



**ARADEL HOLDINGS PLC**  
Lagos, Nigeria

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**UNAUDITED CONSOLIDATED AND  
SEPARATE FINANCIAL  
STATEMENTS**

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FOR THE PERIOD ENDED 31 MARCH 2026

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## CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER

To comply with the provisions of Section 1.1 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007 I hereby make the following statements regarding the Internal Controls of Aradel Holdings Plc for the period ended 31 March 2026.

I, Adegbite Falade, certify that:

I have reviewed this management assessment on Internal Control over Financial Reporting of Aradel Holdings Plc;

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

Based on my knowledge, the financial statements, and other financial information, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in the report;

The company's other certifying officer and I:

a) are responsible for establishing and maintaining internal controls;

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

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

d) have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.

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

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

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

f) The company's other certifying officer and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.



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Adegbite Falade  
Chief Executive Officer  
FRC/2021/003/00000025055  
19 June 2026

## CERTIFICATION BY THE CHIEF FINANCIAL OFFICER

To comply with the provisions of Section 1.1 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007 I hereby make the following statements regarding the Internal Controls of Aradel Holdings Plc for the period ended 31 March 2026.

I, Adegbola Adesina, certify that:

I have reviewed this management assessment on Internal Control over Financial Reporting of Aradel Holdings Plc;

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

Based on my knowledge, the financial statements, and other financial information, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in the report;

The company's other certifying officer and I:

a) are responsible for establishing and maintaining internal controls;

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

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

d) have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.

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

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

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

f) The company's other certifying officer and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.



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Adegbola Adesina  
Chief Financial Officer  
FRC/2021/001/00000024579  
19 June 2026

## CONSOLIDATED AND SEPARATE STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE PERIOD ENDED 31 MARCH 2026

#'000	Notes	THE GROUP		THE COMPANY	
		31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Revenue	4	728,519,315	199,867,407	-	-
Cost of sales	5	(472,239,174)	(120,978,380)	-	-
Gross profit		256,280,141	78,889,027	-	-
Other (loss)/income	6	208,883,032	614,070	2,669,345	639,426
General and administrative expenses	7	(92,244,831)	(15,944,333)	(394,733)	(187,287)
Operating profit		372,918,342	63,558,764	2,274,612	452,139
Finance income	8	12,745,174	4,185,528	271,916	942,582
Finance costs	8	(101,825,703)	(5,431,469)	(278,771)	(537,008)
Net Finance (cost)/income		(89,080,529)	(1,245,941)	(6,855)	405,574
Share of profit of an associate	15	-	4,861,340	-	-
Profit before taxation		283,837,813	67,174,163	2,267,757	857,713
Tax expense	32	(163,546,208)	(32,977,578)	-	-
Profit after taxation		120,291,605	34,196,585	2,267,757	857,713
<b>Profit attributable to:</b>					
Equity holders of the parent		66,211,529	33,765,404	2,267,757	857,713
Non-controlling interest		54,080,076	431,181	-	-
		120,291,605	34,196,585	2,267,757	857,713
<b>Other comprehensive income:</b>					
Other comprehensive income item that may be reclassified to profit or loss in subsequent years (net of tax):					
Foreign currency translation difference		(233,995,733)	(260,483)	(11,452,437)	(236,326)
Share of other comprehensive income of associate accounted for using the equity method		-	1,094,172	-	-
Other comprehensive income item that will not be reclassified to profit or loss in subsequent years (net of tax):					
Net gain on equity instruments at fair value through other comprehensive income	14	2,333,008	1,922,486	2,418,349	1,922,486
Other comprehensive income for the year, net of tax		(231,662,725)	2,756,175	(9,034,088)	1,686,160
Total comprehensive income for the year		(111,371,120)	36,952,760	(6,766,331)	2,543,873
<b>Total comprehensive income attributable to:</b>					
Equity holders of the parent		(142,798,879)	35,562,940	(6,766,331)	2,543,873
Non-controlling interest		31,427,759	1,389,820	-	-
Basic & diluted earnings per share	11	₦15.24	₦7.77	₦0.52	₦0.20

## CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2026

#'000	Notes	THE GROUP		THE COMPANY	
		31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment	12a	4,946,298,857	5,127,749,808	-	-
Intangible assets	13	25,060,609	26,536,679	-	-
Deferred tax assets	16	786,137,837	891,456,140	-	-
Financial assets	14	31,522,902	25,423,318	29,892,580	24,655,300
Investment in associate	15	-	-	-	-
Investment in subsidiaries	33	-	-	15,734,227	15,734,227
Other receivables	19	383,982,940	397,705,000	-	-
RoU Assets	19	17,907,190	35,472,004	-	-
<b>Total non-current assets</b>		<b>6,190,910,335</b>	<b>6,504,342,949</b>	<b>45,626,807</b>	<b>40,389,527</b>
<b>Current assets</b>					
Inventories	17	89,365,872	82,898,380	-	-
Trade and other receivables	18	1,056,455,306	1,730,680,210	307,280,304	303,676,446
Security deposit	21	3,694,276	3,746,796	-	-
Prepayments	20	95,059,490	44,653,107	9,500	-
Financial assets	14	640,654	1,466,184	-	-
Cash and Cash equivalents	22	1,600,354,850	1,504,676,469	3,495,001	18,476,427
Restricted cash	22	22,865,699	23,675,274	-	-
<b>Total current assets</b>		<b>2,868,436,147</b>	<b>3,391,796,420</b>	<b>310,784,805</b>	<b>322,152,873</b>
<b>Total assets</b>		<b>9,059,346,482</b>	<b>9,896,139,369</b>	<b>356,411,612</b>	<b>362,542,400</b>
<b>Equity and liabilities</b>					
<b>Shareholders' equity</b>					
Share capital	23	2,172,422	2,172,422	2,172,422	2,172,422
Share premium	23	22,819,670	22,819,670	22,819,670	22,819,670
Translation reserve	35	260,298,976	471,642,392	157,410,724	168,863,161
Fair value reserve of financial assets at FVOCI	36	(14,518,158)	(16,851,166)	15,909,183	13,490,834
Retained earnings		1,076,725,416	1,010,513,887	143,998,525	141,730,768
<b>Total equity attributable to equity holders of the company</b>		<b>1,347,498,326</b>	<b>1,490,297,205</b>	<b>342,310,524</b>	<b>349,076,855</b>
Non-controlling interests	37	546,872,107	657,978,838	-	-
<b>Total shareholders' equity</b>		<b>1,894,370,433</b>	<b>2,148,276,043</b>	<b>342,310,524</b>	<b>349,076,855</b>
<b>Non-current liabilities</b>					
Borrowings	24	1,630,711,813	1,564,486,233	7,286,627	9,283,828
Pensions & similar obligations	29	32,926,884	36,706,362	-	-
Deferred tax liabilities	16	66,719,085	57,924,367	-	-
Environmental & legal provisions	30	62,553,178	55,300,674	-	-
Decommissioning liabilities	25	1,405,640,357	1,455,693,250	-	-
<b>Total non-current liabilities</b>		<b>3,198,551,317</b>	<b>3,170,110,886</b>	<b>7,286,627</b>	<b>9,283,828</b>
<b>Current liabilities</b>					
Trade, share based payment and other payables	27	2,119,823,765	2,397,511,399	6,814,461	4,181,717
Contract liabilities	26	7,622,813	870,039	-	-
Taxation	32	315,723,376	288,521,135	-	-
Lease liability	28	3,035,822	31,882,319	-	-
Borrowings	24	148,730,316	438,920,481	-	-
Contingent Consideration	31	1,371,488,640	1,420,047,067	-	-
<b>Total current liabilities</b>		<b>3,966,424,732</b>	<b>4,577,752,440</b>	<b>6,814,461</b>	<b>4,181,717</b>
<b>Total liabilities</b>		<b>7,164,976,049</b>	<b>7,747,863,326</b>	<b>14,101,088</b>	<b>13,465,545</b>
<b>Total equity &amp; liabilities</b>		<b>9,059,346,482</b>	<b>9,896,139,369</b>	<b>356,411,612</b>	<b>362,542,400</b>


The financial statements were approved and authorised for issue by the Board of Directors on 19 June 2026 and signed on its behalf by:



