



Fidson Healthcare Plc

...We value life

FIDSON HEALTHCARE PLC

Lagos, Nigeria

UNAUDITED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2025

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For the period ended 31 December 2025

Statement of Profit or Loss and Other Comprehensive Income

	Notes	2025		2024	
		Oct-Dec ₦'000	Jan-Dec ₦'000	Oct-Dec ₦'000	Jan-Dec ₦'000
Revenue	5	25,979,578	119,061,254	24,459,778	84,189,000
Cost of sales	6	<u>(15,044,203)</u>	<u>(69,915,570)</u>	<u>(13,987,665)</u>	<u>(49,084,616)</u>
Gross profit		10,935,375	49,145,685	10,472,113	35,104,384
Other gains and losses	7	244,738	915,590	192,475	611,871
Administrative expenses	8	(3,649,649)	(13,557,202)	(3,499,958)	(8,712,125)
Impairment of receivables/ write-back	7b	23,468	(176,532)	(101,440)	(301,440)
Net exchange difference	9	(1,346,327)	(5,510,201)	(42,388)	(5,448,891)
Selling and distribution expenses	10	<u>(2,304,477)</u>	<u>(9,968,412)</u>	<u>(2,693,711)</u>	<u>(8,119,539)</u>
Operating profit		3,903,128	20,848,928	4,327,091	13,134,260
Finance costs	11	(1,964,673)	(7,100,982)	(1,792,184)	(5,493,822)
Finance income	12	<u>51,586</u>	<u>144,315</u>	<u>29,659</u>	<u>60,022</u>
Profit before tax	13	1,990,041	13,892,261	2,564,566	7,700,460
Income tax provision	14a	<u>(656,713)</u>	<u>(4,584,446)</u>	<u>(226,231)</u>	<u>(1,921,076)</u>
Profit for the Period		<u>1,333,327</u>	<u>9,307,815</u>	<u>2,338,335</u>	<u>5,779,384</u>
Earnings per share – basic (in kobo)					
Basic and diluted		<u>56</u>	<u>388</u>	<u>102</u>	<u>252</u>

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Statement of Financial Position
As at 30 December 2025

ASSETS	Notes	Dec-25 ₦'000	Dec-24 ₦'000
Non-current assets			
Property, plant and equipment	15	30,937,845	25,125,748
Intangible assets	16	238,235	65,471
Financial assets at FVTOCI	17a	9,100	9,100
Financial assets at amortised cost	17b	20,498	17,915
Other non-current financial asset	18	215,936	198,106
		31,421,614	25,416,340
Current assets			
Inventories	19	26,342,241	24,182,294
Financial assets at amortised cost	17b	-	242,230
Trade and other receivables	20	11,024,763	6,208,215
Prepayments	21	6,949,124	12,513,033
Cash and bank balances	22	4,710,818	4,931,367
		49,026,945	48,077,140
Total assets		80,448,559	73,493,480
Equity and liabilities			
Equity			
Issued share capital	29	1,200,000	1,147,498
Share premium	30	4,829,614	4,829,614
Retained earnings		24,743,416	17,744,545
Financial Asset reserve	31	4,655	4,655
		30,777,685	23,726,312
Non-current liabilities			
Interest bearing loans and borrowings	23	3,623,424	7,018,279
Retirement benefit obligation	24	160,139	251,090
Government grant	25	165,739	590,618
Deferred tax liability	14c	2,456,188	2,456,188
		6,405,490	10,316,175
Current liabilities			
Trade and other payables	26	8,203,585	10,370,733
Interest bearing loans and borrowings	23	10,293,643	8,979,029
Bank Overdraft	22	9,528	1,283,797
Other financial liabilities	27	19,645,345	15,646,950
Government grant	25	449,782	687,468
Income tax payable	14b	4,584,455	2,349,129
Unclaimed dividend	28a	79,047	133,887
		43,265,384	39,450,993
Total liabilities		49,670,874	49,767,168
Total equity and liabilities		80,448,559	73,493,480

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS ON 28 January 2026



Abiola Adebayo
Managing Director/CEO
FRC/2013/PRO/DIR/00000002162



Imokha Ayebae
Finance Director
FRC/2021/PRO/ANAN/001/00000023145

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Statement of Changes in Equity

	Share capital	Share premium	Retained earnings	Available- for-sale reserve	Total
	₦000	₦000	₦000	₦000	₦000
At 1 January 2024	1,147,498	4,829,614	13,313,331	3,285	19,293,728
Bonus Issue	-	-	-	-	-
Profit for the year	-	-	5,779,384	-	5,779,384
Other comprehensive income for the year, net	-	-	28,828	1,370	30,198.00
Total Comprehensive Income for the year	-	-	5,808,212	1,370	5,809,582
Dividends (Note 28)	-	-	(1,376,998)	-	(1,376,998)
At 31 December 2024	1,147,498	4,829,614	17,744,545	4,655	23,726,312
At 1 January 2025	1,147,498	4,829,614	17,744,545	4,655	23,726,312
Additional Shares	52,502	-	(52,502)	-	-
Profit for the year	-	-	9,307,815	-	9,307,815
Other comprehensive income for the year, net	-	-	38,542	-	38,542
Total Comprehensive Income for the year	-	-	9,293,855	-	9,293,855
Dividends (Note 28)	-	-	(2,294,996)	-	(2,294,996)
At 31 December 2025	1,200,000	4,829,614	24,743,416	4,655	30,777,685

FIDSON HEALTHCARE PLC
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Statement of Cash Flows

		Dec-25	Dec-24
	Notes	₦'000	₦'000
Operating activities:			
Profit before tax		13,892,261	7,700,461
Adjustments to reconcile profit before tax to net cash flows			
Depreciation of property, plant and equipment	15	1,948,477	1,496,671
Depreciation - Right of use assets		-	35,384
Reversal in CWIP	15	-	20,103
Impairment loss/ (gain)	7	176,532	301,440
Gain on disposal of plant, property and equipment	7	(31,309)	(891)
Net exchange difference on loan	23	(89,846)	(174,747)
Amortisation of government grant	7	(662,566)	(443,787)
Amortisation of Intangible assets	16	290,367	135,595
Interest income	12	(144,315)	(60,022)
Finance costs	11	7,100,982	5,493,822
Changes in working capital:			
(Increase)/ decrease in trade and other receivables	20	(4,816,548)	(621,833)
Decrease / (increase) in prepayments	21	2,699,713	(7,259,470)
(Increase)/ Decrease in inventories	19	(2,159,947)	(7,825,345)
Increase in government grant	25	-	-
increase in loans & receivables	17b	(242,230)	242,780
(Decrease)/increase in trade and other payables	25	(2,167,148)	1,294,722
Cash generated by operations		<u>15,794,422</u>	<u>334,868</u>
Income tax paid	14b	(2,349,120)	(839,094)
Benefits paid	23	(7,394)	(1,067)
Net cash flow (used in)/ generated from operating activities		<u>13,437,908</u>	<u>(505,293)</u>
Cash flows from investing activities:			
Purchase of property, plant & equipment	15	(7,830,099)	(3,693,094)
Additions to intangible assets	16	(463,131)	(175,489)
Interest received	12	144,315	44,617
Interest income on other non Current Asset	11	-	-
Proceeds from sale of property, plant and equipment		25,971	2,970
Proceeds from sale of right of use asset		-	336
Net cash flows utilized by investing activities		<u>(8,122,945)</u>	<u>(3,820,660)</u>
Cash flows from financing activities:			
Interest paid on loans & borrowings	23a	(4,636,815)	(1,796,209)
Interest paid on financial liabilities	27	(1,754,394)	(3,152,716)
Dividend paid	28	(2,294,996)	(1,376,998)
(Payment)/refund of unclaimed dividend	28	-	33,142
Proceed from loans & borrowings	23	12,667,563	8,300,000
Proceed from other financial liabilities		19,645,345	15,646,950
Loan repayment (principal)- other financial liabilities	27	(13,892,556)	(10,000,000)
Loan repayment (principal)	23	(13,995,392)	(9,685,504)
Net cash (used in)/ provided by financing activities		<u>(4,261,245)</u>	<u>(2,031,335)</u>
Net increase/(decrease) in cash and cash equivalents		1,053,718	(6,357,288)
Cash and cash equivalents at the beginning of the year		<u>3,647,571</u>	<u>10,004,859</u>
Cash and cash equivalents at the end of the period	22	<u>4,701,289</u>	<u>3,647,571</u>

Notes to the financial statements

1.0 Corporate information.

The Company was incorporated as a private limited liability Company on 13 March 1995 and commenced business activities on 15 March 1995. The principal activities of the Company include manufacturing and distribution of pharmaceutical products. The Company's shares were quoted on the Nigerian Stock Exchange on 5 June 2008. The issued share capital is held as to 36.70% directly by the Directors, 4.99% indirectly by the Directors and 58.31% by the Nigerian Public.

