	76.93
TOTAL	**146,259**	**100.00**		**693,952,117**	**100.00**

11. Major Shareholding

According to the Register of members, no shareholder of the Company other than Conpetro Limited as noted below held more than 5% issued shares of the Company as at 31 December 2025.

The shares of the Company were held as follows:

	2025 Number of Shares	%	2024 Number of Shares	%
Conpetro Limited	516,298,603	74.40	516,298,603	74.40
Other Shareholders	177,653,514	25.60	177,653,514	25.60
Total	**693,952,117**	**100.00**	**693,952,117**	**100.00**

12. Share capital history

Conoil Plc ("Company"), which commenced operations in 1927 under the name Shell Trading Company, was incorporated as a limited liability company in 1960 and later converted to a public limited company with an authorized share capital of N14 Million divided into ordinary shares of N2.00 each, all of which were fully issued and paid up. The shares were sub-divided into ordinary shares of 50 Kobo each in 1991. The authorized share capital of the Company was increased to N350 Million divided into 700 Million ordinary shares of 50 Kobo each, out of which N171.5 Million made up of 343 Million ordinary shares of 50 Kobo each were issued and paid up.

Year	Authorised share capital		Issued & fully paid		Number of shares	Consideration
	Increase	Cumulative	Increase	Cumulative		
	N	N	N	N		
1975	14,000,000	14,000,000	14,000,000	14,000,000	14,000,000	Cash
1983	42,000,000	56,000,000	28,000,000	42,000,000	42,000,000	Bonus (2:1)
1991	19,000,000	75,000,000	-	42,000,000	-	-
1991	-	75,000,000	14,000,000	56,000,000	56,000,000	Cash
1995	125,000,000	200,000,000	28,000,000	84,000,000	168,000,000	Bonus (1:2)
1996	-	200,000,000	42,000,000	126,000,000	252,000,000	Bonus (1:2)
1997	-	200,000,000	21,000,000	147,000,000	294,000,000	Bonus (1:6)
1998	-	200,000,000	24,500,000	171,500,000	343,000,000	Bonus (1:6)
2002	150,000,000	350,000,000	-	171,500,000	343,000,000	-
2003	-	350,000,000	117,647,059	289,147,059	578,294,117	Convertible loan stock
2004	-	350,000,000	57,829,000	346,976,059	693,952,117	Bonus (1:5)

13. Dividend payment history

DIV No.	DIV. Type	Year ended	Declaration date	Dividend rate per share	Total amount of dividend gross	Total amount of dividend net
				N	N	N
12	Final	31/12/2001	21/06/2002	0.50	171,500,000.00	154,350,000.00
13	Final	31/12/2002	20/06/2003	2.00	686,000,000.00	617,400,000.00
14	Final	31/12/2003	27/08/2004	3.50	2,024,029,409.50	1,821,626,468.55
15	Final	31/12/2004	25/11/2005	2.00	1,387,904,234.00	1,249,113,810.60
16	Final	31/12/2005	27/10/2006	2.50	1,734,880,292.50	1,561,392,263.25
17	Final	31/12/2006	31/08/2007	2.75	1,908,368,321.75	1,717,531,489.58
18	Final	31/12/2007	29/08/2008	2.75	1,908,368,321.75	1,717,531,489.58
19	Final	31/12/2008	18/12/2009	1.00	693,952,117.00	624,556,905.30
20	Final	31/12/2009	22/10/2010	1.50	1,040,928,175.50	936,835,357.95
21	Final	31/12/2010	24/06/2011	2.00	1,387,904,234.00	1,249,113,810.60
22	Final	31/12/2011	30/08/2012	2.50	1,734,880,292.50	1,561,392,263.25
23	Final	31/12/2012	04/10/2013	1.00	693,952,117.00	624,556,905.30
24	Final	31/12/2013	30/09/2014	4.00	2,775,808,468.00	2,498,227,621.20
25	Final	31/12/2014	23/10/2015	1.00	693,952,117.00	624,556,905.30
26	Final	31/12/2015	28/10/2016	3.00	2,081,856,351.00	1,873,670,715.90
27	Final	31/12/2016	11/08/2017	3.10	2,151,251,562.70	1,936,126,406.43
28	Final	31/12/2017	13/07/2018	2.00	1,387,904,234.00	1,252,452,464.80
29	Final	31/12/2018	16/08/2019	2.00	1,387,904,234.00	1,251,217,929.00
30	Final	31/12/2019	23/10/2020	2.00	1,387,904,234.00	1,252,071,715.40
31	Final	31/12/2020	19/11/2021	1.50	1,040,928,175.50	936,835,357.95
32	Final	31/12/2021	28/10/2022	2.50	1,734,880,292.50	1,561,392,263.25
33	Final	31/12/2022	22/09/2023	2.50	1,734,880,292.50	1,561,392,263.25
34	Final	31/12/2023	15/11/2024	3.50	2,428,832,409.50	2,185,949,168.55
35	Final	31/12/2024	19/12/2025	3.50	2,428,832,409.50	2,185,949,168.55

14. Property, plant and equipment

Movement in property, plant and equipment during the year are shown under Note 15 to the Accounts. Changes in the value of property, plant and equipment were due to additions and disposals as shown in Note 15. In the opinion of the Directors, the market value of the Company's properties is not lower than the value shown in the audited Financial Statements.

15. Suppliers

The Company obtains its materials from overseas and local suppliers. Among its foreign and local suppliers, the major suppliers of petroleum products to the Company are – Dangote Refinery and NIPCO .

16. Distribution network

The distribution of the Company's products is done through its own network of branches, numerous dealers and distributors who are spread around the country. The Company has over 300 dealers and distributors.

Some of the Company's major dealers and distributors are as follows:

S/No.	Dealer	Station	Location of station
1.	Mr. Adebambo Bashorun	Ajah Mega Station	Ajiweh b/stop, Lekki-Epe Expressway.
2.	Mr. Akinyemi Omoyeni	Chevron Mega Station	Lekki-Epe Expressway, Chevron Roundabout
3.	Mr. Abimbola Olawale	Ikate Lekki Mega Station	Ikate Elegushi, Lekki Epe Expressway, Lekki
4.	Mr. Johnson Iwarere	Marina Service Station	Marina, Lagos State
5.	Mrs. Evelyn Rewane - Fabyan	Hughes Avenue Service Station	Herbert Macualay Way,Alagomeji,Yaba,Lagos State
6.	Mr Patrick Uduje	Alapere Mega Station	Along Lagos/Ibadan Express Way, Alapere Area
7.	Chief Mrs Folusayo Bolarinwa	Tollgate Mega Station	Along Lagos/Ibadan Express Way, Near Old Tollgate, Alausa.
8.	Mr. Adeleye Adewale	GRA Mega Station	Oba Akinjobi Road by GRA Roundabout Ikeja.
9.	Dr. Desmond Amiegbebo	Oregun Service Station	Oregun Road Oregun
10.	Capt. Alade Adeyinka	Km10 Ikeja Filling Station	FAAN Local Airport Ikeja

16. Distribution network (Continued)

S/No.	Dealer	Station	Location of station
11.	Mr. Geofry Idon	KM2 Ikeja Filling Station	FAAN Local Airport Ikeja
12.	Mr. Akin Akindele	Airport Road Service Station	FAAN International Airport Ikeja
13.	Mrs. C.O. Okonedo	Western Avenue Filling Station	Western Avenue Road Barracks Bus Stop Lagos State
14.	Mr. Azeez Olalekan Ishola	Agege South Mega Station	Mangoro Rd.Agege Lagos
15.	Mr. Tunde Thani	Lasu Sservice Station	Km 13 Lagos Badagry Expressway Lasu Lagos
16.	Mr. Ayilara Babatunde	Asero Filling Station	Km 3 Abeokuta Ibadan Road,Abeokuta,Ogun State.
17.	Mr Paul Ayeni	Lagos - Ibadan Expressway	Km 60, Lagos Ibadan Expressway, Sagamu, Ogun state
18.	Mrs. Tola Aworh	Poly South Service Station	Polytechnic Gate Sango, Ibadan Oyo State
19.	Eng. Jonathan Omare	Igbudu Service Station	No 205 Warri Sapele Rd, Warri
20.	Bar. Gregory Agha	KM4, Filling Station	Km 4, Sapele Road Benin City Edo State
21.	Mrs. F. Eweka	Akpakpava Road Filling Station	Akpakpava Road Benin City Edo State
22.	Hon Andrew Momodu	Airport Road Service Station	Airport Road F/S Benin City Edo State
23.	Mr. Chinedu Iroegbu	Obio Filling Station	PH-Aba Express way, Market Junction, PHC
24.	Mr. F B. Omidina	Orije Service Station	Aba Road, Leventis Bus stop, PHC
25.	Mr Edward Ibuzo	Bridgehead Mega Station Onitsha	Bridgehead Road, Onitsha
26.	Mr. Hilary Nwagbo	Nike Road Service Station Enugu	Nike Road S/S, Enugu
27.	Alh. Ali Nuhu	Kado Mega Service Station	B5 Cadastral Zone Kado Estate Kado FCT
28.	KADIRI YUNUSA	Durumi Mega Service Station	B5 Cadastral Zone Durumi district Durumi Area 1 FCT
29.	Alh. Hadiza Yusuf	Utako Mega Service Station	B5 Cadastral Zone Utako Ddistrict Utako FCT
30.	Mr. Samuel Okorho	Lugbe Extension Service Station	Plot 199 Cadastral Zone Lugbe District FCT Abuja
31.	Mrs. Ahmed Lami	Herbert Macaulay Filling Station Abuja	Plot 763, Herbert Macaulay Way, CBD FCT
32.	Eng. Marvellous Omobayo	Garki Service Station Abuja	42 Festival Road Area 10 Garki FCT
33.	Mr Patrick Edobor	Apo Mechanic Mega Station Abuja	Apo Mechanic Village, Apo, FCT, Abuja
34.	Alh. Ashiru Adamu	Ahmadu Bello Way Mega Station Kaduna	Ahmadu Bello Way Kaduna

17. Post balance sheet events

There were no post balance sheet events which could have had a material effect on the state of affairs of the Company as at 31 December 2025 and on the profit for the period to that date which have not been adequately provided for.

18. Human resources policy

(i). Recruitment

The Company conforms with all regulatory requirements in the employment of staff, whilst also ensuring that only fit and proper persons are approved for appointment to board or top management positions. All prescribed pre-employment screening for prospective employees and other requirements for regulatory confirmation of top management and expatriates' appointments are duly implemented.

(ii). Diversity and Inclusion

The Company treats all employees, prospective employees and customers fairly and equally, regardless of their gender, sexual orientation, family status, race, colour, nationality, ethnic or national origin, religious belief, age, physical or mental disability, or any such factor. In the coming years, the Company seeks to increase the female representation at Board and Top Management levels respectively, subject to identification of candidates with appropriate skills. For the purpose of this statement, "Board" refers to Managing Director/ CEO, Executive Directors and Non-Executive Directors while "Top Management" refers to General Manager, Deputy General Manager and Assistant General Manager grades.

Gender Analysis	Male	Female	Total	Ratio
Permanent staff	127	13	140	10:1
Expatriates	12	0	12	12:00
Others	311	23	334	13.5:1

19. Employment and employees

(i). Employment of physically challenged persons

The Company's operates a non-discriminatory policy in the consideration of applications for employment, including those received from physically challenged persons. In the event where an employee becomes physically challenged in the course of employment, where possible, the Company may arrange training to ensure the continuous employment of such a person without subjecting him/her to any disadvantage in his/her career development.

(ii). Employees involvement

During the year, the Company maintained good relationship with its employees. To enhance communication between management and staff, management briefings were extended to all levels of staff during the year. These efforts were supplemented by regular consultative departmental / divisional meetings and in-house bulletins to keep employees informed on the state of the Company's operations.

(iii). Employees training and development

The development and training of the Company's staff continue to receive constant attention. It is the belief of the Company that the professional and technical expertise of its staff constitutes a major asset. The Company has established a Training School for Staff to initiate and foster a culture of excellence in its operations and service delivery.

(iv). Welfare

The Company operates the requisite Insurance cover for the varied cadre of its employees including Employee Compensation Act contributions for the benefits of its employees. Employees are insured against occupational and other hazards. The Company also operates a contributory pension plan in line with the Pension Reform Act 2004 (amended in 2014) as well as a terminal payment scheme for its employees.

(v). Health

The Company maintains business premises designed with a view to guaranteeing the safety and healthy living conditions of its employees and customers alike. The Company maintains well-equipped medical clinics at its operational locations. This is complemented by medical services during and after working hours by medical retainers in locations across the country. Staff also enjoy medical insurance with negotiated bulk benefits from credible Health Maintenance Organizations under the National Health Insurance Authority (NHIA).

(vi). Safety and environment

To enhance the health and safety of all employees, safety regulations are conspicuously displayed and enforced in all the Company's offices and installations. Fire prevention and fire-fighting equipment are installed in strategic locations within the Company's premises.

The Company carries out safety and operations inspections on a regular basis. It also provides safety equipment in all its installation and retail outlets. In addition, safety training is provided for staff. Fire-fighting drills are regularly carried out to keep workers at alert in the event of a fire outbreak. The Company lays emphasis on industrial hygiene, and inspection, and provides good sanitary facilities for its employees. The Company ensures non-pollution of the environment within its areas of operation.

20. Compliance with the code of Corporate Governance

Conoil Plc ("the Company") is committed to carry on its operations in a fair, honest and transparent manner in compliance with a high level of professional ethics, and international best practice and procedure in Corporate Governance. With the goal to deliver greater shareholder value, the Company has continued to subject its operations to the high standards of corporate governance, which is an essential foundation for sustainable corporate success. We are dedicated to uphold the creed and principles of good Corporate Governance in all our operations which is the bedrock of the public trust and confidence reposed in us by shareholders, business partners, employees and the financial markets; and the key to our continued long-term success.

Corporate Governance is a key driver of corporate accountability and business prosperity. It is also aimed at increasing entities' levels of transparency, trust and integrity, and create an environment for sustainable business operations. Conoil Plc complies with the provisions of the Code of Best Practices on Corporate Governance in Nigeria and the requirements of the current Nigerian Code of Corporate Governance 2018. The Company adopts a responsible approach in its activities by maintaining a high standard of openness and accountability while also taking into consideration the interest of stakeholders.