Adegbola Adesina  
Chief Financial Officer  
FRC/2021/001/00000024579



Adegbola Falade  
Chief Executive Officer  
FRC/2021/003/00000025055



Osten Olorunsola  
Chairman  
FRC/2025/PRO/DIR/003/043567

## CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY

THE GROUP	Total equity							
	Share Capital	Share premium	Translation reserve	Fair value reserve of financial assets at FVOCI	Retained earnings	attributable to equity holders of the company	Non-controlling interests	Total equity
#'000								
Balance at 1 January 2025	2,172,422	22,819,670	967,474,872	7,773,425	395,210,352	1,395,450,741	8,659,222	1,404,109,963
Profit for the year	-	-	-	-	33,765,404	33,765,404	431,181	34,196,585
Foreign currency translation difference	-	-	(1,219,122)	-	-	(1,219,122)	958,639	(260,483)
Net gain on equity instruments at fair value through other comprehensive income	-	-	-	1,922,486	-	1,922,486	-	1,922,486
Share of other comprehensive income of associate accounted for using the equity method	-	-	1,094,172	-	-	1,094,172	-	1,094,172
Total comprehensive income for the year	-	-	(124,950)	1,922,486	33,765,404	35,562,940	1,389,820	36,952,760
Dividends to equity holders of the company	-	-	-	-	-	-	-	-
Distribution to NCI holders	-	-	-	-	-	-	-	-
Total contributions by and distributions to owners of the company, recognised directly in equity	-	-	-	-	-	-	-	-
Balance at 31 March 2025	2,172,422	22,819,670	967,349,922	9,695,911	428,975,756	1,431,013,681	10,049,042	1,441,062,723
Balance at 1 January 2026	2,172,422	22,819,670	471,642,392	(16,851,166)	1,010,513,887	1,490,297,205	657,978,838	2,148,276,043
Profit for the year	-	-	-	-	66,211,529	66,211,529	54,080,076	120,291,605
Foreign currency translation difference	-	-	(211,343,416)	-	-	(211,217,964)	(22,652,317)	(233,995,733)
Net gain on equity instruments at fair value through other comprehensive income	-	-	-	2,333,008	-	2,333,008	-	2,333,008
Share of other comprehensive income of associate accounted for using the equity method	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	(211,217,964)	2,333,008	66,211,529	(142,798,879)	31,427,759	(111,371,120)
Distribution to NCI holders	-	-	-	-	-	-	(142,534,490)	(142,534,490)
Total contributions by and distributions to owners of the company recognised directly in equity	-	-	-	-	-	-	(142,534,490)	(142,534,490)
Balance at 31 March 2026	2,172,422	22,819,670	260,298,976	(14,518,158)	1,076,725,416	1,347,498,326	546,872,107	1,894,370,433

THE COMPANY	Total equity					
	Share Capital	Share premium	Translation reserve	Fair value reserve of financial assets at FVOCI	Retained earnings	Total equity
#'000						
Balance at 1 January 2025	2,172,422	22,819,670	120,627,274	7,773,425	139,796,660	293,189,451
Profit for the year	-	-	-	-	857,713	857,713
Foreign currency translation difference	-	-	(236,326)	-	-	(236,326)
Net gain on equity instruments at fair value through other comprehensive income	-	-	-	1,922,486	-	1,922,486
Total comprehensive income for the year	-	-	(236,326)	1,922,486	857,713	2,543,873
Dividends to equity holders of the company	-	-	-	-	-	-
Total contributions by and distributions to owners of the company, recognised directly in equity	-	-	-	-	-	-
Balance at 31 March 2025	2,172,422	22,819,670	120,390,948	9,695,911	140,654,373	295,733,324
Balance at 1 January 2026	2,172,422	22,819,670	168,863,161	13,490,834	141,730,768	349,076,855
Profit for the year	-	-	-	-	2,267,757	2,267,757
Foreign currency translation difference	-	-	(11,452,437)	-	-	(11,452,437)
Net gain on equity instruments at fair value through other comprehensive income	-	-	-	2,418,349	-	2,418,349
Total comprehensive income for the year	-	-	(11,452,437)	2,418,349	2,267,757	(6,766,331)
Dividends to equity holders of the company	-	-	-	-	-	-
Total contributions by and distributions to owners of the company recognised directly in equity	-	-	-	-	-	-
Balance at 31 March 2026	2,172,422	22,819,670	157,410,724	15,909,183	143,998,525	342,310,524

## CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS

FOR THE PERIOD ENDED 31 MARCH 2026

#'000	Notes	THE GROUP		THE COMPANY	
		31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Profit before taxation		283,837,813	67,174,163	2,267,757	857,713
Adjustments:					
Interest expense	8	101,825,703	5,431,469	278,771	537,008
Interest income	8	(12,745,174)	(4,185,528)	(271,916)	(942,582)
Exchange (gain)/loss	6	(4,798,552)	(219,733)	519,663	269,114
Share of profit from associate	15	-	(4,861,340)	-	-
Loss on Financial Asset at FV through PorL	7	3,919,640	-	-	-
Hedge cost written off	7	-	1,013,904	-	-
Depreciation of property, plant and equipment	10	164,216,897	23,500,772	-	-
Amortisation of intangible assets	10	591,460	-	-	-
Provision no longer required	5	(20,455,775)	-	-	-
Stock adjustment	5	(29,322,752)	14,015,894	-	-
Operating cash flows before movement in working capital		487,069,260	101,869,601	2,794,275	721,253
Movement in working capital:					
Decrease/(Increase) in trade and other receivables		336,318,838	(1,957,385)	(3,603,858)	(43,240,201)
(Increase)/Decrease in prepayments		(50,406,383)	(38,745)	(9,500)	2,443
Decrease/(Increase) in inventories		22,855,260	(4,402,553)	-	-
Decrease/(Increase) in restricted cash		809,575	(30,789,908)	-	-
Increase/(Decrease) in trade, share based payment and other payables		106,007,522	(32,365,188)	(12,055,964)	(950,809)
Increase/(Decrease) in contract liabilities		6,752,774	(1,695,902)	-	-
Cash generated by operating activities		909,406,846	30,619,920	(12,875,047)	(43,467,314)
Tax paid	32	(41,078,994)	-	-	-
Net cash flows from operating activities		868,327,852	30,619,920	(12,875,047)	(43,467,314)
Investing activities					
Interest received	8	12,745,174	4,212,907	271,916	894,987
Purchase of property, plant and equipment	12b/13	(140,624,804)	(29,073,241)	-	-
Purchase of financial assets		(4,389,509)	(26,722,158)	-	(147,544)
Investment in Renaissance		-	(20,914,713)	-	-
Net cash (used in) / from investing activities		(132,269,139)	(72,497,205)	271,916	747,443
Financing activities					
Dividend paid to NCI holders		(142,534,490)	-	-	-
Interest paid	24	(81,037,085)	(2,674,041)	(561,835)	(1,734,185)
Repayment of borrowing	24	(156,529,163)	(6,945,206)	(1,758,848)	-
Gas SPV Collection/SPA Related Balance		(182,665,560)	-	-	-
Earnout payment		(71,959,160)	-	-	-
Purchase of commodity options		357,028	-	-	-
Net cash flows used in financing activities		(634,368,430)	(9,619,247)	(2,320,683)	(1,734,185)
Increase / (Decrease) in cash and cash equivalents		101,690,283	(51,496,532)	(14,923,814)	(44,454,056)
Cash and cash equivalents - Beginning of year		1,504,676,469	411,801,252	18,476,427	74,355,599
Exchange rate effects on cash and cash equivalents		(6,011,902)	235,712	(57,612)	11,551
Cash and cash equivalents - End of period	22	1,600,354,850	360,540,432	3,495,001	29,913,094

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

### 1 REPORTING ENTITY

Aradel Holdings Plc ("the Company") was incorporated on 25 March 1992. The consolidated financial statements of the Company as at and for the period ended 31 March 2026 comprise the Group and the Company and the Group's interest in associates.

The Group is engaged in the exploration for, and development and production of oil and natural gas.

The Head Office of the Company is located at:  
15 Babatunde Jose Road,  
Victoria Island,  
Lagos,  
Nigeria.

### 1.2 Composition of Financial Statements

The consolidated financial statements are drawn up in United States Dollar and Nigerian Naira in accordance with IFRS Accounting Standards.

The financial statements comprise:

- Consolidated and separate statement of profit and loss and other comprehensive income
- Consolidated and separate statement of financial position
- Consolidated and separate statement of changes in equity
- Consolidated and separate statement of cash flows
- Notes to the consolidated and separate financial statements

A summary of the financial statements have been presented in United States Dollars as supplementary information

### 1.3 Financial Period

These consolidated and separate financial statements cover the period from 1 January 2026 to 31 March 2026 with comparative figures for the financial year from 1 January 2025 to 31 March 2025 except for the statement of financial position which has comparative figures as at 31 December 2025.

### 1.4 Basis of accounting

The financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), and in the manner required by the Companies and Allied Matters Act (CAMA), 2020 and Financial Reporting Council of Nigeria (Amendment) Act, 2023.

#### Statement of compliance

The consolidated and separate financial statements of Aradel Holdings Plc, and all of its subsidiaries ("The Group") have been prepared in compliance with the IFRS Accounting Standards as issued by the International Accounting Standards Board and IFRS Interpretations Committee (IFRIC) interpretations applicable to companies reporting under IFRS.