1.1 Composition of the financial statements

The Financial statements are drawn up in Naira, the functional currency of Fidson Healthcare 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.

1.2 Financial period

These Financial Statements cover the financial period 31 December 2025 with comparative amounts for the period ended 31 December 2024.

2.0 Material accounting policy information

2.1 Basis of preparation and measurement

These financial statements have been prepared in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) that are effective at 30 September 2025 and Financial Reporting Council (Amendment) Act 2023, and the requirements of Companies and Allied Matters Act (CAMA) of Nigeria. The financial statements have been prepared on a historical cost basis, except for certain financial assets which have been measured at fair value.

2.2 Function Currencies

The financial statements are presented in the Nigerian Naira which is the company's functional currency. All financial information presented in Naira has been rounded to the nearest thousands, except when otherwise indicated.

2.3 Material accounting policy information

The following are the material accounting policies applied by the Company in preparing its financial statements:

2.3.1 Current versus non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to sell or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period. Or

Notes to the financial statements

2.3.1 Current versus non-current classification (cont'd)

- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
 - It is held primarily for the purpose of trading.
 - It is due to be settled within twelve months after the reporting period.
- Or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.3.2 Fair value measurement

The Company measures some financial instruments and non-financial assets at fair value at each reporting date. Also, fair values of financial instruments measured at amortized cost are disclosed in Note 17.

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

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, if market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the relevant observable inputs and minimizing the use of unobservable inputs.

2.3.3 Revenue recognition

Revenue is recognised to depict the transfer of promised goods to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods.

Notes to the financial statements

2.3.3 Revenue recognition (cont'd)

Revenue is recognised by applying a five-step approach:

- Identify the contract.
- Identify the separate performance obligations in the contract for Ethical and OTC when the products are delivered to the customer and for consumer healthcare when the customer picks up the product from the factory.
- Determine the transaction price.
- Allocate the transaction price to separate performance obligations.
- Recognise revenue when (or as) each performance obligation is accomplished (delivery of Ethical and Consumer healthcare product).

The Company recognises revenue from the following major sources:

- Sale of Ethical Products, ethical product category are infusion, capsule, and tablet. Revenue is recognised when products are delivered to customers.
- Sale of Over the Counter (OTC) products. OTC product category are tablet, capsule, and syrup. Herbal product. Revenue is recognised when products are delivered to customer.
- The company also recognises revenue from manufacturing pharmaceutical products on behalf of its customers. The performance obligation in this type of contract involves the delivery of finished pharmaceutical drugs to its customers. Revenue is recognised overtime for this type of contract.

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when the ethical and OTC products are delivered to the customer and or when the consumer healthcare customer picks their product from the factory.

Cost to obtain a contract.

In addition to the cost of the product, the Company pays sales commission to its employees and distributor for certain contracts that they obtain for sales of products. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included under sales expenses) because the amortisation period of the asset that the Company otherwise would have used is one year or less.

Dividends

Dividends are recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.3.4 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the period that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

Notes to the financial statements

2.3.4 Government grants (cont'd)

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to the profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received.

2.3.5 Taxes

Current income tax

The income tax assets or liabilities for the current year are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are determined in accordance with the Companies Income Tax Act (CITA) 2007 at 30% of total profit after deducting capital allowances and loss relief.

Current income tax relating to items recognised outside the profit or loss are recognised outside profit or loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates, and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled, and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Notes to the financial statements

2.3.5 Taxes (cont'd)

Deferred tax (cont'd)

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that.
- The temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax on items recognised in the profit or loss is also recognised in the profit or loss, while deferred tax on items recognised outside the profit or loss is also recognised outside the profit or loss.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the same taxable entity.

Value Added Tax (VAT)

Revenues, expenses, and assets are recognized net of the amount of Value Added Tax (VAT), except:

- Where the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.
- Receivables and payables are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the tax authority is included as part of receivables or payables in the statement of Financial Position.

2.3.6 Foreign currency transaction

Foreign currency transactions are converted into the functional currency, the Nigerian Naira at the rate of exchange prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency interbank rate of exchange ruling at the reporting date in accordance with the Central Bank of Nigeria guidelines. Any exchange gains or losses

Notes to the financial statements**2.3.6 Foreign currency transaction (cont'd)**

arising on settlement or translation of monetary items are recognised in the profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

2.3.7 Property plant and equipment

Property, plant and equipment are stated at cost of purchase or construction, net of accumulated depreciation and/or accumulated impairment loss, if any. Such cost includes the cost of replacing component parts of the property, plant and equipment and borrowing costs for long term projects if the recognition criteria are met.

When significant parts of property, plant and equipment are required to be replaced at intervals, such parts are recognised as individual assets with specific useful lives and depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the profit or loss as incurred.

Depreciation on the categories of property, plant and equipment is calculated to write off the cost less the residual value of the asset, using the straight-line basis, over the assets' expected useful lives. Land and capital work-in-progress are not depreciated. The attributable cost of each item of capital work-in-progress is transferred to the relevant asset category immediately the asset is available for use and depreciated accordingly. Depreciation commences once asset is available for use. The normal expected useful lives for the major categories of property, plant and equipment are:

	Years
Land	Nil
Buildings	50
Plant and machinery	4 to 25
Office equipment	4 to 10
Furniture and fittings	8
Motor vehicles	4 to 6
Capital work-in-progress (WIP)	Nil

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss when the asset is derecognised.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Impairment reviews are performed when there are indicators that the carrying amounts may not be recoverable.

Impairment losses and reversals of impairment losses are recognised in the profit or loss.

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. The gain or loss arising on the

Notes to the financial statements

2.3.7 Property plant and equipment (cont'd)

disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.3.8 Leases

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (less than N50,000) (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

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

Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable.

- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date.
- The amount expected to be payable by the lessee under residual value guarantees.
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

Notes to the financial statements

2.3.8 Leases (cont'd)

- A lease contract is modified, and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has not used this practical expedient. For contracts that contain a lease component and one or more additional lease or non-lease components, the Company allocates the consideration in the contract to each lease component based on the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company as a lessee

Finance leases transfer to the Company substantially all the risks and rewards incidental to ownership of the leased asset.

The assets are measured at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned

Notes to the financial statements.

2.3.8 Leases (cont'd)

between finance charges and reduction of the lease liability to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the profit or loss.

The capital element of assets under finance lease is capitalised along with the Company's property, plant and equipment and depreciated at the same rates for assets of that category, or over the lease term, where the lease term is shorter than the assets' useful lives.

Operating lease payments are recognised as an operating expense in the profit or loss on a straight-line basis over the lease term.

Leases – as a lessor

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

When a contract includes both lease and non-lease components, the Company applies IFRS 15 to allocate the consideration under the contract to each component.

2.3.9 Borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the year in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

2.3.10 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment losses.

The investment properties are subject to annual depreciation charge of 2% on a straight-line basis.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change. Owner-occupied property becomes an investment property, the Company accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Notes to the financial statements

2.3.11 Intangible assets

Product licenses are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. The Company makes upfront payments to purchase product licences. The product licenses are held on various pharmaceutical products sold by the Company and have licence years that range from 2 to 5 years. The licences may be renewed by the Company at the expiration of the license period.