20. Compliance with Code of Corporate Governance (Continued)

During the year under review, Conoil Plc duly observed all regulations guiding its activities. Conoil Plc established structures/mechanism to enhance its internal control while the efficiency of measures for enhancing operational and compliance control are continually reviewed from time to time. The Company executed various governance activities which included the review of the mandate of all the Board Committees in order to align same with leading practices and extant regulations. The Board and its Committees also carried out self-assessment to review their compliance with their terms of reference. Entrenched in the fibre of Conoil Plc is the culture of openness which promotes healthy discourse and encourages employees to report improper activities. The belief that success is only worth celebrating when achieved the right way through a process supported and sustained with the right values remains one of the Company's guiding principles.

20.1 The Board

The Board of Directors is responsible for the governance of the Company and is accountable to shareholders for creating and delivering sustainable value through the management of the Company's business. The Board is committed to the highest standards of business integrity, ethical values and governance. It recognizes the responsibility of the Company to conduct its affairs with transparency, prudence, fairness, accountability and social responsibility, thereby safeguarding the interests of all stakeholders. The Board ensures that an appropriate level of checks and balances is maintained, in order to ensure that decisions are taken with the best interest of the Company's stakeholders in mind. The company's Directors possess the right balance of expertise, skills and experience, which translates to an effective Board and executive management team capable of steering the affairs of the Company in an ever changing and challenging environment. The Board determines the overall strategy of the Company and follows up on its implementation, supervises the performance of the Company and ensures adequate management, thus actively contributing to developing the Company as a focused, sustainable and global brand. The synergy between the Board and Management fosters interactive dialogue in setting broad policy guidelines in the management and direction of the Company to enhance optimal performance and ensures that associated risks are properly managed. Furthermore, the Board plays a central role in conjunction with Management in ensuring that the Company is financially balanced, well governed and risks are identified and well mitigated.

In addition to the Board's direct oversight, the Board exercises its oversight responsibilities through five (5) Board Committees. Members of the Board of Directors are seasoned professionals, who have excelled in various sectors including accounting, engineering, oil and gas, telecommunications, manufacturing and banking. They possess the requisite integrity, skills and experience to bring to bear independent judgment on the deliberations of the Board and decisions of the Board. They have a good understanding of the Company's business and affairs to enable them properly evaluate information and responses provided by Management, and to provide objective challenge to management.

The Board meets quarterly and additional meetings are convened as required. Material decisions may be taken between meetings by way of written resolutions, as provided for in the Articles of Association of the Company. The Directors are provided with comprehensive information at each of the quarterly Board meetings and are also briefed on business developments between Board meetings.

20.2 Responsibilities of the Board

The Board has ultimate responsibility for determining the strategic objectives and policies of the Company to deliver long-term value by providing overall strategic direction within a framework of rewards, incentives and controls. The Board has delegated the responsibility for day-to-day operations of the Company to Management and ensures that Management strikes an appropriate balance between promoting long-term growth and delivering short-term objectives. In fulfilling its primary responsibility, the Board acknowledges the relationship between good governance and risk management practices, in relation to the achievement of the Company's strategic objectives and good financial performance.

20. Compliance with Code of Corporate Governance (Continued)

20.2 Responsibilities of the Board (Cont'd)

Notwithstanding the delegation of the operation of the Company to Management, the Board reserved certain powers which include the approval of quarterly, half-yearly and full year financial statements (whether audited or unaudited) and any significant change in accounting policies and/or practices; approval of major changes to the Company's corporate structure and changes relating to the Company's capital structure or its status as a public limited company; the determination and approval of the strategic objectives and policies of the Company to deliver long-term value; approval of the Company's strategy, medium and short term plan and its annual operating and capital expenditure budget; appointment or removal of Company Secretary; recommendation to shareholders of the appointment or removal of auditors and the remuneration of Auditors; approval of resolutions and corresponding documentation for shareholders in general meeting(s), shareholders circulars, prospectus and principal regulatory filings with the Regulators. Other powers reserved for the Board are the determination of Board structure, size and composition, including appointment and removal of Directors, succession planning for the Board and senior management and Board Committee membership; approval of mergers and acquisitions, expansion and establishment of subsidiaries; approval of remuneration policy and packages of the Managing Director and other Board members, appointment of the Managing Director and other Directors nominated by the Company; approval of the Board performance evaluation process, corporate governance framework and review of the performance of the Managing Director; approval of policy documents on significant issues including Enterprise-wide Risk Management, Human Resources, Credit, Corporate governance and Anti – Money laundering, and approval of all matters of importance to the Company as a whole because of their strategic, financial, risk or reputational implications or consequences.

20.3 Role of the Chairman

The roles of the Chairman and Chief Executive are separate and no one individual combines the two positions. The Chairman's main responsibility is to lead and manage the Board to ensure that it operates effectively and fully discharges its legal and regulatory responsibilities. The Chairman is responsible for ensuring that Directors receive accurate, timely and clear information to enable the Board take informed decisions and provide advice to promote the success of the Company. The Chairman also facilitates the contribution of Directors and promotes effective relationships and open communications between Executive and Non-Executive Directors, both inside and outside the Boardroom.

20.4 Role of the Managing Director / Chief Executive Officer

The Board has delegated the responsibility for the day-to-day management of the Company to the Managing Director/Chief Executive Officer, who is supported by Executive Management. The Managing Director executes the powers delegated to him in accordance with guidelines approved by the Board of Directors. Executive Management is accountable to the Board for the development and implementation of strategies and policies. The Board regularly reviews group performance, matters of strategic concern and any other matter it regards as material.

20.5 Board Composition

The Company's Articles of Association provide that the Company's Board of Directors shall consist of no less than five (5) and not more than fifteen (15) Directors. The Board during the year under review had a Non-Executive Director as Chairman, five (5) other Non-Executive Directors and three (3) Executive Directors. The thorough process for selecting Board members gives premium to educational and professional background, integrity, competence, capability, knowledge, expertise, skills, experience and diversity. During the year under review, the Board provided the required leadership for the Company for prudent and effective risk management while it also ensured that resources were available to enable the Company achieve its aims.

20.6 Board Meetings and Attendance

Members of the Board of Directors hold a minimum of four quarterly meetings to approve the Company's business strategy and objectives, decide on policy matters, direct and oversee the Company's affairs, progress, performance, operations, and finances; and ensure that adequate resources are available to meet the Company's goals and objectives. Attendance of Directors at quarterly meetings is very good.

20. Compliance with code of corporate governance (Continued)

20.6 Board Meetings and Attendance (Cont'd)

The Board held four (4) meetings during the financial year ended 31 December 2025. The notice for each meeting was in line with the Company's Articles of Association and Board papers were provided to directors in advance. Senior Executives of the Company are from time to time invited to attend Board meetings and make representations of their business units. The Board meetings were held on Monday, 20 January 2025; Tuesday, 17 June 2025; Monday, 8 September 2025; and Wenesday, 29 October 2025. A summary of the record of attendance at Board meetings is presented below.

Names of Directors		20 January 2025	17 June 2025	8 September 2025	29 October 2025
Dr. Mike Adenuga (Jnr.) GCON	Chairman Non-Executive Director	P	P	P	P
Dr M. E. Omatsola	Non-Executive Director	P	P	P	P
Engr. Babatunde Okuyemi	Non-Executive Director	A	NA	NA	NA
Mr. Mike Jituboh	Non-Executive Director	P	P	P	P
Mr. Ike Oraekwuotu	Executive Director	P	P	P	P
Miss Abimbola Michael - Adenuga	Executive Director	P	P	P	P
Mr. Ismail Salam (Exec. Director, Finance)	Executive Director	P	P	P	P
Mr. Joshua Ariyo	Non-Executive Director	P	P	P	P
Mr. Ademola Idowu	Non-Executive Director	P	P	P	P

Attendance keys: P = Present; A = Absent with apology; N/A = Not applicable

20.7 Board committees:

The Board carries out its responsibilities through its Standing Committees, which have clearly defined terms of reference, setting out their roles, responsibilities, functions and scope of authority. The Board has five (5) Standing Committees alongside other Board Supervised Management Committees:

i. Executive Board Committee;
ii. Operation Review Committee;
iii. Risk Management Committee;
iv. Remuneration Committee; and
v. Statutory Audit Committee.

Through these Committees, the Board is able to effectively carry out its oversight responsibilities and take advantage of individual expertise to formulate strategies for the Company. The Committees make recommendations to the Board, which retains responsibility for final decision making. All Committees in the exercise of their powers so delegated conform to the regulations laid down by the Board, with well-defined terms of reference. The Committees render reports to the Board at the Board's quarterly meetings. A summary of the roles, responsibilities, composition and frequency of meetings of each of the Committees are as stated hereunder:

20. Compliance with code of corporate governance (Continued)

20.7 Board committees (cont'd)

i. The Executive Board Committee

The Executive Board Committee, led by the Managing Director and comprising the Executive Directors, sets the Company's priorities and targets, allocates resources and ensures the effective running of the Company. The Executive Board ensures that the Company's resources are fully utilized to meet the Company's goals. The Committee held five (5) meetings on Wednesday, 8 January 2025; Wednesday, 12 March 2025; Thursday, 26 June 2025, Friday, 22 August, 2025; and Monday 24 November 2025.

Names	8 January 2025	12 March 2025	26 June 2025	22 August 2025	24 November 2025
Mr. Ike Oraekwuotu	P	P	P	P	P
Miss Abimbola Michael - Adenuga	P	P	P	P	P
Mr. Ismail Salam	P	P	P	P	P

Attendance keys: P = Present

ii. Operation Review Committee

Members of this Committee are one Executive Director and two non-executive Directors. Mr. Mike Jituboh, a non-executive Director is Chairman of the Committee with the Managing Director in attendance. The Committee deliberates on matters relating to the general Operating Expenditure (OPEX), Capital Expenditure (CAPEX), general finance and administration of the Company and reports same to the Board. The Committee held three (3) meetings on Tuesday, 11 February 2025; Wednesday 23 July 2025; and Wedneday, 19 November, 2025. The meetings were well attended.

Names	11 February, 2025	23 July 2025	19 November 2025
Mr. Mike Jituboh	P	P	P
Ms. Abimbola Michael - Adenuga	P	P	P
Mr. Joshua Ariyo	P	P	P

Attendance key: P = Present

iii. Risk Management Committee

This Committee is tasked with the responsibility of setting and reviewing the Company's risk policies. The coverage of supervision includes the following: Credit Risk, Reputational Risk, Operations Risk, Technology Risk, Market Risk, Liquidity Risk and other pervasive risks as may be posed by the events in the industry at any point in time. The Terms of Reference of the Board Risk Management Committee include to:

- Review and recommend for the approval of the Board, the Company's Risk Management Policies including the risk profile and limits;
- Determine the adequacy and effectiveness of the Company's risk detection and measurement systems and controls;
- Evaluate the Company's internal control and assurance framework annually, in order to satisfy itself onthe design and completeness of the framework;
- Oversee Management's process for the identification of significant risks across the Company and the adequacy of risk mitigation, prevention, detection and reporting mechanisms;
- Review and recommend to the Board for approval, the contingency plan for specific risks;
- Review the Company's compliance level with applicable laws and regulatory requirements which may impact on the Company's risk profile;
- Conduct periodic review of changes in the economic and business environment, including emerging trends and other factors relevant to the Company's risk profile;
- Handle any other issue referred to the Committee from time to time by the Board.

20. Compliance with code of corporate governance (Continued)

iii. Risk Management Committee (cont'd)

The Chief Risk Officer of the Company presents regular briefings to the Committee at its meetings. The Committee met four (4) times during the financial year ended December 31, 2025 on Thursday, 20 February 2025, Thursday, 5 June 2025, Thursday, 18 September 2025 and Monday, 1 December 2025. The Board Risk Management Committee comprised the following members during the year under review:

Names	20 February 2025	5 June 2025	18 September 2025	1 December 2025
Dr. M. E. Omatsola	P	P	P	P
Mr. Ike Oraekwuotu	P	P	P	P
Mr. Ismail Salam	P	P	P	P

Attendance keys: P = Present

iv. Remuneration Committee

The Board Remuneration Committee has the responsibility of setting the principles and parameters of Remuneration Policy across the Company, determining the policy of the Company on the remuneration of the Managing Director and other Executive Directors and the specific remuneration packages and to approve the policy relating to all remuneration schemes and long-term incentives for employees of the Company.

The Committee is responsible for the determination of remuneration policy and its application for senior executives, performance evaluation, the adoption of incentive plans, and various governance responsibilities related to remuneration to a stand-alone committee, or to any other committee capable of combining it with their existing functions, as is appropriate.

The Committee acts on behalf of the Board on all matters related to the workforce. The Committee held two (2) meetings within the year on Tuesday,15 April, 2025 and Thursday, 23 October 2025. The meetings were well attended.

Names	15 April 2025	23 October 2025
Mr. Mike Jituboh	P	P
Mr. Ademola Idowu	P	P

Attendance key: P = Present.

20.8 Statutory Audit Committee

This Committee is responsible for ensuring that the Company complies with all the relevant policies and procedures both from the regulators and as laid-down by the Board of Directors. Its major functions include the approval of the annual audit plan of the internal auditors, review and approval of the audit scope and plan of the external auditors, review of the audit report on internal weaknesses observed by both the internal and external auditors during their respective examinations and to ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices. The Committee also reviews the Company's annual and interim financial statements, particularly the effectiveness of the Company's disclosure controls and systems of internal control as well as areas of judgment involved in the compilation of the Company's results. The Committee is responsible for the review of the integrity of the Company's financial reporting and oversees the independence and objectivity of the external auditors, review and ensures that adequate whistle blowing procedures are in place and that a summary of issues reported are highlighted to the Committee; and review the independence of the external auditors and ensures that where non-audit services are provided by the external auditors and that there is no conflict of interest. The Committee has access to external auditors to seek explanations and additional information, while the internal and external auditors have unrestricted access to the Committee, which ensures that their independence is in no way impaired.

In compliance with the provisions of Section 404 (3) of the Companies and Allied Matters Act 2020, which requires the Director representatives to be two (2); the Committee is made up of two (2) Non-Executive Directors and three (3) Shareholders of the Company appointed at Annual General Meetings with the Company Secretary/Legal Adviser as the Secretary. The membership of the Committee at the Board level is based on the relevant experience of the Board members, while one of the shareholders serves as the Chairman of the Committee. The Committee has as its Chairman, a member representing the shareholders and holds meetings from time to time to deliberate on Audit Scope & Plan, the Time Table of the Company for the year, the Audited Accounts & unaudited trading results of the Company, Management Letter prepared by the External Auditors of the Company. In the performance of its functions, the Committee has unrestricted, direct access not just to the internal audit department but also to the external auditors.