#### Basis of measurement

The consolidated and separate financial statements are prepared under the historical cost convention, except for certain financial instruments which are measured at amortised cost or at fair value. The functional currency is Dollar and presentation currency is Naira.

All amounts have been rounded to the nearest thousand, unless otherwise indicated.

The preparation of the consolidated and separate financial statements in conformity with IFRS Accounting Standards requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates and underlying assumptions are continually evaluated and are based on the Directors' best knowledge of current events and actions, actual results ultimately may differ from those estimates.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - Continued

**2 MATERIAL ACCOUNTING POLICY INFORMATION**

- (a) New standards, interpretations and amendments to existing standards that are effective for the current year

The Group has considered the following standards and amendments for the first time in its reporting period commencing 1 January 2026. Their adoption has not had any material impact on the disclosures or amounts reported in these financial statements.

Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standard – Hedge Accounting by a First-time Adopter. The Group has adopted the amendments to IFRS 1 for the first time in the current year.

Amendments to IFRS 7 Financial Instruments: Disclosures – Gain or Loss on Derecognition - *effective date is 1 January 2026*

Amendments to IFRS 9 Financial Instruments – Transaction Price - *effective date is 1 January 2026*

Amendments to IFRS 10 Consolidated Financial Statements – Determination of a 'De Facto Agent' - *effective date is 1 January 2026*

Amendments to IAS 7 Statement of Cash Flows – Cost Method - *effective date is 1 January 2026*

Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates titled Lack of Exchangeability. The Group has adopted the amendments to IAS 1 for the first time in the current year.

- (b) New standards, interpretations and amendments to existing standards issued but not yet effective.

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt this standard, if applicable, when it becomes effective.

Amendments to IFRS 18 Presentation and Disclosures in Financial Statements - *effective date is 1 January 2027*

Amendments to IFRS 19 Subsidiaries without Public Accountability: Disclosures - *effective date is 1 January 2027*

Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures—Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - *effective date yet to be set by the Board*

All other accounting policies are consistent with what was reported in the latest Audited Financial Statements

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**3 Segment Reporting**

Business segments are based on the Group's internal organisation and management reporting structure. The Group's operations cover 4 segments-Crude Oil, Gas, Refinery & Investment Properties. Some intersegment transactions were prevalent amongst the reporting segments during the reporting period under consideration, hence the eliminations necessary to achieve proper consolidation. Management remains committed to continuous value creation and accretion of the reserves. The reporting segments of the Group derive their revenues within and outside Nigeria & goods are transferred at a point in time. The segment reports are also in line with the Group's accounting policies.

**3.1 Segment profit/(loss) disclosure**

31 March 2026	CRUDE OIL #'000	GAS #'000	REFINED PRODUCTS #'000	INVESTMENT PROPERTIES #'000	TOTAL REPORTABLE SEGMENT #'000	ELIMINATIONS #'000	CONSOLIDATION #'000
Revenue	534,040,946	190,364,143	57,262,038	27,677	781,694,804	(53,175,489)	728,519,315
Operating costs (excluding depreciation and amortisation)	(301,075,085)	(115,168,709)	(36,595,472)	(11,871)	(452,851,137)	53,175,489	(399,675,648)
Depreciation and amortisation	(123,923,405)	(39,249,357)	(1,610,252)	(25,343)	(164,808,357)	-	(164,808,357)
Other income	155,696,682	52,814,171	369,812	2,367	208,883,032	-	208,883,032
Operating profit	264,739,138	88,760,248	19,426,126	(7,170)	372,918,342	-	372,918,342
Finance income	9,123,683	3,250,319	371,172	-	12,745,174	-	12,745,174
Finance costs	(75,955,105)	(24,277,888)	(1,592,710)	-	(101,825,703)	-	(101,825,703)
Profit before taxation	197,907,716	67,732,679	18,204,588	(7,170)	283,837,813	-	283,837,813
Tax expense	(107,731,142)	(44,110,459)	(11,632,641)	(71,966)	(163,546,208)	-	(163,546,208)
Profit after taxation	90,176,574	23,622,220	6,571,947	(79,136)	120,291,605	-	120,291,605

31 March 2025	CRUDE OIL #'000	GAS #'000	REFINED PRODUCTS #'000	INVESTMENT PROPERTIES #'000	TOTAL REPORTABLE SEGMENT #'000	ELIMINATIONS #'000	CONSOLIDATION #'000
Revenue	188,676,752	4,924,800	55,275,451	30,391	248,907,394	(49,039,987)	199,867,407
Operating costs (excluding depreciation and amortisation)	(113,311,172)	(5,891,349)	(43,255,764)	(29,308)	(162,487,593)	49,065,652	(113,421,941)
Depreciation and amortisation	(21,017,632)	(1,001,623)	(1,453,660)	(27,857)	(23,500,772)	-	(23,500,772)
Other (loss)/income	192,206	19,006	428,523	-	639,735	(25,665)	614,070
Operating profit	54,540,154	(1,949,166)	10,994,550	(26,774)	63,558,764	-	63,558,764
Finance income	2,506,621	12,287	1,666,620	-	4,185,528	-	4,185,528
Finance costs	(5,254,448)	(10,225)	(166,796)	-	(5,431,469)	-	(5,431,469)
Share of profit from associate	-	-	-	-	-	4,861,340	4,861,340
Profit before taxation	51,792,327	(1,947,104)	12,494,374	(26,774)	62,312,823	4,861,340	67,174,163
Tax expense	(25,765,442)	(3,251,045)	(3,804,891)	(156,200)	(32,977,578)	-	(32,977,578)
Profit after taxation	26,026,885	(5,198,149)	8,689,483	(182,974)	29,335,245	4,861,340	34,196,585

**3.2 Segment Assets and Liabilities**

The assets and liabilities are disclosed based on the operations of the reporting segments

31 March 2026	CRUDE OIL #'000	GAS #'000	REFINED PRODUCTS #'000	INVESTMENT PROPERTIES #'000	TOTAL REPORTABLE SEGMENT #'000	ELIMINATIONS #'000	CONSOLIDATION #'000
TOTAL ASSET	7,075,942,418	2,365,948,222	307,195,024	8,782,827	9,757,868,491	(698,522,009)	9,059,346,482
TOTAL LIABILITIES	3,770,197,399	1,186,628,930	76,588,778	161,656	5,033,576,763	2,131,399,286	7,164,976,049
31 December 2025							
TOTAL ASSET	7,506,644,835	2,371,973,909	324,416,553	11,852,707	10,214,888,004	(318,748,635)	9,896,139,369
TOTAL LIABILITIES	5,687,049,022	1,563,265,607	92,472,073	1,577,395	7,344,364,077	403,499,249	7,747,863,326

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**4 Revenue from contracts with customers**

## 3.1 Disaggregated revenue information

N#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Crude Oil	484,595,124	142,118,437	-	-
Gas	187,924,562	4,412,104	-	-
Refined Products	55,999,629	53,336,866	-	-
Total revenue Geographical markets	728,519,315	199,867,407	-	-
Within Nigeria	243,924,191	57,748,970	-	-
Outside Nigeria	484,595,124	142,118,437	-	-
Total revenue from contracts with customers	728,519,315	199,867,407	-	-
Timing of revenue recognition				
Goods transferred at a point in time	728,519,315	199,867,407	-	-
Goods transferred over time	-	-	-	-
Total revenue from contracts with customers	728,519,315	199,867,407	-	-

## Performance obligations

Information about the Group's performance obligations are summarised below:

## Sale of Crude Oil

The performance obligation is satisfied at a point in time when the product is physically transferred into a vessel, pipe or other delivery mechanism and is generally due within 30 to 45 days from the date of issue of the Bill of Lading.

## Sale of Gas

The performance obligation is satisfied at a point in time when the gas have been delivered at the buyer's delivery point for gas and is generally due within 30 to 90 days from the date of issue of invoice.

## Sale of Refined Products

The performance obligation is satisfied at a point in time, when the product is lifted by the customer/distributor and payment is made in advance

	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
	N#'000	N#'000	N#'000	N#'000
Contract balances				
Trade receivables (Note 19)	464,580,042	70,295,520	-	-
Contract liabilities (Note 28)	7,622,813	1,084,212	-	-

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Contract liabilities are considerations received from customers by the Group for which the related goods or services to the customers have not transferred.

Performance obligation for crude oil, refined products and gas are fulfilled once delivery of the products occurs and payments are generally due on crude oil and gas between 30 to 90 days. Payments on refined products are due between 0 to 30 days.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**5 Cost of sales**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>₦'000</b>				
Crude oil handling charges	51,528,005	28,718,611	-	-
Crude oil - Third party	2,544,209	-	-	-
Depreciation and amortisation (Note 10)	157,361,121	22,989,846	-	-
Operational and Maintenance expenses	95,075,989	10,257,775	-	-
Provision no longer required	(20,455,775)	-	-	-
Royalties & other statutory expenses	177,927,394	34,125,278	-	-
Staff costs (Note 9)	37,580,983	10,870,976	-	-
Stock adjustment	(29,322,752)	14,015,894	-	-
<b>Total</b>	<b>472,239,174</b>	<b>120,978,380</b>	<b>-</b>	<b>-</b>

Operational and maintenance expenses include field expenses, insurance expense, consultancy fees, field community costs, repairs and maintenance, and materials & supplies.