Intangible assets with finite lives are amortised over the useful economic lives. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the profit or loss in the expense category consistent with the function of the intangible asset.

Amortisation is calculated using the straight-line basis to write down the cost of intangible assets to their residual values over their estimated useful lives.

An intangible asset is derecognised on disposal or when no future economic benefit is expected from use or disposal. The gain or loss arising from the derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the intangible asset and recognised in the statement of profit or loss when the asset is derecognised.

2.3.12 Financial instruments

(a) Financial assets

A financial asset is any asset that is:

- cash.
- an equity instrument of another entity.
- a contractual right to receive cash or another financial asset (e.g., receivables); or
- a contractual right to exchange financial assets or financial liabilities with another entity under conditions that are potentially favourable to Fidson (e.g., derivatives resulting in an asset, bonds, and investments)

(i) Recognition and initial measurement

Financial instruments carried at fair value through profit or loss are initially recognised at fair value with transaction costs, which are directly attributable to the acquisition or issue of the financial instruments, being recognised immediately through profit or loss. Financial instruments that are not carried at fair value through profit or loss are initially measured at fair value plus transaction costs that are directly attributable to the acquisition or issue of the financial instruments.

Financial instruments are recognised or de-recognised on the date the company settles the purchase or sale of the instruments (settlement date accounting).

Notes to the financial statements

2.3.12 Financial instruments (cont'd)

(ii) Classification and Subsequent measurement

Subsequent to initial measurement, financial instruments are measured either at amortised cost or fair value depending on their classification category.

Classification

(a) Financial assets

Subsequent to initial recognition, all financial assets within the company are measured at:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI);
- or Fair value through profit or loss (FVTPL)

The company's financial assets are subsequently measured at amortised cost if they meet both of the following criteria and are not designated as at FVTPL:

Hold to collect' business model test - The asset is held within a business model whose objective is to hold the financial asset in order to collect contractual cash flows; and

Solely payments of principal and interest rise to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding on a specified date. Interest in this context is the consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time.

Debt instruments are measured at amortised cost by the company if they meet both of the following criteria and are not designated as at FVTPL:

Hold to collect and sell' business model test: The asset is held within a business model whose objective is achieved by both holding the financial asset in order to collect contractual cash flows and selling the financial asset; and

Solely payments of principal and interest contractual cash flow characteristics test: 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.

All other financial assets including equity investments are measured at fair value

A financial asset is classified and measured at fair value through profit or loss (FVTPL) by the company if the financial asset is:

- A debt instrument that does not qualify to be measured at amortised cost or FVOCI;
- An equity investment which the company has not irrevocably elected to classify as at FVOCI and present subsequent changes in fair value in OCI;
- A financial asset where the company has elected to measure the asset at FVTPL under the fair value option.

Notes to the financial statements

2.3.12 Financial instruments (cont'd)

(b) Financial liability

Financial liabilities are either classified by the company as:

- Financial liabilities at amortised cost; or
- Financial liabilities as at fair value through profit or loss (FVTPL).

Financial liabilities are measured at amortised cost by the company unless either:

- The financial liability is held for trading and is therefore required to be measured at FVTPL, or
- The company elects to measure the financial liability at FVTPL (using the fair value option).

- Impairment of non-financial assets

The Company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an assets or cash-generating units (CGU) fair value less costs of disposal and its value in use.

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

Impairment losses of continuing operations are recognised in the profit or loss in expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the assets or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the profit or loss.

(i) Amortised cost

Fidson's financial assets and liabilities are measured at amortised cost, FVTOCI, including, trade receivables and trade payables. The amortised cost of a financial asset or financial liability is the amount at which the asset or liability is measured at initial recognition minus principal repayments to date, and minus any reduction for impairment.

Notes to the financial statements

2.3.12 Financial instruments (cont'd)

(i) Amortised cost (cont'd)

If there is a difference between the initial amount and the maturity amount (arising from reasons other than impairment), amortised cost will also be plus or minus the cumulative amortisation using the effective interest method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in profit or loss as finance costs.

(ii) Effective interest method

The effective interest method calculates amortised cost by allocating the interest payment or expense over the relevant period. This calculation only applies if a premium has been paid or a discount received. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument. When estimating cash flows, all contractual terms are considered but expected future credit losses are not taken into account unless the financial instrument is credit impaired.

(iii) Expected credit loss (ECL)

The expected credit loss is the difference between the cash flows due under the contract and the cash flows expected to be received, discounted at the original effective interest rate. An expected credit loss allowance is similar to an impairment provision.

An allowance for expected credit losses (ECLs) on all financial assets measured at amortised cost, e.g., most trade and other receivables, is set up through the Income Statement at initial recognition of the asset. The ECL is deducted from the carrying value of the asset on the balance sheet. Subsequent movements in the ECL (including release of the ECL if the asset is recovered in full) are reported in the Income Statement.

All ECL (impairment) allowances must be reviewed at least quarterly.

In applying the IFRS 9 impairment requirements, an entity needs to apply one of the following approaches:

- The simplified approach, which will be applied to trade receivables.
- The general approach, which will be applied to other receivables, including royalty receivables, and to loan assets and investments in debt securities.

a) The simplified impairment approach.

The simplified approach applied to trade receivables requires the recognition of lifetime ECLs at all times. Fidson uses a provision matrix as a practical expedient for determining ECLs on trade receivables, including non-overdue balances. The provision matrix should incorporate forward-looking information into historical customer default rates and,

Notes to the financial statements

2.3.12 Financial instruments (cont'd)

a) The simplified impairment approach (cont'd)

where appropriate, group receivables into customer segments that have similar loss patterns, such as Distributors, Sales representatives, and Institutions.

b) The general impairment approach

Under the general approach, prior to an asset actually being credit-impaired, entities recognise expected credit losses (ECLs) in two stages. For assets for which there has not been a significant increase in credit risk since initial recognition (i.e. 'good' exposures), entities are required to provide for ECLs that would result from default events that are possible within the next 12 months (a 12-month ECL).

For assets for which there has been a significant increase in credit risk since initial recognition, a loss allowance for ECLs expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL), is required.

Indicators of a significant increase in credit risk include:

- An actual or expected significant change in the financial asset's external or internal credit rating.
- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant change in the debtor's ability to meet its debt obligations, such as an increase in interest rates or a significant increase in unemployment rates.
- An actual or expected significant change in the operating results of the debtor.
- Significant increases in credit risk on other financial instruments of the debtor;
- An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant change in the debtor's ability to meet its debt obligations, such as a decline in the demand for the debtor's sales product because of a shift in technology;
- Expected changes in the loan documentation (i.e. changes in contract terms) including an expected breach of contract that may lead to covenant waivers or amendments, interest payment holidays, interest rate step-ups, requiring additional collateral or guarantees, or other changes to the contractual framework of the instrument;
- Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtor in the group (e.g., an increase in the expected number or extent of delayed contractual payments); and
- Past due information on debtors.

For current assets (expected to be recovered in less than 12 months), there will be no difference between the 12-month ECL and the lifetime ECL.

Notes to the financial statements

2.3.12 Financial instruments (cont'd)

(iv) Impairment of financial asset investments

Financial assets are impaired if there is objective evidence of impairment, resulting from one or more loss events that occurred after initial recognition but before the reporting date, that have an impact on the future cash flows of the asset.

In the case of equity investments classified as financial asset, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. 'Significant' is evaluated against the original cost of the investment and 'prolonged' against the year in which the fair value has been below its original cost.

When there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in the profit or loss – is reclassified from equity and to the profit or loss. Impairment losses on equity investments are not reversed through the profit or loss; increases in their fair value after impairment are recognized in other comprehensive income.

(v) Derecognition of financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired.
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either.

(a) the Company has transferred substantially all the risks and rewards of the asset, or

(b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of it, the asset is recognised to the extent of the Company's continuing involvement in it.

In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(vi) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability

Notes to the financial statements

2.3.12 Financial instruments (cont'd)

(vi) Derecognition of financial liabilities (cont'd)

and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the profit or loss.