20. Compliance with code of corporate governance (Continued)

20.8 Statutory Audit Committee (Cont'd)

Any shareholder may nominate another shareholder as member of the Audit Committee, by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. The internal and external auditors are invited from time to time to attend the Meetings of the Committee. The Director of Finance, the Financial Adviser and appropriate members of Management also attend the meetings upon invitation. The Committee is required to meet quarterly and additional meetings may be convened as the need arises. The Statutory Audit Committee of the Company met four (4) times during the year. The meetings were held on Thursday, 30 January 2025; Tuesday, 24 June 2025; Thursday, 28 August 2025; and Thursday, 27 November, 2025. The following members served on the Committee during the year ended December 31, 2024:

Names	Designation	30 January 2025	24 June 2025	28 August 2025	27 November 2025
Mr. Oladepo Olalekan Adesina	Chairman Rep. of Shareholders	P	P	P	P
Mr. Ijayekunke Moses Idowu	Member Rep. of Shareholders	P	P	P	P
Mrs. Adeleye Funmilayo Bilqees	Member Rep. of Shareholders	P	P	P	P
Mr. Ademola Idowu	Non-Executive Director	P	P	P	P
Mr. Joshua Ariyo	Non-Executive Director	P	P	P	P

Attendance key: P = Present.

20.9 Board Supervised Management Committee

These are Committees comprising senior management staff of the Company. The Committees are risk driven as they are basically set up to identify, analyze, synthesize and make recommendations on risks arising from day to day activities of the Company. They also ensure that risk limits as contained in the Board and Regulatory policies are complied with at all times. They provide inputs for the respective Board Committees and also ensure that recommendations of the Board Committees are effectively and efficiently implemented. They meet as frequently as necessary to immediately take action and decisions within the confines of their powers. The standing Management Committees in the Company are:

i. Management Credit Committee;
ii. Executive Management Committee;
iii. Tender Committee;
iv. Import Committee; and
v. Process and Expenditure Committee.

i. Management Credit Committee

This is the Committee responsible for ensuring that the Company complies fully with the Credit Policy Guide as laid down by the Board of Directors. The Committee also provides inputs for the Board Credit. This Committee reviews and approves credit facilities to individual obligors not exceeding an aggregate sum to be determined by the Board from time to time. The Management Credit Committee is responsible for reviewing and approving all credits that are above the approval limit of the Managing Director as determined by the Board. The Committee reviews the entire credit portfolio of the Company and conducts periodic assessment of the quality of risk assets in the Company. It also ensures that adequate monitoring of credits is carried out. The Committee meets weekly depending on the number of credit applications to be considered.

The secretary of the Committee is the Head of the Credit Control Department of the Company.

20. Compliance with code of corporate governance (Continued)

20.9 Board Supervised Management Committee (Cont'd)

ii. Executive Management Committee

The Committee is comprised of Senior Management staff and Heads of Department. The Committee holds its meetings every Friday to deliberate on daily management operations, business reviews, targets and sundry issues. Members of the Committee are:

The Managing Director	-	Chairman
General Manager	-	Member
Finance Director	-	Member
Financial Controller	-	Member
Head, Retail Business	-	Member
Deputy Head, Retail	-	Member
Head of Business, Aviation	-	Member
Head Internal Audit	-	Member
Head, Central Operations Unit	-	Member
Head of Business / Installation	-	Member
Head, Imports	-	Member
Head, Supply and Distribution	-	Member
Head, Lubricants Business	-	Member
Corporate Affairs Manager	-	Member
IT Manager	-	Member
Head, Credit Control	-	Member
Treasurer	-	Member
Company Secretary/Legal Adviser	-	Member
Head, Human Resources	-	Member

iii. Tender Committee

The Committee holds its meetings every Tuesday and Thursday to conduct negotiation to determine the most technically and commercially competitive bids/vendor. The Committee thereafter makes recommendation to the Management or the Board as the case may be. The members of the Committee are as follows:

Finance Director	-	Chairman
Head, Internal Audit	-	Member
Head, Apapa Installation	-	Member
Procurement Manager	-	Member
Head of User Department concerned	-	Member

iv. Import Committee

The Committee is responsible for the procurement of petroleum products and to ensure that petroleum products are available to the Company timely and at the best possible price. The Committee meets as the need arises on every transaction. The Committee thereafter makes recommendation to the Management or the Board as the case may be for approval. Members of the Committee are as follows:

Managing Director	-	Chairman
Finance Director	-	Member
Head, Imports	-	Member
Head, Central Operations Unit	-	Member

v. Process & Expenditure Committee

The Committee sits to consider all processes and identify areas of bottlenecks that may impede smooth and speedy resolution of issues with a view to having better control in running of the Company. The Committee also scrutinizes all proposed expenditure of the Company to determine that the expenditures are reasonable and fair. The Committee meets every week. The members of the Committee are as follows:

Managing Director	-	Chairman
Financial Controller	-	Member
Head, Internal Audit	-	Member

20. Compliance with code of corporate governance (Continued)

20.10 Relations with shareholders

The Company is conscious of and promotes shareholders' rights. It continues to take necessary steps to improve on same. In its interaction with its shareholders, the Company lays emphasis on effective communication. Through its reports and the Annual General Meeting, the Board renders stewardship to the Company's shareholders. Besides these formal relations, the Board has in place other avenues for interaction with shareholders such as other less formal meetings and contacts.

The benefits from contributions, advice and wisdom from the shareholder members of the statutory Audit Committee remain invaluable. The inclusion of the representatives of the shareholders in the Audit Committee and also on the Board ensures that the shareholders are kept abreast of developments in the Company.

20.11 Shareholders

The General Meeting of the Company is the highest decision-making body of the Company. The Company's General Meetings are conducted in a transparent and fair manner. Shareholders have the opportunity to express their opinions on the Company financial results and other issues affecting the Company. The Annual General Meeting is attended by representatives of regulators such as the Securities and Exchange Commission, the Nigerian Exchange Group, the Corporate Affairs Commission as well as representatives of Shareholders' Associations. The Company has a Relations Unit, which deals directly with enquiries from shareholders and ensures that Shareholders' views are escalated to Management and the Board. In addition, quarterly, half-yearly and annual financial results are published in national newspapers.

20.12 Management, Protection of Shareholders' Rights

The Board ensures the protection of the statutory and general rights of shareholders at all times, particularly their right to vote at general meetings. All shareholders are treated equally, regardless of volume of shareholding or social status.

20.13 The Company Secretary

The Company Secretary provides a point of reference and support for all Directors. The Company Secretary also consults regularly with Directors to ensure that they receive required information promptly. The Board may obtain information from external sources, such as consultants and other advisers, if there is a need for outside expertise, via the Company Secretary or directly. The Company Secretary is also responsible for assisting the Board and Management in the implementation of the Nigerian Code of Corporate Governance, coordinating the orientation and training of new Directors and the continuous education of Non-Executive Directors; assisting the Chairman and Managing Director to formulate an annual Board Plan and with the administration of other strategic issues at the Board level; organizing Board meetings and ensuring that the minutes of Board meetings clearly and properly capture Board discussions and decisions.

20.14 Insider Trading and Price Sensitive Information

The Company has in place a policy regarding trading in its shares by its Directors and employees on the terms and conditions similar to the standards set out by the Nigerian Exchange Group. Directors, insiders and their related persons in possession of confidential price sensitive information ("insider information") are prohibited from dealing with the securities of the Company where such would amount to insider trading. Directors, insiders and related parties are prohibited from disposing, selling, buying or transferring their shares in the Company for a "lock up" period commencing from the date of receipt of such insider information until such a period when the information is released to the public or any other period as defined by the Company from time to time. In addition to the above, the Company makes necessary disclosure as required under Rule 111 of the Securities and Exchange Commission ("SEC") Rules and Regulations which stipulates that Directors and top Management employees and other insiders of public companies shall notify the SEC of any sale or purchase of shares in the company, not later than forty-eight (48) hours after such activity. The Directors of the Company comply strictly with the laid down procedure and policy regarding trading in the Company's shares.

20.15 Corporate Social Responsibilities

Interaction with the society

The Company in its activities pays due attention to ethical values, complies with legal requirements and takes into consideration the various stakeholders comprising not just its members but also the general populace and communities where it carries on business. The Company ensures maximum care for the environment where it operates by maintaining the highest environmental standards. Being an employer, supplier and consumer, Conoil Plc contributes to the economic growth in various ways.

It is expected that new CSR initiatives under consideration and development will mature enough by the next reporting cycle for intimation to the public.

20.16 Internal Financial Controls

The Company has in place procedures and structures for an effective control environment that promotes the orderly and efficient conduct of the Company's business. These include the safeguarding of the Company's assets and the maintenance of proper accounting records and financial information among others.

The Audit Committee also plays a vital role in ensuring a sound system of internal control.

20.17 Conoil Plc and the Law

Conoil Plc ensures compliance with the laws and regulations guiding its operations in Nigeria. The Company has in place the following Policies which are available on the website of the Company www.conoilplc.com :

i. Securities Trading Policy
ii. Complaint management policy
iii. Code of Conduct and Business Ethics
iv. Anti-Bribery and Corruption Policy
v. Anti-Money Laundering and Combating Terrorism Financing Policy
vi. Market Conduct Policy
vii. Complaints Management Policy Framework

21 Regulatory Compliance

The Company complied with all relevant laws and regulations within the year ended 31 December, 2025.

22. Auditors

The Company's Auditors, Messrs. G. E. Osagie & Co. have indicated their willingness to continue as the Auditors of the Company.

By order of the Board

Bolaji Owolabi
Acting Company Secretary/Legal Adviser
FRC/2026/PRO/NBA/002/908866

5th June, 2026

Conoil Plc
Bull Plaza
38/39, Marina
Lagos

In conformity with the provisions of Section 377 of the Companies and Allied Matters Act 2020, the Directors are responsible for the preparation of the financial statements which give a true and fair view in accordance with International Financial Reporting Standards (IFRSs) and in the manner required by the Companies and Allied Matters Act, 2020. In doing so, they ensure that:

In preparing the financial statements, the Directors are responsible for:

- Proper accounting records are maintained;
- Applicable accounting standards are complied with;
- Suitable accounting policies are adopted and consistently applied;
- Judgments and estimates made are reasonable and prudent;
- The going concern basis is used, unless it is inappropriate to presume that the Company will continue in business; and
- Internal control procedures are instituted which, as far as is reasonably possible, safeguards the assets and also prevents and detects fraud and other irregularities.

Going Concern

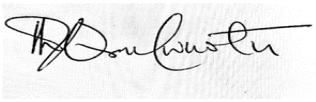
The Directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe the Company will not remain a going concern in the year ahead.

The financial statements of the Company for the period ended 31 December, 2025 were approved by the Directors on 5th June 2026

On behalf of the Directors of the Company

Mr. Salam Ismail Ajani
Finance Director
FRC/2018/ICAN/00000018798

Dr. M. Ebietsuwa Omatsola
Director
FRC/2013/COMEG/00000003735



Mr. Ike Oraekwuotu
Chief Executive Officer
FRC/2016/NIM/00000015427

CERTIFICATION IN PURSUANT TO S. 60(2) OF THE INVESTMENT & SECURITIES ACT NO. 29 OF 2007

We, the undersigned, hereby certify the following with regards to the Financial Statements for the period ended 31 December, 2025 that:

a. We have reviewed the reports;

b. To the best of our knowledge, the report does not contain:
   i. Any untrue statement of a material fact, or
   ii. Omit to state a material fact, which would make the statements misleading in the light of the circumstance under which such statement was made.

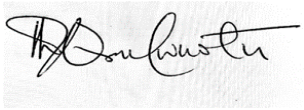
c. To the best of our knowledge, the financial statements and other financial information included in the report fairly present in all material respects the financial condition and results of operations of the Company as of, and for the periods presented in the reports.

d. We:
   i. Are responsible for establishing and maintaining internal controls;
   ii. Have designed such internal controls to ensure that material information relating to the company and its consolidated subsidiary is made known to such officers by others within those entities particularly during the period in which the periodic reports are being prepared;
   iii. Have presented in the report our conclusions about the effectiveness of our internal controls based on our evaluation as of that date.
   iv. Have presented in the report our conclusions about the effectiveness of our internal controls based on our evaluation as of that date.

e. We have disclosed to the Auditors of the Company and Audit Committee:
   i. All significant deficiencies in the design or operation of internal controls which would adversely affect the company's ability to record, process, summarize and report financial data and have identified for the company's Auditors any material weakness in internal controls; and
   ii. Any fraud, whether or not material, that involves management or other employees who have significant role in the Company's internal controls.

f. We have identified in the report whether or not there were significant changes in internal controls or other factors that could significantly affect internal controls subsequent to the date of our evaluation, including any corrective actions with regard to significant deficiencies and material weakness.

Mr. Salam Ismail Ajani
Finance Director
FRC/2018/ICAN/00000018798



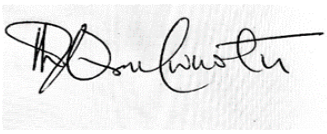
Mr. Ike Oraekwuotu
Chief Executive Officer
FRC/2016/NIM/00000015427

CERTIFICATION IN COMPLIANCE WITH RULE 17.15 DISCLOSURE OF DEALINGS IN ISSUER'S SHARES

In compliance with Rule 17.15 Disclosure of Dealings in Issuers' Shares, Rulebook of the Exchange 2015 (Issuers Rule) Conoil Plc maintains effective Security Trading Policy which guides Directors, Audit Committee members, employees and all individuals categorized as insiders as to their dealing in the Company's shares.

The Policy is regularly reviewed and updated by the Board. The Company has made specific inquiries of all the directors and other insiders and is not aware of any infringement.

Mr. Salam Ismail Ajani
Finance Director
FRC/2018/ICAN/00000018798



Mr. Ike Oraekwuotu
Chief Executive Officer
FRC/2016/NIM/00000015427

SHAREHOLDING STRUCTURE/FREE FLOAT STATUS

Description	31-Dec-25		31-Dec-24	
	Unit	Percentage	Unit	Percentage
Issued Share Capital	693,952,117.00	100	693,952,117.00	100
Substantial Shareholdings (5% and above)				
Conpetro Limited	516,298,603.00	74.40	516,298,603.00	74.40
Total Substantial Shareholdings	516,298,603.00	74.40	516,298,603.00	74.40
Directors Shareholdings (Direct & Indirect), Excluding Directors with				
Dr. M. E. Omatsola	541.00	0.000001	541	0.000001
Engr. Babatunde Okuyemi	8,500.00	0.000012	8,500	0.000012
Mr. Joshua Ariyo	25,365.00	0.000037	25,365	0.000037
Mr. Ademola Idowu	15,125.00	0.000022	15,125	0.000022
Total Directors Shareholding	49,531.00	0.000071	49,531	0.000071
Other Influential Shareholdings	Nil	Nil	Nil	Nil
Total Other Influential Shareholdings	**Nil**	**Nil**	**Nil**	**Nil**
Free Float in Units and Percentage	**177,603,983.00**	**25.59%**	**177,603,983.00**	**25.59%**

DECLARATION:

Conoil Plc with a free float percentage of 25.59% as at 31 December 2025, is compliant with The Exchange's Free Float requirements for the companies listed on the Main Board.