Royalties and other statutory expenses includes Royalties due to FGN, NDDC Levy and other statutory expense.

Provision no longer required relates to write back of ARO provision following the revision of oil & gas assets estimates.

Stock adjustment relates to the net movement in the value of inventory in the tank in the year.

**6 Other (loss)/income**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>₦'000</b>				
Crude handling income	72,731,009	-	-	-
Overlift	125,175,726	-	-	-
Fee income	1,455,811	394,337	582,181	394,337
Realized Exchange loss	4,721,934	219,733	2,606,827	514,203
Unrealized exchange gain	4,798,552	-	(519,663)	(269,114)
<b>Total</b>	<b>208,883,032</b>	<b>614,070</b>	<b>2,669,345</b>	<b>639,426</b>

Crude handling income relates to income earned from the transportation of 3rd party crude to Bonny terminal

Fee income relates to income from non trading activities

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**7 General and administrative expenses**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>£'000</b>				
Bank charges	5,657,546	-	3,118	43,431
Depreciation and amortisation (Note 10)	7,447,236	510,926	-	-
Directors' fees	575,571	78,552	210,932	78,248
Donations	481,652	-	-	-
Fuel, utilities and travel expenses	3,985,653	320,801	3,458	-
Hedging	3,919,640	1,013,904	-	-
Permits, licenses and subscription	8,752,323	3,440,718	(17,883)	2,195
Professional fees	7,743,389	957,365	170,452	26,897
Repairs and maintenance	5,401,361	501,682	-	9,470
Staff costs (Note 9)	25,053,988	7,247,317	-	-
Impairment loss on receivables	5,654,330	-	-	-
Other expenses	17,572,142	1,873,068	24,656	27,046
<b>Total</b>	<b>92,244,831</b>	<b>15,944,333</b>	<b>394,733</b>	<b>187,287</b>

Hedging consist of hedge cost written off and FV Loss through profit or loss

Professional fees consist of cleaning service, advisory services, security service, legal fees and registrar management fee.

Other expenses consist of training fees, printing and stationery, catering and other related administrative costs incurred during the year.

**8 Finance cost and income**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>£'000</b>				
Interest expense:				
Bank borrowings	81,729,722	4,009,531	-	-
Irredeemable Participating Investment Notes (IPIN)				
Interest	828,680	617,526	-	-
Provisions: unwinding of discount (Note 25)	18,988,530	427,202	-	-
Coupon on Bonds	278,771	377,210	278,771	537,008
<b>Finance costs</b>	<b>101,825,703</b>	<b>5,431,469</b>	<b>278,771</b>	<b>537,008</b>
Finance income				
Interest income	12,745,174	4,185,528	271,916	942,582
<b>Finance income</b>	<b>12,745,174</b>	<b>4,185,528</b>	<b>271,916</b>	<b>942,582</b>
<b>Net (finance costs)/finance income</b>	<b>(89,080,529)</b>	<b>(1,245,941)</b>	<b>(6,855)</b>	<b>405,574</b>

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**9 Staff costs**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>Included in cost of sales:</b>				
Salaries and other staff costs	37,580,983	10,870,976	-	-
<b>Included in general admin expenses:</b>				
Salaries and other staff costs	25,053,988	7,247,317	-	-
Total	62,634,971	18,118,293	-	-
<b>Salaries and other staff costs include the following:</b>				
Salaries	20,953,972	4,453,693	-	-
Defined Contribution expenses	909,087	665,316	-	-
Share based payment	11,070,640	12,168,560	-	-
Other allowances	29,701,272	830,724	-	-
	62,634,971	18,118,293	-	-

**10 Depreciation and amortisation**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>Included in cost of sales:</b>				
Depreciation of oil and gas properties (Note 12b)	141,037,462	22,989,846	-	-
Depreciation of ROU Assets Operating leases (Note 19)	16,323,659	-	-	-
Total in cost of sales	157,361,121	22,989,846	-	-
Included in general and administrative expenses:				
Depreciation of other property, plant and equipment (Note 12b)	6,855,776	371,420	-	-
Amortisation of intangible assets (Note 13)	591,460	139,506	-	-
Total in general and administrative expenses	7,447,236	510,926	-	-
Total	164,808,357	23,500,772	-	-

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**11 Earnings per share****Basic - GROUP**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company by the weighted average number of ordinary shares issued and fully paid as at the end of the period

	31-Mar-26	31-Mar-25
	₺'000	₺'000
Profit attributable to equity holders of the parent	66,211,529	33,765,404
Total	66,211,529	33,765,404

	31-Mar-26	31-Mar-25
	Number	Number
Weighted average number of ordinary shares in issue	4,344,844,360	4,344,844,360

	31-Mar-26	31-Mar-25
Basic earnings per share (₺)	₺15.24	₺7.77

There are no potential diluted shares in the current and prior period, hence, the basic & diluted EPS are same

**Basic - THE COMPANY**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company by the weighted average number of ordinary shares issued and fully paid as at the end of the period

	31-Mar-26	31-Mar-25
	₺'000	₺'000
Profit attributable to equity holders of the company	2,267,757	857,713

	31-Mar-26	31-Mar-25
	Number	Number
Weighted average number of ordinary shares in issue	4,344,844,360	4,344,844,360

	31-Mar-26	31-Mar-25
Basic earnings per share (₺)	₺0.52	₺0.20

There are no potential diluted shares in the current and prior period, hence, the basic & diluted EPS are same

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**12 Property, plant and equipment**

12a	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>₩'000</b>				
Oil and gas properties	3,287,660,449	3,302,802,258	-	-
Assets under development	1,475,098,661	1,633,928,498	-	-
Other property, plant and equipment	183,539,747	191,019,052	-	-
<b>Total</b>	<b>4,946,298,857</b>	<b>5,127,749,808</b>	<b>-</b>	<b>-</b>

12b	THE GROUP				THE COMPANY	
	Oil and gas properties	Assets under development	Other property, plant and equipment	Total	Other property, plant and equipment	Total
<b>₩'000</b>						
Cost:						
Balance at 1 January 2025	1,197,321,120	62,480,185	34,637,651	1,294,438,956	455,052	455,052
Translation difference	(81,195,459)	(8,403,233)	(2,652,028)	(92,250,720)	321,753	321,753
Reclassifications	21,250,020	(21,250,020)	-	-	-	-
Additions	36,747,196	101,607,773	7,682,594	146,037,563	-	-
Changes in decommissioning assets (Note 25)	1,292,569	-	-	1,292,569	-	-
Disposals	-	-	(320,108)	-	-	-
Acquired in business combination	17,241,686,215	1,499,493,793	490,968,767	19,232,148,775	-	-
<b>Balance at 31 December 2025</b>	<b>18,417,101,661</b>	<b>1,633,928,498</b>	<b>530,316,876</b>	<b>20,581,667,143</b>	<b>776,805</b>	<b>776,805</b>
Balance at 1 January 2026	18,417,101,661	1,633,928,498	530,316,876	20,581,347,035	776,805	776,805
Translation difference	(629,363,580)	(56,050,014)	(18,122,160)	(703,535,754)	(74,794)	(74,794)
Reclassifications	207,703,197	(207,703,197)	-	-	-	-
Additions	28,470,918	104,923,374	7,205,603	140,599,895	-	-
Changes in decommissioning assets (Note 25)	1,191,478	-	-	1,191,478	-	-
Disposal	-	-	-	-	(88,565)	(88,565)
<b>Balance at 31 March 2026</b>	<b>18,025,103,674</b>	<b>1,475,098,661</b>	<b>519,400,319</b>	<b>20,019,602,654</b>	<b>613,446</b>	<b>613,446</b>
Depreciation:						
Balance at 1 January 2025	596,826,308	-	20,975,304	617,801,612	455,052	455,052
Translation difference	(43,076,450)	-	(1,505,160)	(44,581,610)	321,753	321,753
Depreciation for the year	77,871,625	-	3,026,865	80,898,490	-	-
Disposal	-	-	(320,108)	(320,108)	-	-
Acquired in business combination	14,482,677,920	-	317,120,923	14,799,798,843	-	-
<b>Balance at 31 December 2025</b>	<b>15,114,299,403</b>	<b>-</b>	<b>339,297,824</b>	<b>15,453,597,227</b>	<b>776,805</b>	<b>776,805</b>
Balance at 1 January 2026	15,114,299,403	-	339,297,824	15,453,597,227	776,805	776,805
Translation difference	(517,893,640)	-	(10,293,028)	(528,186,668)	(74,794)	(74,794)
Depreciation for the year	141,037,462	-	6,855,776	147,893,238	-	-
Disposal	-	-	-	-	(88,565)	(88,565)
<b>Balance at 31 March 2026</b>	<b>14,737,443,225</b>	<b>-</b>	<b>335,860,572</b>	<b>15,073,303,797</b>	<b>613,446</b>	<b>613,446</b>
Net book value:						
At 31 March 2026	3,287,660,449	1,475,098,661	183,539,747	4,946,298,857	-	-
At 31 December 2025	3,302,802,258	1,633,928,498	191,019,052	5,127,749,808	-	-
At 1 January 2025	600,494,812	62,480,185	13,662,347	676,637,344	-	-

There is no impairments of Property, Plant, and Equipment during the year. See Note 33 for assets pledged as collateral for borrowings. The capital commitments in respect of PPE expenditures amounts to ₩39.6 billion (2024: ₩51.6 billion).