(vii) Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.3.13 Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- Raw materials are stated at purchase cost on the weighted average basis.
- Finished goods and work in progress: Cost in this case consists of direct purchase cost, conversion cost (materials, labour and overhead) and other costs incurred to bring inventory to its present condition and location. Finished goods are valued using weighted average cost.
- Goods in transit are valued at the invoiced price.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Finished goods with six (6) months or less to expiration and expired materials are provided in the profit or loss account.

2.3.14 Inventory write-off

The Company writes off inventory that is no longer usable, obsolete, or cannot be sold. Inventory write-offs are recorded as a loss in the Statement of Comprehensive Income.

2.3.15 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, as shown in the statement of financial position.

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, as shown in the statement of financial position, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.3.16 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required

Notes to the financial statements

2.3.16 Provisions (cont'd)

to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is recognized in profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

2.3.17 Pension and other post-employment benefits

Retirement benefit Schemes

The gratuity scheme is a defined benefit plan. The cost of providing the benefits under the defined benefit plan is determined using the projected unit credit method.

Actuarial gains and losses are recognized immediately in the statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income in the year in which they occur. Actuarial gains and losses are not reclassified to the profit or loss in subsequent years.

Defined contribution scheme

The Company operates a defined contribution plan in line with the provisions of the Pension Reform Act 2014 as amended. This plan is in proportion to the services rendered to the Company by the employees with no further obligation on the part of the Company. The Company and its employee contribute 10% and 8% respectively of employees' current salaries and designated allowances to the scheme. Staff contributions to the scheme are funded through payroll deductions while the Company's contribution is recorded as personnel expenses in the profit or loss.

Past service costs are recognized in the profit or loss on the earlier of:

- the date of the plan amendment or curtailment, and
- the date that the Company recognizes restructuring-related costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation under 'cost of sales', 'administration expenses' and 'selling and distribution expenses' in statement of profit or loss (by function):

- Service costs comprising current service costs, past-service costs and gains and losses on curtailments
- Net interest expense or income

Short term benefits

Short term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognized for the amount expected to be paid under short term cash-bonus plans if the Company has a present and constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be measured reliably.

Notes to the financial statements

2.3.17 Pension and other post-employment benefits (cont'd)

Termination benefits

Termination benefits are recognized as an expense when the Company is demonstrably committed without realistic possibility of withdrawal, to a formal detailed plan to terminate employment before the normal retirement date.

2.3.18 Dividends

Dividends on ordinary shares are recognised as a liability when they are approved by the Company's shareholders at the Annual General Meeting. Dividends for the year that are approved after the reporting date are disclosed in the financial statements as a non-adjusting event.

2.3.19 Segment reporting

For management purposes, the Company is organised into business units based on its products and has three reportable segments as follows:

- The over-the-counter segment, which represent the products that may be sold directly to the consumer without a prescription.
- Ethical products segment, which are drugs, injectables and infusion which would be sold to the consumer only on the possession of a valid prescription.
- Consumer healthcare product which represent manufacturing product for customers.

The Executive Management Committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on revenue and cost of sales.

3 Significant Accounting Judgments, Estimates and Assumptions

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future years.

3.1 Estimates and assumptions

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 described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities.

Notes to the financial statements

3.1 Estimates and assumptions (cont'd)

Retirement benefits

The cost of defined benefit gratuity scheme is determined using actuarial valuations. An actuarial valuation involves making various assumptions, which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Refer to Note 2 for assumptions relating to retirement benefits.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that the financial assets is impaired. Financial assets are deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial assets at FVTOCI that can be reliably estimated. The objective evidence the Management relies upon in assessing the financial assets at FVTOCI for impairment includes information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in the equity instrument may not be recovered. A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost is also seen as objective evidence of impairment.

The Company judges that the impairment is significant if the fair value declined is between 20% and 30% and prolonged when it is between 9 and 12 months.

When the fair value of financial assets at FVTOCI cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer to Note 18a on the details of financial instrument.

Property, plant and equipment

The Company carries its property, plant and equipment at cost in the Statement of Financial Position. Estimates and assumptions made to determine their carrying value and related depreciation are critical to the Company's financial position and performance. The charge in respect of periodic depreciation is

Notes to the financial statements

3.1 Estimates and assumptions (cont'd)

Property, plant and equipment (cont'd)

derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the assets are determined by management at the time the asset is acquired and reviewed periodically. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The Company reviews the estimated the useful lives and residual values of its property, plant and equipment, and accounts for any changes prospectively. Refer to Note 15 on property plant and equipment.

4.0 ADOPTION OF NEW AND REVISED IFRS ACCOUNTING STANDARDS

4.1 Standards and interpretations effective and adopted in the current year

At the date of authorisation of these financial statements, the following revisions to accounting standards and pronouncements were issued and effective at the reporting period.

IFRS	Standard/ Interpretation:	Effective date
IFRS 7	Financial Instruments - Disclosure Amended by Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7); the amendments add disclosure requirements, and 'signposts' within existing disclosure requirements, that ask entities to provide qualitative and quantitative information about supplier finance arrangements	Effective for annual periods beginning on or after 1 January 2024
IFRS 16	Leases Amended by Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)	Effective for annual periods beginning on or after 1 January 2024
IAS 1	Presentation of Financial Statements Amendments by Non-current liabilities with covenants (Amendments to IAS 1).	Effective for annual periods beginning on or after 1 January 2024
IAS 7	Statement of Cash Flows Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)	Effective for annual periods beginning on or after 1 January 2024

The adoption of the standards above has not had a material impact on the results of the Company, but has resulted in more disclosure than would have previously been provided in the Financial Statements.

Notes to the financial statements

4.2 Standards and interpretations not yet effective

The Company has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the Company's accounting periods beginning on or after 1 January 2024 or later periods:

IFRS	Standard/ Interpretation:	Effective date: Years beginning on or after 1 January 2024	Expected impact:
IFRS 1	First Time Adoption of International Financial Reporting Standards Amended by Annual Improvements to IFRS Accounting Standards — Volume 11	Annual reporting periods beginning on or after 1 January 2026.	Unlikely there will be a material impact
IFRS 7	Financial Instruments - Disclosure Amended by Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) to address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9 Financial Instruments Amended by <i>Annual Improvements to IFRS Accounting Standards — Volume 11</i> Amended by IFRS 18 Presentation and Disclosure in Financial Statements; the amendments move the disclosure requirements in IAS 1:80A and IAS 1:136A regards puttable financial instruments classified as equity instruments to IFRS 7	Annual reporting periods beginning on or after 1 January 2026. Annual reporting periods beginning on or after 1 January 2026. Annual reporting periods beginning on or after 1 January 2027.	Unlikely there will be a material impact Unlikely there will be a material impact Unlikely there will be a material impact
IFRS 9	Financial Instruments Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) published	Annual reporting periods beginning on or after 1 January 2026. An entity is required to apply the amendments retrospectively.	Unlikely there will be a material impact

Notes to the financial statements
4.2 Standards and interpretations not yet effective (cont'd)

Amended by Annual Improvements to IFRS Accounting Standards — Volume 11		Annual reporting periods beginning on or after 1 January 2026.	Unlikely there will be a material impact
Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7) published		Annual reporting periods beginning on or after 1 January 2026. An entity is required to apply the amendments retrospectively.	Unlikely there will be a material impact
IFRS 10	Consolidated Financial Statement Amendment on Sale or Contribution of Assets between an investor and its associate or joint venture.	Deferred indefinitely	Unlikely there will be a material impact
	Amended by <i>Effective Date of Amendments to IFRS 10 and IAS 28</i>	Deferred indefinitely	Unlikely there will be a material impact
	Amended by Annual Improvements to IFRS Accounting Standards — Volume 11	Annual reporting periods beginning on or after 1 January 2026.	Unlikely there will be a material impact
IFRS 18	Presentation and Disclosure in Financial Statements		
	IFRS 18 Presentation and Disclosure in Financial Statements issued	Effective for an entity's first annual IFRS financial statements for periods beginning on or after 1 January 2027	Unlikely there will be a material impact
IFRS 19	Subsidiaries without Public Accountability: Disclosures		
	An eligible subsidiary that applies IFRS 19 is required to apply the requirements in other IFRS Accounting Standards for recognition, measurement and presentation requirements. For disclosure requirements, it applies IFRS 19 instead of the disclosure requirements in other IFRS Accounting Standards, except in specified circumstances.	Annual reporting periods beginning on or after 1 January 2027.	Unlikely there will be a material impact