Pursuant to Chapter 1.5 of FRCN Guidance on Management Report on Internal Control over Financial Reporting, we hereby report on the effectiveness of Conoil Plc's internal control system as follows:

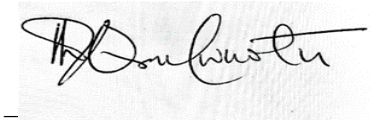
a. The management of Conoil Plc is responsible for establishing and maintaining adequate internal control over financial reporting (ICFR) that provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordances with FIRS;

b. The management of Conoil Plc used the Committee of Sponsoring Organization of the Treadway Commission (COSO) Internal Control – Integrated Framework to conduct the required evaluation of the effectiveness of the entity's ICFR;

c. The management of Conoil Plc has assessed its ICFR as at 31 December 2025 as effectiveness and there are no material weaknesses; and

d. The external auditors of Conoil Plc, Messrs G. E. Osagie & Co., have issued an attestation report on management's assessment of ICFR. The attestation report issued by Messrs G. E. Osagie & Co. will be filed as part of Conoil Plc's annual report

Mr. Salam Ismail Ajani
Finance Director
FRC/2018/ICAN/00000018798



Mr. Ike Oraekwuotu
Chief Executive Officer
FRC/2016/NIM/00000015427

CERTIFICATION OF MANAGEMENT ASSESSMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In compliance with the requirements for the internal controls over financial reporting aspect of the provisions of section 7 (1 and 2) of the FRCN act of 2023, and chapter 1.1 of SEC Guidance of the Implementation of Sections 60 to 63 of the Investments and Securities Act of 2007, we certify that:

a) We have reviewed this management assessment of internal control over financial reporting of Conoil Plc;

b) Based on my knowledge, the Audited Financial Statements does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

c) Based on my knowledge, the Audited Financial Statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the entity as of, and for the year ended 31 December 2025;

d) The entity's other certifying officer and I:

1). are responsible for establishing and maintaining material controls;

2). have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the entity, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS;

4) have evaluated the effectiveness of the entity's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness o1 the internal controls and procedures, as of and for the year ended 31 December 2025, based on such evaluation.

e) The entity's other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the entity's auditors and the audit committee of the entity's board of directors (or persons performing the equivalent functions):

1) All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the entity's ability to record, process, summarize and report financial information; and

2) Any fraud, whether or not material, that involves management or other employees who have a significant role in the entity's internal control system.

f) The entity's other certifying officer and I have identified, in the report whether or not there were no significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of our evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

Mr. Salam Ismail Ajani
Finance Director
FRC/2018/ICAN/00000018798

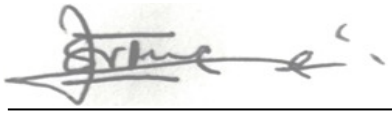
Mr. Ike Oraekwuotu
Chief Executive Officer
FRC/2016/NIM/00000015427

In compliance with the provisions of Section 407 of the Companies and Allied Matters Act 2020, we confirm that we have:

1. Reviewed the scope and planning of the audit requirements
2. Reviewed the external auditors' Management Letter for the year ended 31 December 2025 as well as the Management's response thereon; and
3. Ascertained that the accounting and reporting policies of the Company for the year ended 31 December 2025 are in accordance with legal requirements and agreed ethical practices.

In our opinion, the scope and planning of the audit for the year ended 31 December 2025 were adequate and Management's responses to the External Auditors' findings were satisfactory.

In addition, the scope, planning and reporting of these Financial Statements were in compliance with the requirement of the Financial Reporting Standards as adopted by the Company.



Mr. Adetunji Ajani Babajide
Chairman
FRC/2014/PRO/ICAN/004/00000010550

4th June, 2026

Members of the Audit Committee

Mr. Adetunji Ajani Babajide
Mr. Adejuwon Ademola Timothy
Prince Udoh Idongesit Ebong
Mr. Ademola Idowu
Mr. Joshua Ariyo

G. E. OSAGIE & Co
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF CONOIL PLC
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion
We have audited the accompanying financial statements of **Conoil Plc,** which comprise the statement of financial position as at 31 December 2025, the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, summary of significant accounting policies and other explanatory information as set out on pages 36 to 73.

In our opinion, the financial statements present fairly, in all material respects, the financial position of **Conoil Plc** as at 31 December 2025 and the financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards, the Companies and Allied Matters Act 2020 and the Financial Reporting Council of Nigeria (Amended) Act 2023.

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Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the requirements of the Institute of Chartered Accountants of Nigeria Professional Code of Conduct and Guide for Accountants (ICAN Code) and other independence requirements applicable to performing audits of financial statements in Nigeria. We have fulfilled our other ethical responsibilities in accordance with the ICAN Code and in accordance with other ethical requirements applicable to performing audits in Nigeria. The ICAN Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters
Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

Revenue recognition	
Section 33 and note 3 to the financial statements.	
Key audit matter	**How our audit addressed the matter**
Revenue is a significant measure of the performance of the company. The company adopted IFRS 15 – Revenue from Contract with customers this year under review. There is a risk of wrong application of the standard.	• Our audit procedures include testing of design, existence and operating effectiveness of internal control procedures implemented as well as test of details to ensure revenue recognition in accordance with IFRS 15. • We obtained and reviewed sales documents to ensure revenue was recognized in line with IFRS 15. Reviewed the revenue recognition based on performance obligation. i.e. when the control over products were transferred to the customer. We were conscious that the timing of control is dependent on whether the customer collects the products by himself or if the company delivers the products for them using third-party transporters and ensured that the former only recognized revenue when the customer picks up the products from the Company's depots and the later, when delivery has been made. Hence, we ensured that revenue was recognized at a point in time.

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	• We performed cut-off tests to ensure that revenue was recognized in the correct accounting period to ensure that there were no under/over statements of revenue. • We performed substantive analytical procedures and investigated differences in analysis of the threshold.
Inventory	
See note 3.12 and note 20 to the financial statements.	
Key audit matter	**How our audit addressed the matter**
Inventory valuation has a significant impact on cost of sales and measurement of the Company's performance. The company adopts IAS 2 – Inventories. There is a risk of wrong valuation at financial year-end.	• We obtained and reviewed product supplies received and those released for sales in the year for both quantity and value monitored through the use of central operating unit approval slips. • We obtained and reviewed the inventory count report at year-end and compared same to opening balances and inventory movement in the year for necessary reconciliation, subject to established threshold for product contraction. • We obtained, reviewed and ensured that the inventory valuation at year-end was consistent with the Company's policy and in harmony with the industry standard.
Related party	
See note 3.18 and note 32 to the financial statements	
Key audit matter	**How our audit addressed the matter**
A related-party transaction is a transaction between related parties whether or not a price is charged. The Company is involved in some transactions with its related parties during the period, involving balances that Directors take the obligation for the business expenses, properties and funds received from related companies and payments made on their behalf during the period.	• We obtained and reviewed related party transactions to ensure all transactions with related parties were properly recorded and disclosed. • We circularized inter-group companies with substantial balances. • We obtained invoices and noted the billing was done at arm's length terms. • We ensured proper cut-off of related parties' transactions.

Other information

The Directors are responsible for the other information. The other information comprises the Directors' Report which we obtained prior to the date of this auditor's report. The other information does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, if we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Comparative balances
The financial statements for the preceding year was audited by the former auditors, Nexia Agbo Abel & Co. We reviewed transactions for the preceding year mainly for the purpose of 'opening balances review for year 2024' in accordance with IAS 701 on "comparative information - corresponding figures and comparative financial statements". Therefore, the comparative figures in these financial statements are not covered by our audit opinion.

Responsibilities of management and those charged with governance for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Companies and Allied Matters Act 2020, the Financial Reporting Council of Nigeria (Amended) Act 2023, the International Financial Reporting Standards and for such internal control as the directors determine is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud and 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 financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements 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 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 internal control.
- Conclude on the appropriateness of the directors' use of going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists relating to events or conditions that may cast significant doubt on the 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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Board of 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 those charged with governance 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, related safeguards

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies and Allied Matters Act, 2020 we expressly state that:

i) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
ii) The Company has kept proper books of account, so far as appears from our examination of those books; and
iii) The statements of financial position and comprehensive income are in agreement with the books of account and returns.

In accordance with the requirements of the Financial Reporting Council of Nigeria (FRC) Guidance on Assurance Engagement Report on Internal Control over Financial Reporting:

We performed a limited assurance engagement and reported on management's assessment of the Company's internal control over financial reporting as of December 31, 2025. The work performed was done in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, and we have issued an unmodified opinion in our report dated 29 May 2026.

Godwin Osagie, FCA - FRC/2013/ICAN/00000003267
For: **G. E. Osagie & Co (Chartered Accountants)**
Abuja, Nigeria
9th June 2026

G. E. OSAGIE & Co
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS REPORT
TO THE SHAREHOLDERS OF CONOIL PLC
REPORT ON AN ASSURANCE ENGAGEMENT PERFORMED BY AN INDEPENDENT PRACTITIONER ON MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROLS OVER FINANCIAL REPORTING

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What we have performed
We have performed an assurance engagement on **Conoil Plc** Internal Controls over Financial Reporting as of 31 December 2025, based on FRC Guidance on Assurance Engagement Report on Internal Controls over Financial Reporting ("The Guidance") issued by the Financial Reporting Council of Nigeria and International Standards of Assurance Engagements other than Audits or Reviews of Historical Financial Information (ISAE 300 - Revised). The company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of Internal Controls over Financial Reporting, included in the accompanying Management's Annual Assessment of, and Report on the Entity's Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's Internal Controls over Financial Reporting based on our assurance engagement.

Opinion
In our opinion, nothing has come to our attention that the internal controls procedures over financial reporting put in place by management of **Conoil Plc** are not adequate as of 31 December 2025, based on the SEC Guidance on Implementation of Sections 60 – 63 of the investments and Securities Act 2007 issued by the Securities and Exchange Commission, and FRC Guidance on Management Report on Internal Controls over Financial Reporting issued by Financial Reporting Council of Nigeria.

Basis for opinion
We conducted our assurance engagement in accordance with the Guidance, which requires that we plan and perform the assurance engagement and provide a limited assurance report on the entity's Internal Control over Financial Reporting based on our assurance engagement. As prescribed in the Guidance, the procedures we performed included obtaining an understanding of internal controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. Our engagement also included performing such other procedures as we considered necessary in the circumstances. We believe the procedures performed provide a basis for our report on the internal control put in place by management over financial reporting.

Definition and Limitations of Internal Controls over Financial Reporting
A company's Internal Controls over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. A Company's Internal Control over Financial Reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with International Financial Reporting Standards, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or dispositions of the company's assets that could have a material effect on the financial statements.

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company are being made only in accordance with authorizations of management and directors of the company, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or dispositions of the company's assets that could have a material effect on the financial statements.
Because of its inherent limitations, Internal Controls over Financial Reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other matter
We have also audited, in accordance with the International Standards on Auditing, the financial statements of **Conoil Plc**, and our report dated 29 May 2026 expressed an unqualified opinion.

Godwin Osagie, FCA
FRC/2013/PRO/ICAN/004/00000003267
For: **G. E. Osagie & Co (Chartered Accountants)**
Abuja, Nigeria
29 May 2026

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2025

	Note	Jan-Dec 2025 N'000	Jan-Dec 2024 N'000
Revenue	5	301,720,553	323,127,667
Cost of sales	6	(279,042,837)	(296,773,205)
Gross profit		**22,677,716**	**26,354,462**
Other operating income	7	140,005	35,977
Other gains or losses	8	(622)	60,618
Distribution expenses	9	(4,046,468)	(6,892,458)
Administrative expenses	10	(5,316,115)	(4,600,815)
Finance cost	11	(10,776,847)	(3,953,746)
Profit before tax	12	**2,677,670**	**11,004,039**
Income tax expense	13	(499,172)	(2,230,505)
Profit/(Loss) for the period		**2,178,498**	**8,773,534**
Other comprehensive income for the period net taxes		-	-
Total comprehensive income		**2,178,498**	**8,773,534**
Earnings per share			
Basic earnings per share (kobo)	14	314	1,264
Diluted earnings per share (kobo)	14	314	1,264

The notes on pages 36 to 73 form part of these financial statements.

Conoil

STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2025

Assets	Note	December 2025 N'000	December 2024 N'000
Non-current assets			
Property, plant and equipment	15	10,813,975	3,973,401
Intangible assets	16	10	10
Investment property	17	10	10
Other financial assets	18	10	10
Prepayments	19	134,581	123,563
Deferred tax assets	13	2,380,282	2,380,282
Total non-current assets		**13,328,868**	**6,477,276**
Current assets			
Inventories	20	22,394,040	29,254,935
Trade and other receivables	21	90,594,908	71,898,060
Prepayments	19	137,110	56,978
Cash and bank balances	22	12,911,907	7,264,201
Total current assets		**126,037,965**	**108,474,174**
Total assets		**139,366,833**	**114,951,450**
Equity and liabilities			
Equity			
Share capital	23	346,976	346,976
Share premium	23	3,824,769	3,824,769
Retained earnings	24	35,068,195	35,318,531
Total equity		**39,239,940**	**39,490,276**
Non - Current liabilities			
Distributors' deposits	27	488,099	492,099
Deferred tax liabilities	13	533,406	533,406
Decommissioning liability	28	126,276	116,960
Total non-current liabilities		**1,147,781**	**1,142,465**
Current liabilities			
Borrowings	25	54,903,882	28,675,018
Trade and other payables	26	40,857,478	40,574,465
Current tax payable	13	3,217,752	5,069,226
Total current liabilities		**98,979,112**	**74,318,709**
Total liabilities		**100,126,893**	**75,461,174**
Total equity and liabilities		**139,366,833**	**114,951,450**

These financial statements were approved by the Board of Directors on 5 June, 2026 and signed on its behalf by:

Mr. Salam Ismail Ajani	**Dr. M. Ebietsuwa Omatsola**	**Mr. Ike Oraekwuotu**
Finance Director	Director	Chief Executive Officer
FRC/2018/ICAN/00000018798	FRC/2013/COMEG/00000003735	FRC/2016/NIM/00000015427

The notes on pages 36 to 73 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
AS AT DECEMBER 31, 2025

	Share capital N'000	Share premium N'000	Retained earnings N'000	Total equity N'000
Balance at 1 January 2024	**346,976**	**3,824,769**	**28,973,828**	**33,145,573**
Profit for the year	-	-	8,773,534	8,773,534
Other comprehensive income (net of tax)	-	-	-	-
Total comprehensive income	-	-	**8,773,534**	**8,773,534**
Dividends to shareholders	-	-	(2,428,832)	(2,428,832)
Balance at 31 December 2024	346,976	3824769	35,318,530	39,490,275
Balance at 1 January 2025	**346,976**	**3,824,769**	**35,318,530**	**39,490,275**
Profit for the year	-	-	2,178,498	2,178,498
Prior year adjustments	-	-	-	-
Other comprehensive income (net of tax)	-	-	-	-
Total comprehensive income	-	-	**2,178,498**	**2,178,498**
Dividends to shareholders	-	-	(2,428,832)	(2,428,832)
Balance at 31 December 2025	**346,976**	**3,824,769**	**35,068,195**	**39,239,940**

The notes on pages 36 to 73 form part of these financial statements.