The current year reclassification relates to settlement of completed drilling projects from asset under development to Wells and Production Facilities and civil works while the prior year reclassification relates to settlement of completed drilling projects from asset under development to Wells and Production Facilities and civil works.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**13 Intangible assets**

#'000	THE GROUP			THE COMPANY	
	License	Software	Total	Software	Total
<b>Cost:</b>					
Balance at 1 January 2025	3,838,300	3,740,935	7,579,235	1,076,519	1,076,519
Translation difference	(250,050)	(255,660)	(505,710)	(70,131)	(70,131)
Additions	-	224,531	224,531	-	-
Acquired in business combination	-	54,324,670	54,324,670	-	-
Balance at 31 December 2025	3,588,250	58,034,476	61,622,726	1,006,388	1,006,388
Balance at 1 January 2026	3,588,250	58,034,476	61,622,726	1,006,388	1,006,388
Translation difference	(122,700)	(1,984,650)	(2,107,350)	(34,414)	(34,414)
Reclassification	-	-	-	-	-
Additions	-	24,909	24,909	-	-
Balance at 31 March 2026	3,465,550	56,074,735	59,540,285	971,974	971,974
<b>Amortisation:</b>					
Balance at 1 January 2025	3,838,300	2,489,935	6,328,235	1,076,519	1,076,519
Translation difference	(250,050)	(192,312)	(442,362)	(70,131)	(70,131)
Amortisation charge for the year	-	567,374	567,374	-	-
Acquired in business combination	-	28,632,800	28,632,800	-	-
Balance at 31 December 2025	3,588,250	31,497,797	35,086,047	1,006,388	1,006,388
Balance at 1 January 2026	3,588,250	31,497,797	35,086,047	1,006,388	1,006,388
Translation difference	(122,700)	(1,075,131)	(1,197,831)	(34,414)	(34,414)
Amortisation charge for the year	-	591,460	591,460	-	-
Balance at 31 March 2026	3,465,550	31,014,126	34,479,676	971,974	971,974
<b>Net book value:</b>					
At 31 March 2026	-	25,060,609	25,060,609	-	-
At 31 December 2025	-	26,536,679	26,536,679	-	-
At 1 January 2025	-	1,251,000	1,251,000	-	-

Intangible assets consist of computer software and licenses used by the Group for recording transactions and reporting purposes. The Group's software has a finite life and is amortised on a straight line basis over the life of the software licenses.

The prior year reclassification relates to movement of some assets from asset under development to intangible asset

**14 Financial assets**

Financial assets include the following:

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Listed securities:	17,687,674	17,149,267	16,945,919	11,250,184
Unlisted securities:	14,475,882	8,274,051	12,946,661	13,405,116
	32,163,556	25,423,318	29,892,580	24,655,300
Current	640,654	1,466,184	-	-
Non-current	31,522,902	25,423,318	29,892,580	24,655,300
Total	32,163,556	26,889,502	29,892,580	24,655,300

**15 Investment in associate**

#'000	THE GROUP	THE COMPANY
	31-Dec-25	31-Dec-25 #000
At 1 January	489,968,207	7,810,062
Share of profit	109,517,712	-
Translation difference	63,954,938	-
Transfer to related party	-	(7,810,062)
Dividend received	(13,270,074)	-
Impairment	(106,301,680)	-
Reclassified to business combination on obtaining control	(543,869,103)	-
Carrying amount	-	-

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

In Q4 2025 Aradel acquired an additional 40% equity stake in ND Western Limited (NDW). From this date, the books of NDW have now been fully consolidated resulting to the elimination of the investment in associate balance.

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Share of Profit Included in PorL				
Share of profit - ND Western	-	4,861,340	-	-
Total	-	4,861,340	-	-

**16 Deferred taxation**

The analysis of deferred tax assets and deferred tax liabilities is as follows:

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Deferred tax assets				
Acquired in business combination	(786,137,837)	(886,745,619)	-	-
Origination / (reversal) of temporary differences	-	(4,710,521)	-	-
Total	(786,137,837)	(891,456,140)	-	-
Deferred tax liabilities				
Accelerated depreciation and amortisation	47,730,555	56,834,035	-	-
Decommissioning liabilities	18,988,530	1,090,332	-	-
Total	66,719,085	57,924,367	-	-
Deferred taxation				
At start of year	(833,531,773)	53,351,684	-	-
Acquired in business combination	-	(886,745,619)	-	-
Income statement credit	85,462,793	977,297	-	-
Translation difference	28,650,228	(1,115,136)	-	-
Net deferred tax liabilities/(assets) at end of year	(719,418,752)	(833,531,773)	-	-
Reflected in the statement of financial position as:				
Deferred tax liabilities	66,719,085	57,924,367	-	-
Deferred tax assets	(786,137,837)	(891,456,140)	-	-
Net deferred tax (asset)/liabilities	(719,418,752)	(833,531,773)	-	-

Deferred taxes are receivable in more than one year.

**17 Inventories**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Crude Oil	10,684,366	-	-	-
Gas	-	-	-	-
Refined Products	4,442,901	3,556,442	-	-
Materials	74,238,605	79,341,938	-	-
Total	89,365,872	82,898,380	-	-

There were no write-downs of inventory during the year and all inventory balances are current in nature. Inventory balances will be turned over within 12 months after the financial year. The inventory charged to Cost of sales during the year amounted to N1.9 billion (2025: N6.1 billion)

The net movement in the value of inventory in the tank throughout the year is reflective in stock adjustments (note 5).

**18 Trade and other receivables**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Trade receivables	464,580,042	1,122,622,783	-	-
Other receivables	1,137,072,219	1,208,522,447	-	-
Related party receivables (Note 39)	-	-	307,280,304	303,676,446
	1,601,652,261	2,331,145,230	307,280,304	303,676,446
Allowance for expected credit losses	(161,214,015)	(202,760,020)	-	-
	1,440,438,246	2,128,385,210	307,280,304	303,676,446
Short term	1,056,455,306	1,730,680,210	-	-
Long term	383,982,940	397,705,000	-	-
Total	1,440,438,246	2,128,385,210	-	-

Trade receivables are non-interest bearing and are generally on 30-90 day terms.

Other receivables comprise advances, deposits, and other miscellaneous amounts recoverable from third parties in the ordinary course of business.

The Company had no expected credit loss provision as majority of the related party receivables relates to dividend. This is payable to the parent entity by its subsidiaries.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

19 RoU Assets	THE GROUP		THE COMPANY	
	31-Mar-26		31-Mar-26	00-Jan-00
<b>#'000</b>				
RoU Assets	17,907,190	35,472,004	-	-
	17,907,190	35,472,004	-	-
Movement in right of use asset:				
Balance as at 1 January	35,472,004			
Depreciation	(16,323,659)			
Translation difference	(1,241,155)			
Acquired in business combination		35,472,004		
Carrying Amount	17,907,190	35,472,004		

Right-of-use assets relate principally to leases of well drilling rigs and workover units used in upstream operations.

20 Prepayments	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>#'000</b>				
Prepaid rent	17,166	106,018	4,159	-
Prepaid expenses	94,216,371	43,640,068	-	-
Prepaid insurance	825,953	907,021	5,341	-
Total	95,059,490	44,653,107	9,500	-

21 Security deposit	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>#'000</b>				
Security deposit	3,694,276	3,746,796	4,159	-
Total	3,694,276	3,746,796	4,159	-

Security deposits were acquired through business combinations and relate to deposits made to guarantee gas supply obligations.

22 Cash and cash equivalents	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>#'000</b>				
Cash and bank balances	1,475,942,991	1,379,047,331	3,495,000	3,279,969
Short term deposits	124,411,859	125,629,138	1	15,196,458
Cash and cash equivalents for statement of cashflow purposes	1,600,354,850	1,504,676,469	3,495,001	18,476,427
Restricted cash	22,865,699	23,675,274	-	-
Total Cash and cash equivalents	1,623,220,549	1,528,351,743	3,495,001	18,476,427

Cash and cash equivalents comprise balances with less than three months to maturity, including cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities less than three months.