Notes to the financial statements

4.2 Standards and interpretations not yet effective (cont'd)

International Accounting Standards ("IAS")

IAS	Standard/ Interpretation:	Effective date: Years beginning on or after 1 January 2023	Expected impact:
IAS 7	Statement of Cash Flows Amended by Annual Improvements to IFRS Accounting Standards — Volume 11	Annual reporting periods beginning on or after 1 January 2026.	Unlikely there will be a material impact
	Amended by IFRS 18 Presentation and Disclosure in Financial Statements	Annual reporting periods beginning on or after 1 January 2027.	Unlikely there will be a material impact
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors IAS 8 (2005) will be superseded by IAS 8 (2024) Basis of Preparation of Financial Statements when an entity applies IFRS 18 Presentation and Disclosure in Financial Statements	Annual reporting periods beginning on or after 1 January 2027.	Unlikely there will be a material impact
IAS 21	The Effect of Changes in Foreign Exchange Rates Amendments to IAS 12 - Lack of exchangeability issued.	Annual reporting periods beginning on or after 1 January 2025.	Unlikely there will be a material impact
IAS 33	Earnings Per Share Amended by IFRS 18 <i>Presentation and Disclosure in Financial Statements</i>	Annual reporting periods beginning on or after 1 January 2027.	Unlikely there will be a material impact
IAS 34	Interim Financial Reporting Amended by IFRS 18 Presentation and Disclosure in Financial Statements	Annual reporting periods beginning on or after 1 January 2027.	Unlikely there will be a material impact

None of these standards are expected to have a material impact on the financial statements.

FIDSON HEALTHCARE PLC
Unaudited report and financial statements
For the period ended 31 December 2025

5 Revenue

	Dec-25 ₦'000	Dec-24 ₦'000
Sales of goods		
Ethical	77,840,938	55,002,686
Over-The-Counter (OTC)	36,369,536	26,383,193
Export	523,142	-
Consumer Healthcare Product	4,327,638	2,803,121
	<u>119,061,254</u>	<u>84,189,000</u>
Geographical location:		
Revenue earned in Nigeria	118,538,112	84,189,000
Revenue earned outside Nigeria	523,142	-
	<u>119,061,254</u>	<u>84,189,000</u>

Revenue represents total value of goods invoiced to third parties locally, contract manufacturing and export.

6 Cost of sales

	Dec-25 ₦'000	Dec-24 ₦'000
Ethical	38,836,218	25,791,902
Over The Counter (OTC)	18,145,403	12,463,285
Export	223,813	-
Consumer Healthcare Product	2,907,212	2,153,270
Depreciation of factory PPE (Note 8a)	1,223,130	1,006,144
Energy	5,122,376	4,304,418
Personnel Cost (Note 8b)	2,315,298	1,989,047
Other Factory Overheads	1,142,120	1,376,551
	<u>69,915,570</u>	<u>49,084,616</u>

7 Other gains and losses

	Dec-25 ₦'000	Dec-24 ₦'000
Amortisation of government grant	662,566	443,787
Other operating income	17,574	13,453
Gain on disposal of property, plant and equipment	31,309	905
Sale of scrap	204,141	153,726
	<u>915,590</u>	<u>611,871</u>

7b Impairment of receivables (Note 20)

	Dec-25 ₦'000	Dec-24 ₦'000
Amount impaired	<u>176,532</u>	<u>301,440</u>

According to IAS 1 Impairment gain or loss should be disclosed separately on the financial statement.

This has been disclosed separately in the statement of profit or loss and other comprehensive income.

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	Dec-25 N'000	Dec-24 N'000
8 Administrative expenses		
Association and Membership	42,506	8,346
Audit fee	42,000	31,000
Conferences and Workshop	265,517	20,030
Consultancy fees	911,340	318,520
Corporate social responsibility	564,299	248,700
Depreciation and amortisation (Note 8a)	1,015,713	661,506
Diesel and fuel	260,898	319,627
Insurance	359,061	264,175
Legal	21,433	30,548
Office supplies	54,905	40,901
Personnel costs (Note 8b)	4,987,097	3,396,623
Printing & stationery	102,508	93,368
Repairs and maintenance	921,423	552,429
Motor Vehicles running cost	376,961	93,603
Outsourced Cleaning and Security Expenses	108,790	69,878
Telephone & postage	198,038	174,605
Training	101,729	48,770
Travelling & Entertainment	1,168,636	806,050
Permit and Dues	331,819	104,569
Auxilliary materials & Tools	601,281	286,838
Canteen expenses	183,075	176,768
AGM Expenses	19,499	19,888
Directors Expenses	47,700	36,870
Bank administrative fee	431,925	480,476
Medical Expenses	189,862	131,472
Inventory Write-off	249,185	296,565
	13,557,202	8,712,125

Motor Vehicles running cost was previously added with Repairs and maintenance. This is separated.

	Dec-25 N'000	Dec-24 N'000
8a Depreciation and amortisation		
Depreciation of property, plant and equipment (Note 15)	1,948,477	1,496,671
Depreciation of Rights of use assets	-	35,384
Depreciation of property, plant and equipment included in cost of sales (Note 6)	(1,223,130)	(1,006,144)
	725,347	525,911
Amortisation of intangible assets (Note 15)	290,367	135,595
	1,015,713	661,506
8b Personnel costs		
ITF	80,564	37,217
Pension cost	185,346	121,310
Salary and wages	4,721,187	3,238,096
Total reported in admin (Note 8)	4,987,097	3,396,623
Included in cost of sales (Note 6)	2,315,298	1,989,047
Medical Expenses	-	-
	7,302,395	5,385,671

Medical Expenses was previously added with Personnel costs in 2024. This is separated.

	Dec-25 N'000	Dec-24 N'000
9 Net exchange difference		
Realised - Exchange loss	5,510,201	5,448,891
Unrealised - Exchange loss	-	-
	5,510,201	5,448,891
10 Selling and distribution expenses		
Promotion and advertisement	1,424,223	626,930
Logistics expense	3,507,302	3,163,978
Sales expenses	5,036,887	4,328,631
	9,968,412	8,119,539

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		Dec-25	Dec-24
		N'000	N'000
11	Finance cost		
	Interest on bank loans	4,473,880	2,008,675
	Interest on overdraft	162,934	360,558
	Interest on other financial liability (CP)	2,464,168	3,124,588
		<u>7,100,982</u>	<u>5,493,822</u>
12	Finance income		
	Interest earned on loans and receivables	144,315	60,022
		<u>144,315</u>	<u>60,022</u>
13	Profit before tax		
	This is stated after charging and crediting:		
	Amortisation of intangibles	290,367	135,595
	Audit fee	42,000	31,000
	Depreciation of property, plant and equipment	1,948,477	1,496,671
	Depreciation of right of use assets	-	35,384
	Personnel costs (Note 8b)	7,302,395	5,385,671
	Exchange loss/(gain)	5,510,201	5,448,891
		<u>5,510,201</u>	<u>5,448,891</u>
14	Taxation		
14(a)	Income tax expense		
	The major components of income tax expense for the period ended 31 December 2025		
		Dec-25	Dec-24
		N'000	N'000
	Current income tax:		
	Current year income tax charge (provision)	4,167,678	2,361,518
	Current education tax charge (provision)	416,768	234,958
		<u>4,584,446</u>	<u>2,596,476</u>
	Total current tax	<u>4,584,446</u>	<u>2,596,476</u>
14b	Income tax payable	Dec-25	Dec-24
	Current tax payable	N'000	N'000
	At 1 January	2,349,129	839,094
	Charge for the year (provision)	4,584,446	2,349,129
	Payments during the year	(2,349,120)	(839,094)
		<u>4,584,455</u>	<u>2,349,129</u>
	At 31 December 2025	<u>4,584,455</u>	<u>2,349,129</u>
14c	Deferred tax liability		
	At 1 January	2,456,188	2,871,885
	Amounts recorded in profit or loss	-	(428,053)
	comprehensive income	-	12,356
		<u>2,456,188</u>	<u>2,456,188</u>
	At 31 December 2025	<u>2,456,188</u>	<u>2,456,188</u>

Notes to the financial statements.