Conoil

STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2025

	Note	December 2025 N'000	December 2024 N'000
Profit before tax		2,677,670	11,004,039
Adjustments to reconcile profit before tax to net cash provided:			
Interest from bank deposits	7	(1,394)	(9,882)
Interest on bank overdraft	11	10,776,847	3,945,834
Accretion expense	11	-	7,912
Depreciation of property, plant and equipment	15	805,920	743,778
Amortisation of intangible assets	16	-	-
Depreciation of investment property	17	-	-
Withholding tax credit	13	-	-
Changes in working capital:			
(Increase)/decrease in inventories		6,860,895	(12,715,172)
(Increase)/decrease in trade and other receivables		(18,787,999)	(6,242,761)
(Decrease) in trade and other payables		653,810	14,247,466
(Increase) in distributors' deposits		(4,000)	6,000
Cash generated/(used) in operations		2,981,749	10,987,215
Tax paid		(2,350,647)	(1,793,054)
Value added tax paid		(361,481)	(398,011)
Net cash generated/(used) in operating activities		**269,621**	**8,796,150**
Cashflows from investing activities			
Purchase of property, plant and equipment	15	(7,646,493)	(3,155,106)
Purchase of intangible assets	16	-	-
Interest received	7	1,394	9,882
Net cash used in investing activities		**(7,645,099)**	**(3,145,224)**
Cashflows from financing activities			
Interest paid	11	(10,776,847)	(3,953,746)
Dividends paid	24	(2,428,832)	(2,428,832)
Net cash used in financing activities		**(13,205,679)**	**(6,382,578)**
Net (decrease)/increase in cash and cash equivalents		**(20,581,158)**	**(731,652)**
Cash and cash equivalents at 1 January		(21,410,817)	(20,679,165)
Cash and cash equivalents at 31 December	22	**(41,991,975)**	**(21,410,817)**

Net negative cash and cash equivalent position arose basically as a result of the need to invest more in inventory stock and drive sales through credit sales during the year.

The notes on pages 36 to 73 form part of these financial statements.

1. The Company

Conoil Plc ("The Company") was incorporated in 1960. The Company's authorised share capital is 700,000,000 ordinary shares of 50k each.

The Company was established to engage in the marketing of refined petroleum products and the manufacturing and marketing of lubricants, household and industrial chemicals.

1.1 Composition of Financial Statements

The financial statements are drawn up in Nigerian Naira, the financial currency of Conoil Plc, in accordance with IFRS accounting presentation. The financial statements comprise:

- Statement of profit or loss and other comprehensive income
- Statement of financial position
- Statement of changes in equity
- Statement of cash flows
- Notes to the financial statements

Additional information provided by the management includes:

- Value added statement
- Five-year financial summary

1.2 Financial period

These financial statements cover the financial year from 1 January 2025 to 31 December 2025 with comparative figures for the financial year from 1 January 2024 to 31 December 2024.

2. Adoption of new and revised International Financial Reporting Standards (IFRS) and Interpretations by the International Financial Reporting Interpretations Committee (IFRIC)

2.1 Accounting standards and interpretations issued and effective

The following revisions to accounting standards and pronouncements were issued and effective at the reporting period.

Effective for the financial year commencing 1 January 2025

- Revenue from Contracts with Customers (Amendement to IFRS 15)
- Lease Accounting (Amendment to IFRS 16)
- Borrowing Costs (Amendment to IAS 23)
- Financial Instruments (Amendment to IFRS 9)
- Sustainability Reporting Standards (ESG-related Standards)
- Insurance Contracts (Amendment to IFRS 17)

2.2 Accounting standards and interpretations issued but not yet effective

The following revisions to accounting standards and pronouncements that are applicable to the Company were issued but are not yet effective. Where IFRSs and IFRIC interpretations listed below permit early adoption, the Company has elected not to apply them in the preparation of these financial statements.

The full impact of these IFRSs and IFRIC Interpretations is currently being assessed by the company, but none of these pronouncements are expected to result in any material adjustments to the financial statements.

Effective for the financial year commencing 1 January 2026

- Presentation and disclosure in financial statements (IFRS 18)
- Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)
- Financial Instruments - Lessee Derecognition of Lease Liabilities (IFRS 9)

2.1 Accounting standards and interpretations issued and effective

All standards and interpretations will be adopted at their effective date and their implications on the Company are stated below:

Standard	Nature of change	Required to be implemented for periods beginning on or after
Amendments to IAS 1 – Classification of Liabilities as Current or Non-current Liabilities with Covenants.	Amendments made to IAS 1 Presentation of Financial Statements in 2020 and 2022 clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant). The standard allows a choice between recognising changes in discount rates either in the income statement or directly in other comprehensive income. The choice is likely to reflect how insurers account for their financial assets under IFRS 9. An optional, simplified premium allocation approach is permitted for the liability for the remaining coverage for short duration contracts, which are often written by non-life insurers. Covenants of loan arrangements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with a covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date. The amendments require disclosures if an entity classifies a liability as non-current and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosures include: •the carrying amount of the liability •information about the covenants, and •facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants. The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. Terms of a liability that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instrument can only be ignored for the purpose of classifying the liability as current or non-current if the entity classifies the option as an equity instrument. However, conversion options that are classified as a liability must be considered when determining the current/non-current classification of a convertible note. The amendments must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. Special transitional rules apply if an entity had early adopted the 2020 amendments regarding the classification of liabilities as current or non-current.	1 January 2024
Lack of exchangeability - Amendments to IAS 21	In August 2023, the IASB issued amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users 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. Under the amendments, companies will need to provide new disclosures to help users assess the impact of using an estimated exchange rate on the financial statements. These disclosures might include: • the nature and financial impacts of the currency not being exchangeable; • the spot exchange rate used; • the estimation process; and • risks to the company because the currency is not exchangeable. An entity is not permitted to restate comparative information when applying the amendments, Early adoption is permitted but will need to be disclosed.	1 January 2025

2.1 Accounting standards and interpretations issued and effective (continued)

Standard	Nature of change	Required to be implemented for periods beginning on or after
Supplier finance arrangements (Amendments to IAS 7 and IFRS 7)	The IASB has issued new disclosure requirements about supplier financing arrangements ('SFAs'), after feedback to an IFRS Interpretations Committee agenda decision highlighted that the information required by IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures falls short of meeting user information needs. The objective of the new disclosures is to provide information about SFAs that enables investors to assess the effects on an entity's liabilities, cash flows and the exposure to liquidity risk. The new disclosures include information about the following: The terms and conditions of SFAs. 1. The carrying amounts of financial liabilities that are part of SFAs and the line items in which those liabilities are presented. 2. The carrying amount of the financial liabilities in (b) for which suppliers have already received payment from the finance providers. 3. The range of payment due dates for both the financial liabilities that are part of SFAs, and comparable trade payables that are not part of such arrangements. 4. Non-cash changes in the carrying amounts of financial liabilities in (b). 5. Access to SFA facilities and concentration of liquidity risk with finance providers. The IASB has provided transitional relief by not requiring comparative information in the first year, and also not requiring disclosure of specified opening balances. Further, the required disclosures are only applicable for annual periods during the first year of application. Therefore, the earliest that the new disclosures will have to be provided is in annual financial reports for December 2024 year-ends, unless an entity has a financial year of less than 12 months.	1 January 2024
Amendments to the SASB Standards to enhance their international	The amendments remove and replace jurisdiction-specific references and definitions in the SASB standards, without substantially altering industries, topics or metrics	1 January 2025
Revised IFRS Practice Statement 1 Management Commentary	The revised Practice Statement on Management Commentary will support improvements to Management Commentary and similar reports, including a greater global alignment in the requirements. The revised IFRS Practice Statement 1 'Management Commentary' supersedes IFRS Practice Statement 1' Management Commentary' issued in December 2010.	23 June 2025

2.1 Accounting standards and interpretations issued and effective (continued)

Standard	Nature of change	Required to be implemented for periods beginning on or after
Amendments to IFRS 10 and IAS 28 - Sale or contribution of assets between an investor and its associate or joint venture	The IASB has made limited scope amendments to IFRS 10 Consolidated financial statements and IAS 28 Investments in Associates and Joint Ventures. The amendments clarify the accounting treatment for sales or contribution of assets between an investor and its associates or joint ventures. They confirm that the accounting treatment depends on whether the non-monetary assets sold or contributed to an associate or joint venture constitute a 'business' (as defined in IFRS 3 Business Combinations). Where the non-monetary assets constitute a business, the investor will recognise the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognised by the investor only to the extent of the other investor's investors in the associate or joint venture. The amendments apply prospectively. In December 2015, the IASB decided to defer the application date of this amendment until such time as the IASB has finalised its research project on the equity method. The directors do not anticipate that the application of the amendments will have an impact on the financial statements.	1 January 2024
Amendments to IFRS 16 - Lease Liability in a Sale and Leaseback	In September 2022, the IASB finalised narrow-scope amendments to the requirements for sale and leaseback transactions in IFRS 16 Leases which explain how an entity accounts for a sale and leaseback after the date of the transaction. The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognising any amount of the gain or loss that relates to the right of use that it retains. This could particularly impact sale and leaseback transactions where the lease payments include variable payments that do not depend on an index or a rate. The amendements are not expected to have material effect on the financial statements.	1 January 2024

2.2 Accounting standards and interpretations issued but not yet effective

Standard	Nature of change	Required to be implemented for periods beginning on or after
IFRS 18 - Presentation and disclosure in financial statements.	In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes. Earlier application of IFRS 18 is permitted. The standard and other amendments to it shall be applied retrospectively.	1 January 2027
IFRS 9 Financial Instruments - Lessee Derecognition of Lease Liabilities	Paragraph 2.1 of IFRS 9 has been amended to clarify that, when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply paragraph 3.3.3 and recognise any resulting gain or loss in profit or loss. However, the amendment does not address how a lessee distinguishes between a lease modification as defined in IFRS 16 and an extinguishment of a lease liability in accordance with IFRS 9. Earlier application is permitted. Paragraph 5.1.3 of IFRS 9 has been amended to replace the reference to 'transaction price as defined by IFRS 15 Revenue from Contracts with Customers' with 'the amount determined by applying IFRS 15'. The use of the term 'transaction price' in relation to IFRS 15 was potentially confusing and so it has been removed. The term was also deleted from Appendix A of IFRS 9.	1 January 2026

2.2 Accounting standards and interpretations issued but not yet effective (continued)

Standard		Required to be implemented for periods beginning on or after
IFRS 19 - Subsidiaries without Public Accountability: Disclosures	In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards. Early application of this standard is permitted.	1 January 2027
Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7	In May 2024, the Board issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7), which: • Clarifies that a financial liability is derecognised on the 'settlement date', i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. It also introduces an accounting policy option to derecognise financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met • Clarified how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features • Clarifies the treatment of non-recourse assets and contractually linked instruments • Requires additional disclosures in IFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), .and equity instruments classified at fair value through other comprehensive income.	1 January 2026

3. Material accounting policies

3.1 Statement of compliance

The annual financial statements are prepared in accordance with International Financial Reporting Standards (IFRSs) and the requirements of the Companies and Allied Matters Act (CAMA) and the Financial Reporting Council of Nigeria Act.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the assets. The principal accounting policies adopted are set out below.

3.2 Accounting principles and policies

The financial statements have been prepared in accordance with the Company's accounting policies approved by the Board of Directors of the Company.

3.3 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and sales related taxes (where applicable) as provided in the contract with the customers.

Exchanges of petroleum products within normal trading activities do not generate any income and therefore these flows are shown at their net value in both the statement of profit or loss and other comprehensive income and the statement of financial position.

3.3.1 Sale of goods

Revenue is measured based on the consideration stated in the contract with a customer while it recognises revenue when control over the good or service is transferred to a customer.
The timing of the satisfaction of performance obligation in contract with a customer, including significant payment terms and related revenue policies are met when:

- the good or service is delivered to a customer or its premises in line with the contract term.
- the customer accepts the good or service.
- obtain full control of the good or service delivered.
- at a point in time, invoices are generated and revenue is recognised in the books.

3.3.2 Interest revenue

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3.3.3 Service income

Service income represents income from Entity's property at service stations while rental income represents income from letting of the entities building. Both service income and rental income are credited to the statement of comprehensive income when they are earned.

3.4 Foreign currency translation

The financial statements of the Company are prepared in Nigerian Naira which is its functional currency and presentation currency.
In preparing the financial statements, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. Material accounting policies (Continued)

3.5 Pensions and other post-employment benefits

The Company operates a defined contribution pension plan for its employees and pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years.

In addition, payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

3.6 The Company also operated a gratuity scheme for its qualified employees prior to 2008 which it has discontinued.

The tax expense represents the sum of the tax currently payable and deferred tax.

3.6.1 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the reporting date.

3.6.2 Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised based on tax laws and rates that have been enacted at the reporting date. Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3.7 Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at cost less accumulated depreciation and accumulated impairment losses.

The initial cost of the property plant and equipment comprise of its purchase price or construction cost, any directly attributable cost to bringing the asset into operation, the initial estimate of dismantling obligation (where applicable) and any borrowing cost.

3. Material accounting policies (Continued)

3.7 Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and assets under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting year, with the effect of any changes in estimate accounted for on a prospective basis. The basis for depreciation is as follows:

	Estimated useful life	Rate
Freehold land and buildings	20 - 50 Years	5%
Leasehold land and buildings	20 - 50 Years	Over the period of the lease
Plant and machinery	5 - 10 Years	15%
Motor vehicles	2 - 5 Years	25%
Furniture, fittings and equipment:		
- Office furniture	3 - 12 Years	15%
- Office equipment	5 - 15 Years	15%
- Computer equipment	2 - 10 Years	33.33%
Intangible Assets - Software	5 - 10 Years	10%

Freehold land and Assets under construction are not depreciated.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.8 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets are amortised on a straight-line basis over the following periods:

Software	10 Years	10%

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset is measured as difference between the net disposal proceeds and the carrying amount of the asset are recognised as profit or loss when the asset is derecognised.