Restricted cash relates to cash used as collateral for the GT Bank loans as well as #12.0 billion acquired from business combination. The Group/Company cannot withdraw or physically access the cash due to restrictions placed on the accounts by the banks.

## 23 Share capital and premium

## Share capital and premium - THE GROUP

Issue of Shares	Number of shares	Ordinary shares (#'000)	Share premium (#'000)	Total (#'000)
Balance at 31 December 2025	4,344,844,360	2,172,422	22,819,670	24,992,092
Balance at 1 January 2026	4,344,844,360	2,172,422	22,819,670	24,992,092
- Issue of shares	-	-	-	-
Balance at 31 March 2026	4,344,844,360	2,172,422	22,819,670	24,992,092

## Share capital and premium - THE COMPANY

Issue of Shares	Number of shares	Ordinary shares (#'000)	Share premium (#'000)	Total (#'000)
Balance at 31 December 2025	4,344,844,360	2,172,422	22,819,670	24,992,092
Balance at 1 January 2026	4,344,844,360	2,172,422	22,819,670	24,992,092
- Issue of shares	-	-	-	-
Balance at 31 March 2026	4,344,844,360	2,172,422	22,819,670	24,992,092

Share premium represents the excess of the market value of the total issued share capital over the nominal value

	Number of shares	Amount (#'000)
Authorised Share capital	4,344,844,360	2,172,422
Issued and fully paid-up	4,344,844,360	2,172,422

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**24 Borrowings**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>#'000</b>				
GTB	275,411,416	406,159,674	-	-
IFC	52,684,453	54,322,357	-	-
Stanbic	304,934,727	355,908,368	-	-
BOI loan	-	672,392	-	-
Bond	7,286,627	9,283,828	7,286,627	9,283,828
Loan from related party	-	153,749	-	-
Petre IPINs	106,747	106,747	-	-
Standard Chartered Bank	1,139,018,159	1,176,799,599	-	-
<b>Total</b>	<b>1,779,442,129</b>	<b>2,003,406,714</b>	<b>7,286,627</b>	<b>9,283,828</b>
Current	148,730,316	438,920,481	-	-
Non-current	1,630,711,813	1,564,486,233	7,286,627	9,283,828
<b>Total</b>	<b>1,779,442,129</b>	<b>2,003,406,714</b>	<b>7,286,627</b>	<b>9,283,828</b>

## Changes in liabilities arising from financing activities

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	00-Jan-00	00-Jan-00
<b>#'000</b>				
At 1 January	2,003,406,714	96,399,270	9,283,828	11,131,874
Additional borrowing	-	503,790,300	-	-
Loan from related party	-	49,965,689	-	-
Repayment of borrowings	(156,529,163)	(116,575,481)	(1,758,848)	-
Repayment of interest	(81,037,085)	(26,628,139)	(561,835)	(1,734,185)
Acquired in business combination	-	1,476,457,998	-	-
Foreign exchange movement	(68,405,487)	(1,799,447)	44,711	(137,789)
Accrued interest	82,007,150	26,719,515	278,771	1,862,601
Remeasurements	-	(4,922,990)	-	16,276
At 31 December	1,779,442,129	2,003,406,714	7,286,627	9,283,828

Remeasurements are non-cashflow and relate to the effects of carrying borrowings at amortised cost using the effective interest rate method.

**25 Decommissioning liabilities**

	THE GROUP	THE COMPANY
	#'000	#'000
Balance at 1 January 2025	36,940,108	-
Charged/(credited) to profit or loss:		
Provision no longer required	(12,857,423)	-
Changes in estimated flows	1,292,569	-
Translation difference	(1,841,071)	-
Unwinding of discount due to passage of time	1,431,068,735	-
Acquired in business combination	1,090,332	-
<b>Balance at 31 December 2025</b>	<b>1,455,693,250</b>	<b>-</b>
Balance at 1 January 2026	1,455,693,250	-
Charged/(credited) to profit or loss:		
Provision no longer required	(20,455,775)	-
Changes in estimated flows	1,191,478	-
Translation difference	(49,777,126)	-
Unwinding of discount due to passage of time	18,988,530	-
<b>Balance at 31 March 2026</b>	<b>1,405,640,357</b>	<b>-</b>

**26 Contract Liabilities**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	00-Jan-00	00-Jan-00
<b>#'000</b>				
Down payments received	7,622,813	870,039	-	-
	7,622,813	870,039	-	-

A contract liability is an entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer. This will exist when an entity has received consideration but has not transferred the related goods or services to the customer. The Group has recognised a liability in relation to contracts with refined products customers for the delivery of refined products which these customers are yet to receive but which cash consideration have been received by the Group as at the end of the reporting period.

For the purchase of refined products, the terms of payments relating to the contract with customers is advance payments. The refinery operates a 7-days sales cycle which includes product evacuation.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**27 Trade, share based payment and other payables**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Accruals	8,563,697	10,662,690	-	-
Amounts due to related parties (Note 38)	-	-	2,560,348	134,918
Royalty payable & Other Statutory payables	109,266,259	141,502,132	-	-
Sundry creditors	1,134,827,380	1,452,354,335	2,811,722	3,067,380
Staff payable	11,626,438	-	-	-
Trade payables	854,097,600	792,012,823	-	-
Unclaimed dividend	1,442,391	979,419	1,442,391	979,419
	2,119,823,765	2,397,511,399	6,814,461	4,181,717

**28 Lease Liability**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Lease Liability	3,035,822	31,882,319	-	-
Total	3,035,822	31,882,319	-	-

These represents lease contracts acquired through business combination. As at the end of the reporting period, the Group had four lease contracts in operation with maturities in Q2 2026.

**29 Pensions & similar obligations**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Pensions & similar obligations	32,926,884	36,706,362	-	-
Total	32,926,884	36,706,362	-	-

These relates to defined benefit obligation comprising employee gratuity benefits and legacy Shell retiree medical plan benefits.

**30 Environmental & legal provisions**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Environmental & legal provisions	62,553,178	55,300,674	-	-
Total	62,553,178	55,300,674	-	-

These represent provisions for environmental clean-up and legal claims.

**31 Contingent Consideration**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Contingent Consideration	1,371,488,640	1,420,047,067	-	-
Total	1,371,488,640	1,420,047,067	-	-

The contingent consideration arose from the acquisition of ND Western Limited and Renaissance Africa Energy Company Limited and has been recognised as part of the provisional purchase price allocation for the business combination. The amount represents management's provisional estimate of the acquisition-date fair value of amounts that may become payable under the acquisition agreements.

The purchase price allocation remains provisional because the acquisition was completed on 31 December 2025, and as at the current reporting date, the Group has not obtained all information necessary to finalise the valuation of the contingent consideration by the date, these financial statements were authorised for issue. The Group expects to finalise the valuation of the contingent consideration within the IFRS 3 measurement period, which will not exceed one year from the acquisition date. Any measurement period adjustments arising from new information about facts and circumstances that existed at the acquisition date will be accounted for retrospectively as part of the finalisation of the purchase price allocation.

**32 Taxation**

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Current Tax	78,083,415	24,673,154	-	-
Total current tax	78,083,415	24,673,154	-	-
Deferred taxation				
Origination of temporary differences	85,462,793	8,304,424	-	-
Total deferred tax	85,462,793	8,304,424	-	-
Income tax expense	163,546,208	32,977,578	-	-

The Company did not incur corporate tax or minimum tax for the current and prior year, as it had no revenue. Its other income primarily comprises of franked investment income, which has been subjected to withholding tax (WHT) as a final tax.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

The movement in the current and petroleum income tax liability is as follows:

#'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
At 1 January	288,521,135	35,402,305	-	-
Tax paid	(41,078,994)	(46,373,196)	-	-
Prior period (over)/under provision	-	1,386,629	-	-
Income tax charge for the year	78,083,415	75,302,883	-	-
Acquired in business combination	-	227,181,741	-	-
Foreign exchange difference	(9,802,180)	(4,379,227)	-	-
	315,723,376	288,521,135	-	-

**33 Commitments**

As at 31 March 2026, the capital commitments in respect of PPE expenditures amounts to ₦38.6 billion (2025: ₦51.7 billion).

**34 Contingencies**

The Group has contingent liabilities in respect of legal suits against Aradel Energy Limited as the operator of the Ogbelè oil field. The possible liabilities from these cases amount to ₦727.4 billion (2025: ₦727.4 billion). These have not been incorporated in these financial statements. The directors on the advice of the Group's solicitors are of the opinion that the

**35 Translation reserve**

Included in translation reserve are share of other comprehensive income of an associate and foreign currency translation reserve.

**36 Fair value reserve**

This represents the fair value changes in financial assets measured at fair value through other comprehensive income.