15 Property, plant and equipment
COST:

	LAND	BUILDING	MOTOR VEHICLES	OFFICE EQUIPMENT	PLANT & MACHINERY	FURNITURE & FITTINGS	CONSTRUCTION WIP	TOTAL
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
At 1 January 2024	1,165,630	11,970,664	1,910,175	1,357,977	7,840,594	419,492	3,089,832	27,754,384
Additions	-	-	873,188	172,781	415,407	28,910	2,202,808	3,693,094
Disposals	-	-	(29,993)	(8,238)	-	-	-	(38,231)
Transfer from ROU (Note 15.1)	-	-	206,556	-	449,429	-	-	655,985
Reclassification (Note 15.3)	-	-	-	13,411	205,184	-	(218,595)	-
Reversal from CWIP (Note 15.2)	-	-	-	-	-	-	(20,103)	(20,103)
At 31 December 2024	1,165,630	11,970,664	2,959,923	1,535,931	8,910,618	448,400	5,053,966	32,045,129
Additions	-	-	825,853	266,110	1,180,950	52,314	5,504,873	7,830,099
Disposals	-	-	(161,560)	(2,140)	(77,432)	(697)	-	(241,829)
Reclassification (Note 15.3)	-	239,076	505,691	326,289	2,608,044	38,567	(3,717,666)	-
Reversal from CWIP (Note 15.2)	-	-	-	-	-	-	-	-
At 31 December 2025	1,165,630	12,209,740	4,129,906	2,126,190	12,622,180	538,583	6,841,173	39,633,402

DEPRECIATION :

At 1 January 2024	-	1,111,671	806,350	910,157	2,088,224	165,820	-	5,082,222
Charge for the year	-	227,775	409,121	167,262	651,471	41,042	-	1,496,671
Transfer from ROU (Note 15.1)	-	-	196,228	-	180,411	-	-	376,639
Disposal	-	-	(28,326)	(7,826)	-	-	-	(36,152)
At 31 December 2024	-	1,339,446	1,383,375	1,069,596	2,920,109	206,862	-	6,919,381
Charge for the year	-	228,710	604,045	211,788	862,831	41,103	-	1,948,477
Reclassification (Note 15.2)	-	-	-	-	-	-	-	-
Disposal	-	-	(148,587)	(1,560)	(22,068)	(93)	-	(172,308)
At 31 December 2025	-	1,568,156	1,838,832	1,279,824	3,760,872	247,872	-	8,695,550

CARRYING VALUE:

At 31 December 2025	1,165,630	10,641,584	2,291,074	846,365	8,861,308	290,711	6,841,173	30,937,845
At 31 December 2024	1,165,630	10,631,218	1,576,548	466,335	5,990,509	241,538	5,053,966	25,125,748

15.1 The company took ownership on right-of-use asset of motor vehicles and plant & machinery as at 31 December 2024.

15.2 This represents reversal of initial transaction recognised in capital work in progress to the affected vendor's account, repairs and maintenance.

15.3 This represents reclassification from capital work in progress to property, plant and equipment.

15.4 The company's assets have been pledged as security for bank borrowings to the tune of the outstanding balance of total borrowings at the reporting date.

15.5 The company is not allowed to pledge or sell these assets as security for other borrowings or sell them to another entity.

Notes to the financial statements.

16 Intangible assets

Product licences	Dec-25 ₦'000	Dec-24 ₦'000
Cost:		
At 1 January	632,042	456,553
Additions	<u>463,131</u>	<u>175,489</u>
At 31 December 2025	<u>1,095,173</u>	<u>632,042</u>
Amortisation		
At 1 January	566,571	430,976
Charge for the year	<u>290,367</u>	<u>135,595</u>
At 31 December 2025	<u>856,938</u>	<u>566,571</u>
Carrying amount	<u>238,235</u>	<u>65,471</u>

The product licenses are intangible assets with finite life and are amortized in line with the provisions of IAS 38. The intangible assets are tested for impairment when there are indicators of impairment in line with the provisions of IAS 36, by comparing the recoverable amount with the carrying amount at the end of the reporting period. There were no indicators of impairment during the year.

17 Financial assets

The company's financial instruments are summarised by categories as follows:

	Dec-25 ₦'000	Dec-24 ₦'000
Financial assets (FVTOCI)	9,100	9,100
Financial assets at amortised cost	<u>20,498</u>	<u>17,915</u>
Total financial assets	<u>29,598</u>	<u>27,015</u>

17a Financial assets at FVTOCI

Quoted equity at fair value (Zenith Bank Plc)		
At 1 January	9,100	7,730
Gain FVTOCI	<u>-</u>	<u>1,370</u>
Total	<u>9,100</u>	<u>9,100</u>

The Company recognised a fair value gain of NO (2024: N1,370,000) on financial instrument quoted equity. The gain is recognised in other comprehensive income.

Notes to the financial statements.

17b(i) Financial assets at amortised cost

The company's financial instruments are summarised by categories as follows:

	Dec-25 ₦'000	Dec-24 ₦'000
Investment with Cardinal Stone Partners	20,498	17,915
	20,498	17,915

17b(ii) Financial assets at amortised cost
Investment with Cardinal Stone Partners

	Dec-25 ₦'000	Dec-24 ₦'000
At 1 January	16,099	14,367
Additions	2,583	-
Drawdown	-	-
Interest accrued	-	1,732
	18,682	16,099
Sinking Fund	1,816	1,816
	20,498	17,915

Cardinal Stone Partners Limited is the portfolio management and custodial service provider for the Company towards meeting its payment on the bond. The bond was issued in 2014 and fully repaid in 2019. The balance above represents the residual portion of the investment towards gratuity payment.

17b(iii) Financial asset - forward contracts

	Dec-25 ₦'000	Dec-24 ₦'000
Opening	242,230	485,010
Addition		242,230
Redeemed	(242,230)	(485,010)
Balance	-	242,230
Analysed as follows:		
Current		242,230
Non current	-	-
Balance	-	242,230

This amount represents the total value of letter of credits forward contracts yet to be delivered by CBN.

Notes to the financial statements.

	Dec-25 ₦'000	Dec-24 ₦'000
18 Other non –current financial asset		
Meristem Trustees		
At 1 January	198,106	184,432
Proceeds	-	-
Accrued interest	17,830	13,674
	<u>215,936</u>	<u>198,106</u>
	Dec-25 ₦'000	Dec-24 ₦'000
19 Inventories		
Finished goods	13,805,024	11,235,035
Goods-in-transit	733,283	1,199,649
Raw and Packaging materials	11,361,321	11,055,375
Work- in- progress	248,220	294,023
Engineering spare parts	447,046	411,787
Promotional and Other Consumable Materials	244,184	234,077
	<u>26,839,077</u>	<u>24,429,946</u>
Total inventory writedown	<u>(496,837)</u>	<u>(247,652)</u>
	<u>26,342,241</u>	<u>24,182,294</u>
19a Inventories Writedown	Dec-25 ₦'000	Dec-24 ₦'000
at 1 January	247,652	149,523
Addition	249,185	394,693
Write off	-	(296,564)
	<u>496,837</u>	<u>247,652</u>

The company did not pledge any inventory as collateral for loans. The value of inventory written down in the year is ₦496.84 million (2024: ₦247.7 million)

Notes to the financial statements.

	Dec-25 N'000	Dec-24 N'000
20a Trade and other receivables		
Trade receivables	11,411,146	5,752,103
Impairment loss on trade receivables	<u>-</u>	<u>(196,313)</u>
	11,411,146	5,555,790
Other Receivables (Note 20c)	455,590	1,121,552
Impairment loss on trade receivables	<u>(841,973)</u>	<u>(469,127)</u>
	<u>11,024,763</u>	<u>6,208,215</u>
Analysed as follows:		
Current	11,024,763	6,208,215
Non current	<u>-</u>	<u>-</u>
	<u>11,024,763</u>	<u>6,208,215</u>

Other receivables relate to withholding tax, and staff advances. These are not interest bearing and repayment is within 1 year.