3.9 Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes).

The initial cost of the investment property comprise of its purchase price or construction cost, any cost directly attributable to bringing the asset into operation, the initial estimating of dismantling obligation (where applicable) and any borrowing cost.

Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and assets under construction) less their residual values over their useful lives, using the straight-line method.
The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting year, with the effect of any changes in estimate accounted for on a prospective basis. The basis for depreciation is as follows:

Leasehold land and buildings	20 Years	5%

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year in which the property is derecognised.

3. Material accounting policies (Continued)

3.10 Impairment of long lived assets

The recoverable amounts of intangible assets and property, plant and equipment are tested for impairment as soon as any indication of impairment exists. This test is performed at least annually. The recoverable amount is the higher of the fair value (less costs to sell) or its value in use.

Assets are grouped into cash-generating units (or CGUs) and tested. A cash-generating unit is a homogeneous group of assets that generates cash inflows that are largely independent of the cash inflows from other groups of assets. The value in use of a CGU is determined by reference to the discounted expected future cash flows, based upon the management's expectation of future economic and operating conditions. If this value is less than the carrying amount, an impairment loss on property, plant and equipment, or on other intangible assets, is recognised either in "Depreciation, depletion and amortization of property, plant and equipment, or in "Other expense", respectively. Impairment losses recognised in prior years can be reversed up to the original carrying amount, had the impairment loss not been recognised.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount in which case the reversal of the impairment loss is treated as a revaluation increase.

3.11 Non-current assets held for sale

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.
Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

3.12 Inventories

Inventories are valued at lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated selling expenses. Cost is determined on weighted average basis and includes all costs incurred in acquiring the inventories and bringing them to their present location and condition.

3.13 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, current balances with banks and similar institutions and highly liquid short term investments that are convertible into known amounts of cash and are subject to insignificant risks of changes in value. Investments with maturity greater than three months or less than twelve months are shown under current assets.

3.14 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.
The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).
When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3. Material accounting policies (Continued)

3.14 Provisions (Continued)

i. Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

ii. Restructuring

A restructuring provision is recognised when the Company has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

3.15 Financial instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3.15.1 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

a. Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments measured subsequently at amortised cost. Interest income is recognised in profit or loss and is included in the "investment income" line item.

b. Classification of financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis.
Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.
All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt instruments that meet the following conditions are measured subsequently at amortised cost:
• the financial asset is held within a business model whose objective is to hold financial 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.

3. Material accounting policies (Continued)

b. Classification of financial assets (Continued)

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the 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.

By default, all other financial assets are measured subsequently

Trade and other receivables

Trade and other receivables are initially recognised at fair value, and are subsequently classified as loans and receivables and measured at amortised cost using the effective interest rate method. The provision for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due in accordance with the original terms of the credit given and includes an assessment of recoverability based on historical trend analyses and events that exist at reporting date. The amount of the provision is the difference between the carrying value and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition.

Despite the foregoing, the Company may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Company may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and other short term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Bank overdrafts are not offset against positive bank balances unless a legally enforceable right of offset exists, and there is an intention to settle the overdraft and realise the net cash simultaneously, or to settle on a net basis. All short term cash investments are invested with major financial institutions in order to manage credit risk.

c. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. The foreign exchange component forms part of its fair value gain or loss. Therefore, for financial assets that are classified as at FVTPL, the foreign exchange component is recognised in profit or loss.

For foreign currency denominated debt instruments measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the financial assets and are recognised in the 'other gains and losses' line item in the Profit or loss.

d. Impairment of financial assets

Financial assets that are measured at amortised cost are assessed for impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the asset have been affected.

The Company recognises loss allowances for Expected Credit Losses (ECLs) on:

– Financial assets measured at amortised cost;
– Debt investments measured at FVOCI; and
– Contract assets.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

– Debt securities that are determined to have low credit risk at the reporting date; and
– Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

3. Material accounting policies (Continued)

d. Impairment of financial assets (Continued)

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty or
- breach of contract, such as a default or delinquency in interest or principal payments or
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation or
- the disappearance of an active market for that financial asset because of financial difficulties

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

The amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows reflecting the amount of collateral and guarantee, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written-off against the allowance account.

Subsequent recoveries of amounts previously written-off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

e. Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of a financial asset that is classified as fair-value-through-other-comprehensive-income (FVTOCI), the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is reclassified to retained earnings.

3. Material accounting policies (Continued)

3.15 Financial instruments

3.15.2 Financial liabilities and equity

a. Classification as debt or equity

Debt and equity instruments issued by a Company entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

b. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

c. Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'. The Company does not have financial liabilities classified as financial liabilities 'at FVTPL'.

Other financial liabilities
Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.
The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

d. Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the 'other gains and losses' line item (note 8) in the profit or loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period, For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

e. De-recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3.16 Creditors and accruals

Creditors and accruals are the financial obligations due to third parties and are falling due within one year.
The outstanding balances are not interest bearing and are stated at their nominal value.

3.17 Asset retirement obligations

Asset retirement obligations, which result from a legal or constructive obligation, are recognised based on a reasonable estimate in the year in which the obligation arises. The associated asset retirement costs are capitalized as part of the carrying amount of the underlying asset and depreciated over the useful life of this asset. An entity is required to measure changes in the liability for an asset retirement obligation due to the passage of time (accretion) by applying a risk-free discount rate to the amount of the liability. The increase of the provision due to the passage of time is recognised as part of finance cost.

3.18 Related parties

Parties are considered to be related if one party has the ability to control or jointly control the other party or exercise significant influence over the other party in making financial and operating decisions. Key management personnel are also regarded as related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the company, directly or indirectly, including all executive and non-executive directors. Related party transactions are those where a transfer of resources or obligations between related parties occur, regardless of whether or not a price is charged.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

4.1 Critical judgments in applying the accounting policies

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

4.1.1 Revenue recognition

Revenue is measured based on the consideration stated in the contract with a customer. While the Company recognises revenue when it transfers control over the good or service to a customer.

The timing of the satisfaction of performance obligation in contract with a customer, including significant payment terms and related revenue policies are met when:

- the good or service is delivered to a customer or its premises in line with the contract term
- and the customer accepts the good or service
- and obtain full control of the good or service delivered
- at that point in time, invoices are generated and revenue is recognised in the books.

4.1.2 Contingent liabilities

During the evaluation of whether certain liabilities represent contingent liabilities or provisions, management is required to exercise significant judgment. Based on the current status, facts and circumstances, management concluded that the dispute with one of its former suppliers (as disclosed in Note 35) should be classified as a contingent liability rather than a provision.

4.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation 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 discussed below:

4.2.1 Useful lives of property, plant and equipment

The Company reviews the estimated useful lives of property, plant and equipment at the end of each reporting period. During the current year, the useful lives of property, plant and equipment remained constant.

4.2.2 Decommissioning liabilities

Estimates regarding cash flows, discount rate and weighted average expected timing of cashflows were made in arriving at the future liability relating to decommission costs.

4.2.3 Impairment losses on receivables

The Company reviews its receivables to access impairment at least on an annual basis. The Company's credit risk is primarily attributable to its trade receivables. In determining whether impairment losses should be reported in profit or loss, the Company makes judgments as to whether there is any observable data indicating that there is a measureable decrease in the estimated future cash flow. Accordingly, an allowance for impairment is made where there are identified loss events or condition which, based on previous experience, is evident of a reduction in the recoverability of the cash flows.

4.2.4 Allowance for obsolete inventory

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

4. Critical accounting judgements and key sources of estimation uncertainty (Continued)

4.2.5 Valuation of financial liabilities

Financial liabilities have been measured at amortised cost. The effective interest rate used in determining the amortised cost of the individual liability amounts has been estimated using the contractual cash flows on the loans. IAS 39 requires the use of the expected cash flows but also allows for the use of contractual cash flows in instances where the expected cash flows cannot be reliably determined. However, the effective interest rate has been determined to be the rate that effectively discounts all the future contractual cash flows on the loans including processing, management fees and other fees that are incidental to the different loan transactions.

4.2.6 Impairment on non-current assets

Determining whether non-current assets are impaired requires an estimation of the value in use of the cash generating units to which assets have been allocated. The value in use calculation requires the Company to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. The assets were tested for impairment and there was no indication of impairment observed after testing. Therefore, no impairment loss was recognised during the year.

5. Revenue

The following is the analysis of the Company's revenue for the year from continuing operations (excluding investment income).

	December **2025** **N'000**	December **2024** **N'000**
Revenue from sale of petroleum products	301,720,553	323,127,667

5.1 All the sales were made within Nigeria.

6. Segment information

The reportable segments of Conoil Plc are strategic business units that offer different products. The report of each segment is reviewed by management for resource allocation and performance assessment.

Operating segments were identified on the basis of differences in products. The Company has identified three operating and reportable segments: White products, Lubricants and Liquefied Petroleum Gas (LPG). The White products segment is involved in the sale of Premium Motor Spirit (PMS), Aviation Turbine Kerosene (ATK), Dual Purpose Kerosene (DPK), Low-pour Fuel Oil (LPFO) and Automotive Gasoline/grease Oil (AGO). The products under the lubricants segment are Lubricants transport, Lubricants industrial, Greases, Process Oil and Bitumen. Products traded under LPG segment are Liquefied Petroleum Gas - Bulk, Liquefied Petroleum Gas - Packed, cylinders and valves.

6. Segment information (Continued)

The segment results for the period ended 31 December 2025 are as follows:

	White Products		Lubricants		LPG		Total	
	N'000	%	N'000	%	N'000	%	N'000	%
Revenue	291,460,232	97	10,260,321	3	-	-	301,720,553	100
Cost of sales	(270,141,921)	97	(8,900,915)	3	-	-	(279,042,837)	100
Gross profit	**21,318,311**		**1,359,406**		**-**		**22,677,716**	

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

	White Products		Lubricants		LPG		Total	
	N'000	%	N'000	%	N'000	%	N'000	%
Revenue	316,656,312	98	6,471,356	2	-	-	323,127,667	100
Cost of sales	(292,115,925)	98	(4,657,280)	2	-	-	(296,773,205)	100
Gross profit	**24,540,387**		**1,814,076**		**-**		**26,354,462**	

2025 segment cost of sales - Analysis 11,896,895,105

	White Products	Lubricants	LPG	Total
	N'000	N'000	N'000	N'000
Stock at 1 January	23,512,911	5,741,295	729	29,254,936
Purchases	260,285,045	11,896,895	-	272,181,940
Stock at 31 December	(13,656,035)	(8,737,276)	(729)	(22,394,040)
	270,141,921	**8,900,915**	**(0)**	**279,042,836**

2024 segment cost of sales - Analysis

	White Products	Lubricants	LPG	Total
	N'000	N'000	N'000	N'000
Stock at 1 January	12,345,924	4,193,109	729	16,539,763
Purchases	303,282,912	6,205,465	-	309,488,377
Stock at 31 December	(23,512,911)	(5,741,295)	(729)	(29,254,936)
	292,115,925	**4,657,280**	**-**	**296,773,205**

6.1 There is no disclosure of assets per business segment because the assets of the Company are not directly related to a particular business segment.

6.2 There is also no distinguishable component of the Company that is engaged in providing products or services within a particular economic environment and that is subject to risk and returns that are different from those of components operating in other economic environments.

6.3 The stock value in this segment analysis does not include provision for stock loss.

		December	December
7.	**Other operating income**	**2025**	**2024**
	Rental income:	**N'000**	**N'000**
	Rental income	138,611	11,562
	Service income	-	14,533
	Interest income:		
	Interest from bank deposits	1,394	9,882
		140,005	**35,977**
8.	**Other gains or losses**		
	Exchange gain	(622)	60,618
		(622)	**60,618**
9.	**Distribution expenses**		
	Freight costs	3,829,007	6,801,683
	Marketing expenses	217,460	90,775
		4,046,468	**6,892,458**

10. Administration expenses	December 2025 N'000	December 2024 N'000
Staff cost	2,225,619	1,722,759
Depreciation of property, plant and equipment	805,920	743,778
Rent and rates	794,242	598,197
Repairs and maintenance	314,381	323,812
Pension fund - employer's contribution	120,350	106,863
Insurance	307,055	324,889
Security services	89,043	60,972
Throughput others	33,059	106,095
Postages, telephone and telex	64,597	16,396
Own used oil	144,943	148,694
Subscriptions	-	60,269
Travelling	36,959	46,353
Annual General Meeting	99,500	62,868
Staff training and welfare	24,031	39,995
Directors' remuneration	55,500	56,000
Consumables, small tools and equipment	26,740	9,336
Water and electricity	42,569	22,294
Audit fee	48,375	51,375
Health safety and environmental expenses	2,737	17,064
Printing and stationery	63,999	3,145
Bank charges	242	2,696
Vehicle, plant and equipment running	1,228	5,217
Legal and professional charges	3,667	16,270
Medical	428	2,091
Entertainment and hotels	795	43,387
Other expenses	10,136	10,000
	5,316,115	**4,600,815**

11. Finance cost		
Interest on bank overdraft	10,776,847	2,476,094
Accretion expense (Note 28)	-	-
	10,776,847	**2,476,094**

Bank overdrafts are repayable on demand. The average effective interest rate on bank overdrafts approximates 32% (2024: 32%) per annum and are determined based on NIBOR plus lender's mark-up.

	December	December
12. Profit before tax	**2025**	**2024**
This is stated after charging/(crediting) the following:	**N'000**	**N'000**
Depreciation of property, plant and equipment	805,920	743,778
Depreciation of investment property	-	-
Director's emoluments	55,500	56,000
Auditors remuneration	48,375	51,375
Amortisation of intangible asset	-	-
Exchange gain	622	(60,618)
13. Taxation		
13.1 Income tax recognised in profit or loss		
Current tax		
Income tax	387,557	1,551,821
Education tax	104,787	446,761
Adjustments in relation to the current tax of prior years	-	-
Nigerian Police Trust Fund Levy	134	548
Nat. Agency for Science & Engineering Infrastructure Levy	6,694	27,385
Deferred tax		
Deferred tax (credited) in the current year	-	203,989
Total income tax expense recognised in the current year	499,172	2,230,505
At 1 January	5,069,226	4,835,764
Payment during the year	(2,350,647)	(1,793,054)
Withholding tax utilised during the year	-	-
Transfer to deferred tax (Note 13.1)	-	(203,989)
Per statement of financial position	**3,217,752**	**5,069,226**
Balance above is made up of :		
Company income tax	2,640,772	4,175,740
Education tax	546,616	839,184
Capital gains tax	279	279
Police trust fund levy	590	1,059
Nat. Agency for Science & Engineering Infrastructure Levy	29,495	52,963
	3,217,752	**5,069,226**

The charge for taxation in these financial statements is based on the provisions of the Companies Income Tax Act CAP C21 LFN 2004 as amended to date, tertiary education tax charge is based on the Tertiary Education Trust Fund Act, 2011 and Capital Gains Tax Act CAP C1 LFN 2004.