**37 Non-Controlling Interest**

Non-Controlling Interests represent the 5.02% ownership stake in Aradel Refineries Limited, 18.33% ownership stake in ND Western Limited and 46.67% ownership stake in Renaissance Africa Energy Holding Company Limited held outside the Group.

**38 Related party disclosures**

The consolidated financial statements include the financial statements of Aradel Holdings Plc and the subsidiaries listed in the following table:

	Country of incorporation	% effective equity interest	
		2026	2025
Aradel Energy Limited	Nigeria	100	100
Aradel Gas Limited	Nigeria	100	100
Aradel Investments Limited	Nigeria	100	100
Aradel Refineries Limited	Nigeria	94.98	95.04
ND Western Limited	Nigeria	81.67	41.67
Renaissance Africa Energy Holdings	Nigeria	53.33	-

The ultimate parent of the Group is Aradel Holdings Plc.

Balances and transactions between the parent company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note

The following transactions were carried out with related parties:

**THE COMPANY****(a) Purchase of goods and services**

	2026	2025
	₦'000	₦'000
Purchase of services:		
- Entity under common control (Aradel Investments Limited)	1,848	2,048
Total	1,848	2,048

**(b) Period-end balances arising from sales/purchases of goods/services**

	2026	2025
	₦'000	₦'000
Receivables		
Aradel Energy Limited	199,084,758	119,551,856
Aradel Gas Limited	108,161,202	112,328,013
Aradel Investments Limited	34,344	31,577
Total	307,280,304	231,911,446
Payables		
Aradel Refineries Limited	(2,560,348)	(134,918)
Total	(2,560,348)	(134,918)



**ARADEL HOLDINGS PLC**  
Lagos, Nigeria

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**UNAUDITED CONSOLIDATED AND  
SEPARATE FINANCIAL  
STATEMENTS**

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FOR THE PERIOD ENDED 31 MARCH 2026  
**(IN US DOLLARS)**

CONSOLIDATED AND SEPARATE STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE PERIOD ENDED 31 MARCH 2026

\$'000	Notes	THE GROUP		THE COMPANY	
		31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Revenue	2	526,452	131,399	-	-
Cost of sales	3	(341,258)	(79,535)	-	-
Gross profit		185,194	51,864	-	-
Other income/loss	4	150,945	403	1,929	420
General and administrative expenses	5	(66,660)	(10,484)	(284)	(122)
Operating profit		269,479	41,783	1,645	298
Finance income	6	9,209	2,752	196	620
Finance costs	6	(73,582)	(3,571)	(201)	(353)
Net Finance (cost)/income		(64,373)	(819)	(5)	267
Share of profit of an associate	13	-	3,196	-	-
Profit before taxation		205,106	44,160	1,640	565
Tax expense	30	(118,182)	(21,680)	-	-
Profit after taxation		86,924	22,480	1,640	565
<b>Profit attributable to:</b>					
Equity holders of the parent		47,844	22,197	1,640	565
Non-controlling interest		39,080	283	-	-
		86,924	22,480	1,640	565
<b>Other comprehensive income:</b>					
Other comprehensive income that will not be reclassified to profit or loss in subsequent years (net of tax):					
Net gain/loss on equity instruments at fair value through other comprehensive income	12	1,683	1,054	1,683	1,054
Other comprehensive income for the year, net of tax		1,683	1,054	1,683	1,054
Total comprehensive income for the year		88,607	23,534	3,323	1,619
<b>Total comprehensive income attributable to:</b>					
Equity holders of the parent		49,527	23,251	3,323	1,619
Non-controlling interest		39,080	283	-	-
Basic & diluted earnings per share	9	\$0.011	\$0.005	\$0.000	\$0.000

## CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2026

\$'000	Notes			THE COMPANY	
		31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment	10a	3,568,192	3,572,598	-	-
Intangible assets	11	18,079	18,489	-	-
Deferred tax assets	14	567,109	621,094	-	-
Financial assets	12	22,739	17,712	21,563	17,177
Investment in associate	13	-	-	-	-
Investment in subsidiaries	31	-	-	51,355	51,355
Other receivables	17	215,736	277,000	-	-
RoU Assets	18	12,918	24,714	-	-
<b>Total non-current assets</b>		<b>4,404,773</b>	<b>4,531,607</b>	<b>72,918</b>	<b>68,532</b>
<b>Current assets</b>					
Inventories	15	64,467	57,757	-	-
Trade and other receivables	16	939,179	1,205,884	221,668	211,577
Security deposit	17	2,665	2,610	-	-
Prepayments	19	68,574	31,111	7	-
Financial assets	12	462	1,022	-	-
Cash and Cash equivalents	20	1,154,472	1,048,335	2,520	12,873
Restricted cash	20	16,495	16,495	-	-
<b>Total current assets</b>		<b>2,246,314</b>	<b>2,363,214</b>	<b>224,195</b>	<b>224,450</b>
<b>Total assets</b>		<b>6,651,087</b>	<b>6,894,821</b>	<b>297,113</b>	<b>292,982</b>
<b>Equity and liabilities</b>					
<b>Shareholders' equity</b>					
Share capital	21	19,316	19,316	19,316	19,316
Share premium	21	78,955	78,955	78,955	78,955
Fair value reserve of financial assets at FVOCI	34	(8,792)	(10,475)	11,208	9,525
Retained earnings		998,113	950,269	177,465	175,825
<b>Total equity attributable to equity holders of the company</b>		<b>1,087,592</b>	<b>1,038,065</b>	<b>286,944</b>	<b>283,621</b>
Non-controlling interest	35	394,506	458,426	-	-
<b>Total shareholders' equity</b>		<b>1,482,098</b>	<b>1,496,491</b>	<b>286,944</b>	<b>283,621</b>
<b>Non-current liabilities</b>					
Borrowings	22	1,176,933	1,090,569	5,256	6,468
Pensions & similar obligations	27	23,753	25,574	-	-
Deferred tax liabilities	14	48,130	40,358	-	-
Environmental & legal provisions	28	45,125	38,529	-	-
Decommissioning liabilities	23	1,014,009	1,014,208	-	-
<b>Total non-current liabilities</b>		<b>2,307,950</b>	<b>2,209,238</b>	<b>5,256</b>	<b>6,468</b>
<b>Current liabilities</b>					
Trade, share based payment and other payables	25	1,528,927	1,670,078	4,913	2,893
Contract liabilities	24	5,499	606	-	-
Taxation	30	227,758	201,018	-	-
Lease liability	26	2,190	22,213	-	-
Borrowings	22	107,292	305,804	-	-
Contingent Consideration		989,373	989,373	-	-
<b>Total current liabilities</b>		<b>2,861,039</b>	<b>3,189,092</b>	<b>4,913</b>	<b>2,893</b>
<b>Total liabilities</b>		<b>5,168,989</b>	<b>5,398,330</b>	<b>10,169</b>	<b>9,361</b>
<b>Total equity &amp; liabilities</b>		<b>6,651,087</b>	<b>6,894,821</b>	<b>297,113</b>	<b>292,982</b>

The financial statements were approved and authorised for issue by the Board of Directors on 19 June 2026 and signed on its behalf by:



Adegbola Adesina  
Chief Financial Officer  
FRC/2021/001/00000024579



Adegbite Falade  
Chief Executive Officer  
FRC/2021/003/00000025055



Osten Olorunsola  
Chairman  
FRC/2025/PRO/DIR/003/043567

## CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY

THE GROUP	Share capital	Share premium	Fair value reserve of financial assets at FVOCI	Retained earnings	Total equity attributable to equity holders of the company	Non-controlling interests	Total equity
<b>\$'000</b>							
Balance at 1 January 2025	19,316	78,955	6,006	803,446	907,723	6,258	913,981
Profit for the year	-	-	-	22,197	22,197	283	22,480
Net gain on equity instruments at fair value through other comprehensive income	-	-	1,054	-	1,054	-	1,054
Total comprehensive income for the year	-	-	1,054	22,197	23,251	283	23,534
Balance at 31 March 2025	19,316	78,955	7,060	825,643	930,974	6,541	937,515
Balance at 1 January 2026	19,316	78,955	(10,475)	950,269	1,038,065	458,426	1,496,491
Profit for the year	-	-	-	47,844	47,844	39,080	86,924
Net gain on equity instruments at fair value through other comprehensive income	-	-	1,683	-	1,683	-	1,683
Total comprehensive income for the year	-	-	1,683	47,844	49,527	39,080	88,607
Distribution to NCI holders	-	-	-	-	-	(103,000)	(103,000)
Total contributions by and distributions to owners of the company recognised directly in equity	-	-	-	-	-	(103,000)	(103,000)
Balance at 31 March 2026	19,316	78,955	(8,792)	998,113	1,087,592	394,506	1,482,098