Trade receivables meet the definition of financial asset and the carrying amount of the trade receivables approximates their fair value. Trade receivables are expected to be fully collected within 1 year.

The company measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss (ECL). The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position adjusted for factors that are specific to the debtors' general economic conditions of the industry in which the debtor operate and an amendment of both the current as well as the forecast direction of conditions at the reporting rate.

There has been no change in the estimation techniques or significant assumption made during the current reporting period.

The company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered bankruptcy proceedings, or when the bad receivables are over two years past due, which occurs earlier.

- 20b** As at 31 December 2025, trade receivables valued at ~~N~~865million (2024: ~~N~~665million) were impaired and provided for. See below for the movements in the provision for impairment of trade receivables.

	Individually impaired N'000
At 1 January 2025	665,440
Addition	176,532
Write off of trade receivables	<u>-</u>
At 31 December 2025	<u>841,973</u>
At 1 January 2024	364,000
Addition	301,440
Write off of trade receivables	<u>-</u>
At 31 Dec 2024	<u>665,440</u>

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	Dec-25 N'000	Dec-24 N'000
20c. Other receivables		
Withholding tax receivables (WHT)	49,403	306,432
Staff advances and other debtors	406,187	815,120
	<u>455,590</u>	<u>1,121,552</u>

Other receivables relate to withholding tax, value added tax receivables and staff advances. These are not interest bearing and repayment is within 1 year.

	Dec-25 N'000	Dec-24 N'000
21 Prepayments		
Advance to suppliers	5,538,169	11,742,052
Other prepayments	1,410,954	770,981
	<u>6,949,124</u>	<u>12,513,033</u>

This represents advances made to suppliers for the purchase of factory raw and packaging materials. Other prepayments include prepaid advert, prepaid insurance, prepaid rent and equipment. Prepaid rent relates to rental paid for warehouses and offices outside Lagos.

For greater accuracy, we made a slight adjustment to our SOP to recognize goods in transit only upon confirmation of arrival. Therefore, payments made to vendors are treated as advances to suppliers pending the recognition of goods in transit.

	Dec-25 N'000	Dec-24 N'000
22 Cash and bank balances		
Bank balances	4,705,066	2,898,804
Cash at hand	3,558	9,174
Short-term deposits (including demand and time deposits)	2,194	2,023,390
Restricted cash for letter of credit	-	-
Total cash and bank balances	<u>4,710,818</u>	<u>4,931,368</u>

Cash at banks in some classified account (e.g Call accounts, DSRA account and others) earn interest at floating rates based on daily bank deposit rates.

Short-term deposits are made for varying years of between one day and three months, depending on the immediate cash requirements of the Company and weighted average interest rate is at 24% p.a.

For the purpose of cash flows, cash and cash equivalents consist of:

	Dec-25 N'000	Dec-24 N'000
Bank overdraft (Note 22.1)	(9,528)	(1,283,797)
Cash and bank balances	4,710,818	4,931,368
	<u>4,701,289</u>	<u>3,647,571</u>

- 22.1** Bank overdraft represents the outstanding commitment on short-term borrowings for working capital management. The bank overdrafts are secured against mortgage debenture held by a trustee. The lenders are Wema Bank Fidelity Bank and FSDH. The interest on the overdraft ranges from 30– 35%. The overdraft have been fully settled in July 2025 except the newly secured from FSDH in november 2025.

Cash at banks in some classified account (e.g Call accounts, DSRA account and others) earn interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

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	Dec-25 ₦'000	Dec-24 ₦'000
23 Interest Bearing Loans and borrowings		
(Non-current portion)		
Bank of Industry ('BOI')(23b)	67,497	209,594
CBN DCRR/FCMB-Capex(Note 23d)	422,152	758,119
NEXIM/Fidelity-Capex(Note 23d)	-	-
Bank of Industry Term Loan 5billion (Note 23e)	813,888	1,692,687
Bank of Industry-N2.5billion Capex (23f)	1,105,054	1,493,980
Bank of Industry- FCMB WC Loan 5billion (Note 23h)	1,214,833	2,863,899
	3,623,424	7,018,279
(Current portion)		
Bank of Industry ('BOI') 4 (Note 23b)	162,266	162,266
CBN DCRR/FCMB-capex (Note 23c)	1,083,333	1,000,000
CBN/DCRR/FCMB- CAPEX (Note 23c)	389,708	356,525
NEXIM/Fidelity-working capital (23d)	-	300,174
Bank of Industry N2.5Billion Capex (Note 23f)	500,000	500,000
Short term borrowings (Note 23g)	6,158,335	5,160,064
Bank of Industry- FCMB WC Loan 5billion (Note 23h)	2,000,000	1,500,000
	10,293,643	8,979,029
Total	13,917,066	15,997,308
23a Reconciliation of interest bearing loans		
At 1 January	15,997,308	17,773,893
Interest expense	4,636,815	2,299,922
Additions	12,667,563	8,300,000
Transfer to Government grant	(662,566)	(720,047)
Principal repayment	(13,995,392)	(9,685,504)
Interest paid	(4,636,815)	(1,796,209)
Exchange gain/loss	(89,846)	(174,747)
AT 31 December	13,917,066	15,997,308
23b The BOI loan is a N2billion loan granted in two tranches of N1bn each. The first N1bn granted at 10% for 84 months for capital expenditure while the other N1bn granted at 15% for 42 months to augment working capital has been fully repaid.		
A fair value of the loan was obtained using an estimated market rate of 18%. The difference between the loan rate and market rate accounted for a grant element of N221.2m. This was recognized as a government grant and will be amortized to profit or loss over the duration of the loan. The loan was granted in 2019 with a moratorium of 1 year.		
The moratorium on principal repayment of BOI loan 3 and 4 was extended by one year to cushion the effect of the covid pandemic, 2% reduction in interest rate was also granted until March 31, 2021.The working capital loan has been paid off.		
23c FCMB loan is a N2.5billion Central Bank of Nigeria (CBN) Real Sector Support Facility-Differentiated Cash Reserve Requirement granted to Fidson Healthcare PLC for 84 months. N2billion is for acquisition of CAPEX while N500million is for working capital. The working capital portion has been fully repaid. The principal and interest shall be in twenty equal instalments and the interest shall be 9% per annum. However the CBN concessionary rate of 5% elapsed on February 28,2021. In addition, the moratorium period for principal repayment was further extended by another one year till 2022.		

Notes to the financial statements.

- 23d** Nexim Loan is a N3billion Nigerian Export-Import bank loan under the direct lending scheme to Fidson Healthcare PLC at the rate of 9% per annum. The loan was disbursed in two equal instalments, N1.5billion for equipment finance and the other for working capital utilization. The first instalment was disbursed in December 2020 while the last instalment was disbursed in February 2021. The loan has been paid off as at July 2025.
- 23e** The new BOI facility is a 6years period term loan of N5billion of which the sum of N2billion was disbursed in 2022 while N3billion was disbursed in 2023. The initial interest rate on the facility which is 5% elapsed in February 2022 and current interest rate on the facility is 9%. The security on the borrowing is a tripartite legal mortgage over the property.
- 23f** The BOI facility of N2.5billion secured in 2023, was obtained for a period of 6years for additional equipment finance due to the expansion of our production facility. The interest rate on the facility is 10% with a 12 month moratorium. The security on the borrowing is a tripartite legal mortgage over the property.
- 23g** Short- term borrowings above are current and are expected to be settled within 12 months of the reporting date. The loans from Wema Bank, Lotus, Coronation Bank, Sterling Bank and FDC are secured by Naira cash provided to the banks. The security on the borrowings from FCMB Bank is a tripartite legal mortgage over the property of the Company and attract an interest rate of 30% .
The carrying value of short-term borrowings approximates their fair value due to the short-term nature and the fact that there were no material movement in market rates since the inception of the loans.