13. Taxation (Continued)

13.2 Deferred tax

Deferred tax assets and liabilities are attributable to the following;	December 2025 N'000	December 2024 N'000
Deferred tax assets	2,380,282	2,380,282
Deferred tax liabilities	(533,406)	(533,406)
Deferred tax assets (net)	1,846,876	1,846,876

14. Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows.

	December 2025 N'000	December 2024 N'000
Earnings		
Earnings for the purposes of basic earnings per share being net profit attributable to equity holders of the Company	2,178,498	8,773,534
Number of shares	**Number**	**Number**
Weighted average number of ordinary shares for the purposes of basic earnings per share	693,952,117	693,952,117
	2025	**2024**
Basic earnings per 50k share	**Kobo per share**	**Kobo per share**
From continuing operations	314	1,264
Diluted earnings per 50k share		
From continuing operations	314	1,264

Earnings per share is calculated by dividing net income by the number of ordinary shares outstanding during the year.

15. Property, plant and equipment	Freehold land	Freehold buildings	Plant & machinery	Furniture & fittings	Motor vehicles	Computer equipment	Work in progress	Total
Cost:	₦	₦ '000	₦ '000	₦ '000	₦ '000	₦ '000	N '000	₦ '000
As at 1 January 2024	147,766	6,986,889	12,667,766	4,395,873	2,351,178	1,086,311	-	27,635,782
Additions	-	1,825,575	497,887	2,802	404,000	-	-	2,730,264
WIP-Depot Distribution Facs	-	-	-	-	-	-	424,842	424,842
At 31 December 2024	147,766	8,812,464	13,165,653	4,398,675	2,755,178	1,086,311	424,842	30,790,889
Additions	91,933	598,007	189,304	1,290		1,505		882,040
WIP-Depot Distribution Facs	-	-	-	-	-	-	7,189,295	7,189,295
Transferred to Fixed Asset	-	-	-	-	-	-	(424,842)	(424,842)
At 31 December 2025	**239,699**	**9,410,471**	**13,354,957**	**4,399,965**	**2,755,178**	**1,087,816**	**7,189,295**	**38,437,382**
Accumulated depreciation and impairment loss:								
As at 1 January 2024	-	6,302,738	12,112,298	4,347,376	2,244,669	1,066,630	-	26,073,710
Charge for the year	-	440,623	158,003	7,695	127,627	9,829	-	743,778
At 31 December 2024	-	6,743,362	12,270,301	4,355,071	2,372,296	1,076,458	-	26,817,488
Charge for the period	-	470,524	194,632	3,079	136,500	1,185	-	805,920
At 31 December 2025	**-**	**7,213,885**	**12,464,933**	**4,358,150**	**2,508,796**	**1,077,643**	**-**	**27,623,408**
Carrying amount:								
At 31 December 2025	**239,699**	**2,196,586**	**890,024**	**41,815**	**246,382**	**10,173**	**7,189,295**	**10,813,975**
At 31 December 2024	**147,766**	**2,069,102**	**895,352**	**43,604**	**382,882**	**9,853**	**424,842**	**3,973,401**

15.1 Impairment assessment

Impairment assessment of assets in the period under review disclosed no material impairment loss on any of the Company's assets.

15.2 Contractual commitment for capital expenditure

There were no capital commitments for the purchase of property, plant and equipment in the period.

15.3 Assets pledged as security

No asset was pledged as security as at 31 December 2025 (2024: nil)

15.4 Work in progress

This refers to capital expenditure incurred on items of property plant and equipment which are however not ready for use and therefore not depreciated during the year.

		December 2025	December 2024
16.	**Intangible assets**		
	Computer software:	**N'000**	**N'000**
	Cost:		
	As at 1 January	133,290	133,290
	Additions during the year	-	-
		133,290	**133,290**
	Accumulated amortisation:		
	As at 1 January	133,281	133,281
	Charge for the year	-	-
		133,281	**133,281**
	Carrying amount	**10**	**10**
17.	**Investment property**		
	Building:		
	Cost:		
	As at 1 January	993,000	993,000
	Additions during the year	-	-
		993,000	**993,000**
	Accumulated depreciation:		
	As at 1 January	992,990	992,990
	Charge for the year	-	-
		992,990	**992,990**
	Carrying amount	**10**	**10**

The Company's investment property is held under freehold interests.

18.	**Other financial assets**		
	Investment in Nigerian Yeast and Alcohol Manufacturing Plc		
	Cost	1,846	1,846
	Impairment	(1,836)	(1,836)
		10	**10**

Nigerian Yeast and Alcohol Manufacturing Company Plc (NIYAMCO) has stopped business operations for several years, hence the Company has impaired its investments.

		2025	2024
19.	**Prepayments**	**N'000**	**N'000**
	Current		
	Prepaid rent and insurance	137,109	56,978
		137,109	**56,978**
	Non-current		
	Prepaid rent	134,581	123,563
		134,581	**123,563**

Prepayments are rents paid in advance to owners of properties occupied by Conoil Plc for the purpose of carrying out business in various locations in Nigeria.

20. Inventories	December 2025 N'000	December 2024 N'000
White products (Note 20.1)	13,656,035	23,512,911
Lubricants	8,737,276	5,741,295
LPG	729	729
	22,394,039	**29,254,935**

20.1 White products include Premium Motor Spirit (PMS), Aviation Turbine Kerosene (ATK), Dual Purpose Kerosene (DPK), Low-pour Fuel Oil (LPFO) and Automotive Gasoline/Grease Oil (AGO).

21. Trade and other receivables	2025 N'000	2024 N'000
Trade debtors	74,943,667	44,104,711
Allowance for bad and doubtful debts	(6,215,381)	(6,215,381)
	68,728,286	37,889,330
Bridging claims receivable (Note 21.3)	4,575,356	4,575,356
Advance from related company (Note 32)	-	354,985
Advance for product supplies	12,725,196	24,511,770
Deposit for litigation claims (Note 35.2)	4,347,126	4,347,126
Withholding tax recoverable (Note 21.4)	-	-
Other debtors (Note 21.1)	218,944	219,493
	90,594,908	**71,898,060**

21.1 Other debtors balance includes :		
Advance deposits	523,047	523,044
Insurance claims receivables	29,641	29,641
Employee Advances	3,200	3,753
Retail outlet statutory fees	-	-
Provision for doubtful advance deposits	(336,944)	(336,944)
	218,944	**219,493**

21.2

Third party trade receivables above are non-interest bearing, and include amounts which are past due at the reporting date but against which the Company has not received settlement. Amounts due from related parties are also unsecured, non-interest bearing, and are repayable upon demand. The Company has a payment cycle of between 30 and 60 days for credit sales. Specific provisions are made for trade debts on occurrence of any situation judged by management to impede full recovery of the trade debt. The Company does not hold any collateral over these balances.

Ageing of trade debtors	2025 N'000	2024 N'000
Current	62,376,370	32,574,497
Less than 90 days	6,320,614	5,214,025
91 - 180 days	22,970	123,559
181 - 360 days	8,332	16,919
Above 360 days	6,215,380	6,175,711
Total	**74,943,667**	**44,104,711**

Based on credit risks and historical payments pattern analysis of customers, the Directors are of the opinion that the unimpaired amounts that are past due by more than 90 days are still collectible in full.

21. Trade and other receivables (Continued)	December 2025 N'000	December 2024 N'000
Ageing of allowance for bad and doubtful debts		
Less than 90 days	-	-
91 - 180 days	-	-
181 - 360 days	-	-
Above 360 days	6,215,381	6,215,381
Total	**6,215,381**	**6,215,381**

The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

Allowance for bad and doubtful debts	2025 N'000	2024 N'000
As at 1 January	6,215,381	6,215,381
Provision for the year	-	-
	6,215,381	**6,215,381**

21.3 Bridging claims receivable

Bridging claims are costs of transporting white products such as Premium Motor Spirit (PMS), Dual Purpose Kerosene (DPK) except Aviation Turbine Kerosene (ATK) and Automotive Gas Oil (AGO) from specific Pipelines and Products Marketing Company depots to approved zones which are claimable from the Federal Government. Bridging claims are handled by the Petroleum Equalization Fund. The bridging claims receivable at the end of the year is stated after deduction of a specific provision for claims considered doubtful of recovery.

21.4 Withholding tax recoverable	2025 N'000	2024 N'000
As at 1 January	-	-
Addition during the year	-	-
Amount utilised during the year	-	-
	-	**-**

22. Cash and cash equivalents	December 2025	December 2024
Cash and bank	12,911,907	7,264,201
Bank overdraft	(54,903,882)	(28,675,018)
Cash and cash equivalents	**(41,991,975)**	**(21,410,817)**

The Company did not have any restricted cash at the reporting date (2024: nil).

23. Share capital	December 2025	December 2024
Authorised	N'000	N'000
700,000,000 ordinary shares of 50k each	350,000	350,000
Issued and fully paid		
693,952,117 ordinary shares of 50k each	346,976	346,976
Share premium account		
	3,824,769	3,824,769

24. Retained earnings	December 2025 N'000	December 2024 N'000
At 1 January	35,318,530	28,973,828
Dividend declared and paid	(2,428,832)	(2,428,832)
Profit for the year	2,178,498	8,773,534
	35,068,195	**35,318,530**

At the Annual General Meeting held on 19 December 2025, the shareholders approved that dividend of 350 kobo per share be paid to shareholders (total value N2.43 billion) for the year ended 31 December 2024. In respect of the current year, the Directors proposed that a dividend of 200 kobo per ordinary share be paid to shareholders. The dividend is subject to approval by shareholders at the Annual General Meeting and deduction of withholding tax at the appropriate rate. Consequently, it has not been included as a liability in these financial statements.

24.1 Dividend	December 2025 N'000	December 2024 N'000
Summary		
As at 1 January	141,429	141,429
Dividend declared	2,428,832	2,428,832
Dividend - Sterling Registrars	-	-
	2,570,261	2,570,261
Payments - Meristem Registrars	(2,428,832)	(2,428,832)
	141,429	**141,429**

24.2 Unclaimed dividends are the amounts payable to Nigerian shareholders in respect of dividends previously declared by the Company which have been outstanding for more than 15 months after the initial payment.

	Year	No. of Shareholders	2025 N
Dividend No. 15	2005	84,678	96,704,118
Dividend No. 16	2006	92,078	129,651,096
Dividend No. 17	2007	101,602	174,174,880
Dividend No. 18	2008	98,854	154,862,088
Dividend No. 19	2009	97,128	58,991,010
Dividend No. 20	2010	105,593	113,697,616
Dividend No. 21	2011	105,700	153,554,098
Dividend No. 22	2012	105,576	175,200,815
Dividend No. 23	2013	94,816	72,061,466
Dividend No. 24	2014	94,205	234,890,381
Dividend No. 25	2015	99,088	60,997,500
Dividend No. 26	2016	102,812	186,888,152
Dividend No. 27	2017	104,730	199,527,677
Dividend No. 28	2018	110,608	139,533,282
Dividend No. 29	2019	110,608	141,644,893
Dividend No. 30	2020	110,473	144,192,541
Dividend No. 31	2021	110,578	105,701,092
Dividend No. 32	2022	110,748	175,714,187
Dividend No. 33	2023	110,705	177,255,119
Dividend No. 34	2024	111,094	245,915,827
Dividend No. 35	2025	111,893	1,903,752,972
			4,844,910,810

Dividend 19-28 have been remitted to Unclaimed Funds Trust Fund in line with SEC Directive

24.3 Dividend per share is based on the issued and fully paid up shares as at 31 December 2025.

		December 2025 N'000	December 2024 N'000
25.	**Borrowings**		
	Unsecured borrowing at amortised cost		
	Bank overdraft	54,903,882	28,675,018

Bank overdrafts are repayable on demand. The average effective interest rate on bank overdrafts approximates 32% (2024: 32%) per annum and is determined based on NIBOR plus lender's mark-up.

There is no security or pledge on the Company's assets with respect to the borrowings.

		December 2025 N'000	December 2024 N'000
26.	**Trade and other payables**		
	Trade creditors - Local	19,821,409	13,813,565
	Bridging contribution (Note 26.2)	929,714	5,058,625
	Trade creditors - Imported	-	32,995
	Due to related parties (Note 32)	-	-
	Value added tax payable	1,287,758	927,803
	Withholding tax payable	618,895	820,842
	PAYE payable	550,702	475,672
	Payables to PPPRA	-	-
	Staff Pension and similar obligations (Note 26.3)	1,608	1,608
	Dividend (Note 24.1)	141,429	141,429
	Other creditors and accruals (Note 26.1)	17,505,963	19,301,926
		40,857,478	**40,574,465**
26.1	**Other creditors and accruals**		
	Sundry creditors (Note 26.4)	9,261,854.03	11,270,395
	Litigation claims	4,553,546	4,481,773
	Rent	2,533,065	2,277,358
	Insurance premium	920,783	1,004,810
	Employees payables	115,408	92,673
	Lube incentives	-	54,505
	Surcharges	72,930	69,037
	Audit fees	48,375	51,375
		17,505,963	**19,301,926**

26.2 Bridging contributions

Bridging contributions are mandatory contributions per litre of all white products lifted to assist the Federal Government defray the Bridging claims.

		December 2025 N'000	December 2024 N'000
26.3	**Staff pension**		
	At 1 January	1,608	1,608
	Contributions during the year	218,646	193,601
	Remittance in the year	(218,646)	(193,601)
		1,608	**1,608**

26.4 Sundry creditors represent other creditors balances of various supplies, contracts, accruals and provisions due but unpaid for as at 31 December 2025.

27. Distributors' deposit	December 2025 N'000	December 2024 N'000
At 1 January	492,099	486,099
New deposits	5,000	8,000
Refunds	(9,000)	(2,000)
	488,099	**492,099**

Distributors' deposit represents amounts collected by the Company from its various dealers and distributors as security deposit against the value of the Company's assets with these dealers.