Details of short-term borrowings are as follows:

	Dec-25	Dec-24
	N'000	N'000
FCMB-bankers acceptance	6,000,000	3,357,230
FSDH - import finance facility	-	-
Wema LC Liability	-	40,775
Coronation LC Liability	-	201,456
Lotus Bank LC Liability	-	32,259
FCMB LC Liability	158,335	1,528,344
Sterling LC Liability	-	-
FDC Term Loan	-	-
	6,158,335	5,160,064

- 23h** The BOI facility is a 3years period working capital loan of N5billion which was disbursed in October 2024. The interest rate on the facility is 14% with a 6 months moratorium. The security on the loan is from FCMB already included in the Trust Deed managed by Meristem Trustees.

24 Retirement benefit obligation

Net benefit expense (recognised in administrative expenses)

	Dec-25	Dec-24
	N'000	N'000
Interest cost on benefit obligation	-	41,184
Net benefit expense	-	41,184
Defined benefit liability	160,139	251,090

The 2025 actuarial valuation was carried out by Ernest & young and signed by Miller Kingsley with FRC number FRC/2013/NAS/00000002392

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	Dec-25 ₦'000	Dec-24 ₦'000
25 Government grant		
At 1 January	1,278,086	1,001,826
Additions	-	720,047
Released to profit or loss (Note 7)	<u>(662,566)</u>	<u>(443,787)</u>
At 31 December 2025	<u>615,520</u>	<u>1,278,086</u>
Current	449,782	687,468
Non-current	<u>165,739</u>	<u>590,618</u>
	<u>615,520</u>	<u>1,278,086</u>

This represents the grant elements of the Central Bank of Nigeria intervention loans, after the loans were re-measured using the effective interest rate. The government grants have been recognised in the statement of financial position and are being amortised through the profit or loss on a systematic basis over the tenure of the loans.

	Dec-25 ₦'000	Dec-24 ₦'000
26 Trade and other payables		
Trade payables	3,751,709	6,211,365
Accruals	2,258,875	2,365,277
Other payables (Note 26a)	<u>2,193,001</u>	<u>1,794,091</u>
	<u>8,203,585</u>	<u>10,370,733</u>

26a. Other payables

Other creditors (Note 26b)	1,655,696	1,122,132
Withholding tax (WHT)	160,766	440,364
Nigeria Social Insurance Trust Fund (NSITF)	2,200	2,973
Payable to the Directors	280,082	145,767
Pay as you earn (PAYE)	74,931	48,053
Staff Cooperative	9,419	-
NHF	7,829	1,302
VAT Payable	1,606	667
Staff Pension Fund	470.80	12,170
Non Executive Directors	-	-
Outstanding due General Managers	<u>-</u>	<u>20,663</u>
	<u>2,193,001</u>	<u>1,794,091</u>

Terms and conditions of the above financial liabilities:

Trade payables are non-interest bearing and are normally settled on 60-day terms.

Other creditors are non-interest bearing and have an average term of six months.

Trade payables, and other payables meet the definition of financial liability and their carrying amounts approximate fair value because the terms and conditions of payment is within 1 year for trade and other payables.

FIDSON HEALTHCARE PLC
Unaudited report and financial statements
For the period ended 31 December 2025

Notes to the financial statements.

26b Other creditors	Dec-25	Dec-24
Included in the other creditors are:	₦'000	₦'000
Distributors and sales representative	1,047,637	745,918
Pioneer Director Retirement Liability	91,391	132,036
Others	516,668	244,178
	<u>1,655,696</u>	<u>1,122,132</u>

27 Other Current Financial Liabilities	Dec-25	Dec-24
Commercial papers	₦'000	₦'000
At 1 January	15,646,950	10,000,000
Interest for the year	-	3,152,716
Interest paid	(1,754,394)	(3,152,716)
Principal paid	(13,892,556)	(10,000,000)
Additions	19,645,345	15,646,950
	<u>19,645,345</u>	<u>15,646,950</u>

The commercial paper was raised to augment the working capital need of Fidson Healthcare Plc. This need arose as a result of constant depreciation of naira to dollar in the foreign exchange market. During the year, the company paid off commercial paper series 10 in January 2025.

In the prior year, the company raised commercial paper in two tranches, series 10 and 11 of N11.07 billion and N4.57 billion at 25.5% and 27% interest rate which was due in January 2025 and April 2025 respectively.

The company secured an additional two commercial papers in July 2025, series 1 and 2 of N2.357 billion and N17.287 billion respectively, with a repayment period in January and April 2026. These commercial papers were granted at 23% and 24.75% interest rate.

28 Dividends	Dec-25	Dec-24
Dividends proposed and approved	2,294,996	1,376,998
Paid during the year	<u>(2,294,996)</u>	<u>(1,376,998)</u>
Balance unpaid	<u>-</u>	<u>-</u>
Dividends on ordinary shares:		
Dividend proposed for 2024: N1.00k per share (2023 : N0.60k per share)	<u>2,294,996</u>	<u>1,376,998</u>

28a Unclaimed dividend	Dec-25	Dec-24
Unclaimed dividend	₦'000	₦'000
	<u>79,047</u>	<u>133,887</u>

The Unclaimed dividend relates to the amount returned by the registrar to the company in line with the regulatory requirements. This is accounted for as a current liability with the corresponding entry sitting in cash and cash equivalent.

28b Reconciliation of unclaimed dividend	Dec-25	Dec-24
	₦'000	₦'000
At 1 January	133,887	100,745
Additions	-	1,376,998
Payment	(54,841)	(1,376,998)
(Payment)/refund of unclaimed dividend	<u>-</u>	<u>33,142</u>
At 31 December 2025	<u>79,047</u>	<u>133,887</u>

Notes to the financial statements.

	Dec-25 ₦'000	Dec-24 ₦'000
29 Share capital and reserves		
	Dec-25 ₦'000	Dec-24 ₦'000
Issued and fully paid:		
2,294,996,000 ordinary shares of 50k each	1,147,498	1,147,498
105,003,725 ordinary shares of 50k each	52,502	
	<u>1,200,000</u>	<u>1,147,498</u>
At 31 December 2025		

A total of 105,003,725 ordinary shares of 50 kobo each of the company have been earmarked for the company's employee scheme (Long Term Incentive Plan) as approved by the shareholders at the 22nd Annual General Meeting in 2022. The shares will only become part of the company's issued share capital when they are duly registered with the Security and Exchange Commission. Also, the board have approve an increase in the ordinary shares at the 26th Annual General meeting in 2025 with 300,000 ordinary shares to be issued soon. The 105,003,725 ordinary shares have been duly registered and approved with the Security and Exchange Commission on November 4, 2025 with reference number SEC/SIS/SO/FHP/11/25 and registered number SR/FHP/2025/000404.

	Dec-25 ₦'000	Dec-24 ₦'000
30 Share premium		
At 1 January	4,829,614	4,829,614
At 31 December 2025	<u>4,829,614</u>	<u>4,829,614</u>

Section 120.2 of Companies and Allied Matters Act requires that where a Company issues shares at premium (i.e. above the par value), the value of the premium should be transferred to share premium.

Share premium arose as a result of premium paid on increase in share capital of 50k from 200,000,000 to 1,500,000,000 and 1,500,000,000 to 2,086,360,250 ordinary shares in November 2007 and April 2019 respectively. A bonus issue of 208,636,025 ordinary share of 50kobo each by way of one new ordinary share of 50 kob for every 10 ordinary share held as at the close of business on July 8 2022 was approved by SEC in August 2022.

31 Fair Value Reserve

The reserve records fair value changes in available for sale financial asset.

	Dec-25 ₦'000	Dec-24 ₦'000
At 1 January	4,655	3,285
Other Comprehensive income for the year, net	<u>-</u>	<u>1,370</u>
At 31 December 2025	<u>4,655</u>	<u>4,655</u>

Gain or loss on equity available for sale financial asset is not taxable. Hence, no deferred tax was recognised for fair value gain or loss. This is to aid any user of the financial statement not familiar with Nigerian tax laws.