28. Decommissioning liability

The following table presents the reconciliation of the carrying amount of the obligation associated with the decommissioning of the Company's signages and fuel pumps:

	December 2025 N'000	December 2024 N'000
At 1 January	116,960	109,048
Addition		
Asset decommissioned	-	-
Accretion	9,316	7,912
	126,276	**116,960**

Decommissioning liabilities is accounted for in accordance with IAS 37, Provisions, contingent liabilities and contingent assets and IAS 16, Property, plant and equipment. The associated asset retirement costs are capitalized as part of the carrying cost of the asset. Asset retirement obligations consist of estimated costs for dismantlement and removal of signages and pumps from dealer-owned service stations. An asset retirement obligation and the related asset retirement cost are recorded when an asset is first constructed or purchased.

The asset retirement cost is determined and discounted to present value using commercial lending rate ruling at the reporting period. After the initial recording, the liability is increased for the passage of time, with the increase being reflected as accretion expense in the statement of profit or loss and other comprehensive income.

29. Financial instrument

29.1 Significant accounting policies

Details of the significant accounting policies and methods adopted (including the criteria for recognition, the basis of measurement and the bases for recognition of income and expenses) for each class of financial asset, financial liability and equity instrument are disclosed in the accounting policies in Note 3 to the financial statements.

29.2 Significant accounting policies

	December	December
Financial asset	**2025**	**2024**
	N'000	**N'000**
Cash and bank balance	12,911,907	7,264,201
Loans and receivables	90,375,963	71,678,567
	103,287,870	**78,942,768**
Financial liabilities		
Financial liabilities at amortized cost:		
Trade and other payables	38,398,515	38,350,148
Borrowings	54,903,882	28,675,018
	93,302,397	**67,025,166**

29.3 Fair value of financial instruments

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded in the financial statements approximate their fair values.

30. Financial risk management

Risk management roles and responsibilities are assigned to stake holders in the Company at three levels: The Board, Executive Committee and Line Managers.

The Board oversight is performed by the Board of Directors through the Board Risk and Management Committee.

The second level is performed by the Executive Management Committee (EXCOM).
The third level is performed by all line managers under EXCOM and their direct reports. They are required to comply with all risk policies and procedures and to manage risk exposures that arise from daily operations.

The Internal Audit Department provides an independent assurance of the risk frame work. They assess compliance with established controls and recommendations for improvement in processes are escalated to relevant management, Audit Committee and Board of Directors.

30.1 Financial risk management objectives

The Company manages financial risk relating to its operations through internal risk reports which analyses exposure by degree and magnitude of risk. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

30.2 Interest rate risk management

The Company is exposed to interest rate risk because the Company borrows funds at both fixed and floating interest rates (overdraft). The risk is managed by the Company by maintaining an appropriate mix between short and long term borrowings. The risk is managed by the Company by constantly negotiating with the banks to ensure that interest are consistent with the monetary policy rates as defined by the Central Bank of Nigeria.

Interest rate risk

Sensitivity Analysis

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

		Average rate	December 2025	December 2024
Variable rate instruments:			N'000	N'000
Financial assets		-	-	-
Bank overdrafts	32.00%	(2024:32%)	54,903,882	28,675,018
			54,903,882	**28,675,018**

Sensitivity Analysis of variable rate instruments

A change of 200 basis points (2%) in interest rates at the reporting date would have increased/(decreased) equity and profit and loss after tax by the amounts shown below:

	Interest charged		Effect of Increase/ Decrease in Exchange Rate
31 December 2025	10,776,847	+/-2	1,055,685
31 December 2024	3,945,834	+/-2	386,528

30. Financial risk management (Continued)

30.3 Foreign currency risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilizing forward foreign exchange contracts.

The carrying amounts of the Company's foreign denominated monetary assets and monetary liabilities as at 31 December 2025 are as follows:

	December 2025	December 2024
Assets		
	N'000	**N'000**
Cash and bank balance	**1,244,244**	371,072
	1,244,244	**371,072**
Liabilities		
Financial liabilities at amortized cost:		
Trade and other payables	-	32,995
	-	**32,995**

A movement in the exchange rate either positively or negatively by 200 basis points is illustrated below. Such movement would have increased/(decreased) the cash and bank balance by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables in particular interest rates remain constant.

Effect in thousands of Naira
31 December 2025

	Foreign Currency	Naira Balance	Exchange Rate	Effect of Increase/ Decrease in Exchange Rate
	US$'000	**N'000**		**N'000**
USD	900	1,244,244	1,381.93	24,885

Effect in thousands of Naira
31 December 2024

	Foreign Currency	Naira Balance	Exchange Rate	Effect of Increase/ Decrease in Exchange Rate
	US$'000	**N'000**		**N'000**
USD	242	371,072	1,535.82	7,421

The weakening of the naira against the above currencies at 30 June would have had an equal but opposite effect on the above currencies to the amount shown above where other variables remain constant.

30.4 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company uses publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, credit guarantee insurance cover is purchased.

30. Financial risk management (Continued)

30.5 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established a liquidity risk management framework for the management of the Company's short-medium - and longterm funding and liquidity management requirements. The Company manages liquidity risk by maintaining reserves, banking facilities and reserve borrowing facilities, by monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Financing facilities

Unsecured bank loans and overdrafts payable at call and reviewed annually.

	December 2025 N'000	December 2024 N'000
Amount used	54,903,882	28,675,018
Amount unused	96,118	16,324,982
	55,000,000	**45,000,000**

Liquidity and interest risk tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the balance sheet date. The contractual maturity is based on the earliest date on which the Company may be required to pay.

31 December 2025

	Weighted Average Effective Interest rate %	0 - 3 Months N'000	3 month -1 year N'000	Total N'000
Trade and other payables	-	40,857,478	-	40,857,478
Borrowings	32.00	54,903,882	-	54,903,882
		95,761,360	**-**	**95,761,360**

31 December 2024

	Weighted Average Effective Interest rate %	0 - 3 Months N'000	3 month -1 year N'000	Total N'000
Trade and other payables	-	40,574,465	-	40,574,465
Borrowings	32.00	28,675,018	-	28,675,018
		69,249,483	**-**	**69,249,483**

31. Gearing ratio and capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing returns to stakeholders through the optimization of the debt and equity balance. The Company's overall strategy remains unchanged from prior year.

The capital structure of the Company consists of debt, which includes the borrowings disclosed in, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in relevant notes in the financial statements.

The Company is not subject to any externally imposed capital requirements. The gearing ratio at the year end is as follows:

	December 2025 N'000	December 2024 N'000
Debt	54,903,882	28,675,018
Equity	39,239,940	39,490,276
Net debt to equity ratio	**1.40**	**0.73**

Equity includes all capital and reserves of the Company that are managed as capital.

32. Related party transactions

During the year, the Company traded with the following companies with which it shares common ownership based on terms similar to those entered into with third parties as stated below:

31 December 2025	Sales of Goods N'000	Purchase of Goods N'000	Balance due (to)/from N'000	Deposits/ (Payable) N'000	Overdraft and Term loan N'000
Sterling Bank Plc	-	-	3,003,016	-	-
Glo Mobile Limited	-	-	-	-	-
Conoil Producing Limited	3,400	-	-	-	-
Southern Air Limited	266,379	-	-	-	-
Proline (WA) Limited	-	89,434	5,104	-	-
SETA Investment Limited	-	-	286,874	-	-
	269,779	**89,434**	**291,978**	**-**	**-**

31 December 2024	Sales of Goods N'000	Purchase of Goods N'000	Balance due (to)/from N'000	Deposits N'000	Overdraft and Term loan N'000
Sterling Bank Plc	-	-	3,007,539	-	-
Glo Mobile Limited	563	-	-	-	-
Conoil Producing Limited	35,628	-	15,579	-	-
Southern Air Limited	201,352	-	36,133	-	-
Proline (WA) Limited	-	-	-	-	-
Synopsis Enterprises Limited	-	-	-	-	-
SETA Investment Limited	-	-	303,273	-	-
	237,543	**-**	**354,985**	**-**	**-**

32. Related party transactions (Continued)

The Chairman of the Company, Dr Mike Adenuga (Jr.) GCON, has significant interests in Glo Mobile Limited, Principal Enterprises, Southern Air Limited, Sterling Bank Plc (formerly Equitorial Trust Bank), Conoil Producing Limited (formerly Consolidated Oil Limited), Synopsis Enterprises Limited, Proline West Africa Limited and Conpetro Limited.

During the year, the Company sold petroleum products - Premium Motor Spirit (PMS) and Automotive Gas Oil (AGO) to Consolidated Oil Limited. It also sold Aviation Turbine Kerosene (ATK) to Southern Air Limited.

The Company also sold and purchased goods from Glo Mobile Limited and utilizes the service of Proline (WA) Limited to manage its stations.

33. Capital commitment

There were no capital commitments as at 31 December (2025: nil).

34. Financial commitment

As at 31 December 2025, the Company had no outstanding letters of credit (Dec 2024: N5.8 billion).

35. Contingent liabilities

The Company is in litigation with Nimex Petrochemical Nigeria Limited (Nimex), one of its former suppliers of products. In 2007, Nimex sued the company for US$3,316,702.71 and US$127,060.62 being demurrage and interest incurred for various supplies of petroleum products. The Federal High Court gave judgment in favour of Nimex in the sum of US$13,756,728 which included the amount claimed and interest at 21% till judgment was delivered and also granted a stay of execution with a condition that the judgment sum be paid into the court. The court also granted a garnishee order against First Bank of Nigeria Limited to pay the Company's money with the bank into the court. Conoil Plc has appealed against the judgment to the Court of Appeal in Abuja. The appeal is pending and the Directors, on the advice of the external solicitors, are of the opinion that the judgement of the Federal High Court will be upturned. The current value of the judgment sum which is N4.3 billion has been fully provided for in these financial statements to mitigate any possible future loss.

36. Information on Directors and employees

36.1 Employment costs:

	December 2025 N'000	December 2024 N'000
Employment cost including Directors' salaries and wages, staff training and benefit scheme	2,404,635	1,904,778

36.2

Number of employees of the Company in receipt of emoluments within the bands listed below are:

	2025 Number	2024 Number
Up to 1,000,000	-	9
N1,000,001 - N2,000,000	17	34
N2,000,001 - N3,000,000	21	16
N3,000,001 - N4,000,000	3	20
N4,000,001 - N5,000,000	14	10
N5,000,001 - Above	85	59
	140	**148**

36.3 Average number of employees during the year:

Managerial staff	12	12
Senior staff	117	121
Junior staff	11	15
	140	**148**

36.4 Directors' emoluments:

	2025 N'000	2024 N'000
Emoluments of the chairman	-	-
Directors' fees	500	1,000
Emoluments of executives	55,000	55,000
	55,500	**56,000**

36.5

The emoluments of the highest paid Director were N40 million (2024: N40 million)

36.6 Directors receiving no emolument

	2025 Number	2024 Number
	5	5

36.7 Number of Directors in receipt of emoluments within the following ranges:

N15,000,000 and Below	2	2
N15,000,001 - N20,000,000	-	1
N20,000,001 - N25,000,000	-	-
Above N25,000,000	1	1
	3	**4**

STATEMENT OF VALUE ADDED
FOR THE YEAR ENDED 31 DECEMBER 2025

	December 2025 ₦'000	%	December 2024 N'000	%
Revenue	301,720,553		323,127,667	
Other operating income	140,005		35,977	
Other gains and losses	(622)		60,618	
	301,859,936		323,224,262	
Bought in materials and services:				
Imported	-		-	
Local	(285,194,865)		(305,413,934)	
Value added	**16,665,071**	**100**	**17,810,329**	**100**
Applied as follows:				
To pay employees' salaries, wages, and social benefits:				
Employment cost including Directors salaries and wages, staff training and benefit scheme	2,404,635	14	1,904,778	11
To pay providers of capital:				
Interest payable and similar charges	10,776,847	64	3,953,746	22
To pay government:				
Taxation	499,172	3	2,230,505	13
To provide for maintenance and development				
Depreciation	805,920	6	743,778	4
Deferred tax	-	-	203,989	1
Retained earnings	2,178,498	13	8,773,534	49
Value added	**16,665,071**	**100**	**17,810,329**	**100**

Value added represents the additional wealth which the Company has been able to create by its employees' efforts. This statement shows the allocation of that wealth between employees, shareholders, government, providers of finance and that retained for the future creation of more wealth.

Statement of financial position

	2025	2024	2023	2022	2021
Assets	**N'000**	**N'000**	**N'000**	**N'000**	**N'000**
Property, plant and equipment	10,813,975	3,973,401	1,562,072	1,409,586	1,870,222
Other non-current assets	134,601	123,583	94,782	74,878	248,633
Other financial assets	10	10	10	10	10
Total current assets	126,037,965	108,474,174	93,607,594	62,217,402	49,676,595
Deferred tax assets	2,380,282	2,380,282	2,213,519	2,207,361	2,185,886
Total assets	**139,366,833**	**114,951,450**	**97,477,978**	**65,909,238**	**53,981,346**
Liabilities					
Total current liabilities	98,979,112	74,318,709	63,574,603	40,145,152	31,400,602
Non-current liabilities	614,375	609,059	757,802	751,872	584,793
Deferred tax liabilities	533,406	533,406	-	-	206,584
Total liabilities	**100,126,893**	**75,461,174**	**64,332,405**	**40,897,024**	**32,191,978**
Equity					
Share capital	346,976	346,976	346,976	346,976	346,976
Share premium	3,824,769	3,824,769	3,824,769	3,824,769	3,824,769
Retained earnings	35,068,195	35,318,531	28,973,828	20,840,469	17,617,623
Total equity	**39,239,940**	**39,490,276**	**33,145,573**	**25,012,214**	**21,789,368**
Equity and liabilities	**139,366,833**	**114,951,450**	**97,477,978**	**65,909,238**	**53,981,346**
Revenue and profit					
Revenue	301,720,553	323,127,667	201,387,053	131,422,272	126,726,356
Profit before taxation	2,677,670	11,004,039	12,277,265	6,134,762	3,831,758
Taxation	(499,172)	(2,230,505)	(2,409,026)	(1,177,036)	(749,068)
Profit after taxation	**2,178,498**	**8,773,535**	**9,868,239**	**4,957,726**	**3,082,690**
Earnings per share (Kobo)	314	1,264	1,422	714	444
Dividend per share (Kobo)	200	350	350	250	250
Net Asset per share (Kobo)	5,655	5,691	4,776	3,604	3,140

Note:
Earnings per share are based on profit after tax and the number of ordinary shares in issue at 31 December of every year.

Net assets per share are based on the net asset and number of ordinary shares in issue at 31 December of every year.

Dividend per share is based on the dividend proposed for the year which is subject to approval at the Annual General Meeting divided by the number of ordinary shares of 50k in issue at the end of the financial year.