THE COMPANY	Share capital	Share premium	Fair value reserve of financial assets at FVOCI	Retained earnings	Total equity
<b>\$'000</b>					
Balance at 1 January 2025	19,316	78,955	6,006	172,703	276,980
Profit for the year	-	-	-	565	565
Net gain on equity instruments at fair value through other comprehensive income	-	-	1,054	-	1,054
Total comprehensive income for the year	-	-	1,054	565	1,619
Dividends to equity holders of the company	-	-	-	-	-
Total contributions by and distributions to owners of the company, recognised directly in equity	-	-	-	-	-
Balance at 31 March 2025	19,316	78,955	7,060	173,268	278,599
Balance at 1 January 2026	19,316	78,955	9,525	175,825	283,621
Profit for the year	-	-	-	1,640	1,640
Net gain on equity instruments at fair value through other comprehensive income	-	-	1,683	-	1,683
Total comprehensive income for the year	-	-	1,683	1,640	3,323
Dividends to equity holders of the company	-	-	-	-	-
Total contributions by and distributions to owners of the company recognised directly in equity	-	-	-	-	-
Balance at 31 March 2026	19,316	78,955	11,208	177,465	286,944

## CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS

FOR THE PERIOD ENDED 31 MARCH 2026

\$'000	Notes	THE GROUP		THE COMPANY	
		31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Profit before taxation		205,106	44,160	1,640	565
Adjustments:					
Interest expense	6	73,582	3,571	201	353
Interest income	6	(9,209)	(2,752)	(196)	(620)
Exchange (gain)/loss	4	(3,467)	(144)	376	177
Share of profit from associate	13	-	(3,196)	-	-
Loss on Financial Asset at FV through PorL	5	2,832	-	-	-
Hedge cost in PorL	5	-	667	-	-
Depreciation of property, plant and equipment	8	119,096	15,451	-	-
Provision no longer required	3	(14,782)	-	-	-
Stock adjustment	3	(21,189)	9,214	-	-
Operating cash flows before movement in working capital		351,969	66,971	2,021	475
Movement in working capital:					
Decrease/(Increase) in trade and other receivables		327,531	(1,245)	(10,091)	(28,976)
(Increase)/Decrease in prepayments		(37,463)	(24)	(7)	2
Decrease/(Increase) in inventories		24,664	(2,937)	-	-
(Increase)/Decrease in restricted cash		-	(20,037)	-	-
Increase/(Decrease) in trade and other payables		37,366	(21,365)	(795)	(394)
Increase/(Decrease) in contract liabilities		4,893	(1,105)	-	-
Cash generated by operating activities		708,960	20,258	(8,872)	(28,893)
Tax paid	30	(29,686)	-	-	-
Net cash flows from / (used in) operating activities		679,274	20,258	(8,872)	(28,893)
Investing activities					
Interest received	6	9,209	2,770	196	620
Purchase of property, plant and equipment	10/11	(101,620)	(18,924)	-	-
Purchase of financial assets		(3,172)	(17,568)	-	(97)
Investment in Renaissance		-	(13,750)	-	-
Net cash (used in) / provided by investing activities		(95,583)	(47,472)	196	523
Financing activities					
Dividends paid to NCI holders		(103,000)	-	-	-
Interest paid	22	(58,560)	(1,758)	(406)	(589)
Repayment of borrowing	22	(113,113)	(4,566)	(1,271)	-
Lease payments		(19,000)	-	-	-
Gas SPV Collection/SPA Related Balance		(132,000)	-	-	-
Earnout payment		(52,000)	-	-	-
Purchase of commodity options		258	-	-	-
Net cash flows used in from financing activities		(477,415)	(6,324)	(1,677)	(589)
Increase/(Decrease) in cash and cash equivalents		106,276	(33,538)	(10,353)	(28,959)
Cash and cash equivalents - Beginning of year		1,048,335	268,217	12,873	48,429
Exchange rate effects on cash and cash equivalents		(139)	-	-	-
Cash and cash equivalents - End of period	20	1,154,472	234,679	2,520	19,470

The accompanying notes and material accounting policies form an integral part of these financial statements

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**1 Segment Reporting**

Business segments are based on the Group's internal organisation and management reporting structure. The Group's operations cover 4 segments-Crude Oil, Gas, Refinery & Investment Properties. Some intersegment transactions were prevalent amongst the reporting segments during the reporting period under consideration, hence the eliminations necessary to achieve proper consolidation. Management remains committed to continuous value creation and accretion of the reserves. The reporting segments of the Group derive their revenues within and outside Nigeria & goods are transferred at a point in time. The segment reports are also in line with the Group's accounting policies.

1.1 Segment profit/(loss) disclosure \$'000	CRUDE OIL	GAS	REFINED PRODUCTS	INVESTMENT PROPERTIES	TOTAL REPORTABLE SEGMENT	ELIMINATIONS	CONSOLIDATION
31 March 2026							
Revenue	385,915	137,563	41,380	20	564,878	(38,426)	526,452
Operating costs (excluding depreciation and amortisation)	(217,566)	(83,224)	(26,449)	(9)	(327,248)	38,426	(288,822)
Depreciation and amortisation	(89,552)	(28,363)	(1,163)	(18)	(119,096)	-	(119,096)
Other (loss)/income	112,511	38,165	267	2	150,945	-	150,945
Operating profit	191,308	64,141	14,035	(5)	269,479	-	269,479
Finance income	6,592	2,349	268	-	9,209	-	9,209
Finance costs	(54,887)	(17,544)	(1,151)	-	(73,582)	-	(73,582)
Profit before taxation	143,013	48,946	13,152	(5)	205,106	-	205,106
Tax expense	(77,850)	(31,875)	(8,406)	(51)	(118,182)	-	(118,182)
Profit after taxation	65,163	17,071	4,746	(56)	86,924	-	86,924

31 March 2025	CRUDE OIL	GAS	REFINED PRODUCTS	INVESTMENT PROPERTIES	TOTAL REPORTABLE SEGMENT	ELIMINATIONS	CONSOLIDATION
Revenue	124,042	3,238	36,339	20	163,639	(32,240)	131,399
Operating costs (excluding depreciation and amortisation)	(74,494)	(3,875)	(28,437)	(19)	(106,825)	32,257	(74,568)
Depreciation and amortisation	(13,820)	(658)	(955)	(18)	(15,451)	-	(15,451)
Other income/(loss)	126	13	281	-	420	(17)	403
Operating profit	35,854	(1,282)	7,228	(17)	41,783	-	41,783
Finance income	1,648	8	1,096	-	2,752	-	2,752
Finance costs	(3,454)	(7)	(110)	-	(3,571)	-	(3,571)
Share of profit from associate	-	-	-	-	-	3,196	3,196
Profit before taxation	34,048	(1,281)	8,214	(17)	40,964	3,196	44,160
Tax expense	(16,939)	(2,137)	(2,501)	(103)	(21,680)	-	(21,680)
Profit after taxation	17,109	(3,418)	5,713	(120)	19,284	3,196	22,480

**1.2 Segment Assets and Liabilities**

The assets and liabilities are disclosed based on the operations of the reporting segments

Total Segment Assets	CRUDE OIL	GAS	REFINED PRODUCTS	INVESTMENT PROPERTIES	TOTAL REPORTABLE SEGMENT	ELIMINATIONS	CONSOLIDATION
31 March 2026							
TOTAL ASSET	5,148,680	1,706,761	221,608	6,316	7,083,365	(432,278)	6,651,087
TOTAL LIABILITIES	2,720,325	856,017	55,249	3,232	3,634,823	1,534,166	5,168,989
31 December 2025							
TOTAL ASSET	5,230,018	1,652,598	226,027	8,258	7,116,901	(222,080)	6,894,821
TOTAL LIABILITIES	3,962,272	1,089,156	64,427	1,099	5,116,954	281,376	5,398,330

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**2 Revenue from contract with customers**

## 2.1 Disaggregated revenue information

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>\$'000</b>				
Segments				
Crude Oil	350,184	93,433	-	-
Gas	135,800	2,901	-	-
Refined Products	40,468	35,065	-	-
Total revenue	526,452	131,399	-	-
Geographical markets				
Within Nigeria	176,268	37,966	-	-
Outside Nigeria	350,184	93,433	-	-
Total revenue from contracts with customers	526,452	131,399	-	-
Timing of revenue recognition				
Goods transferred at a point in time	526,452	131,399	-	-
Goods transferred over time	-	-	-	-
Total revenue from contracts with customers	526,452	131,399	-	-

## Performance obligations

Information about the Group's performance obligations are summarised below:

## Sale of Crude Oil

The performance obligation is satisfied at a point in time when the product is physically transferred into a vessel, pipe or other delivery mechanism and is generally due within 30 to 45 days from the date of issue of invoice.

## Sale of Gas

The performance obligation is satisfied at a point in time when the gas have been delivered at the buyer's delivery point for gas and is generally due within 30 to 90 days from the date of issue of invoice.

## Sale of Refined Products

The performance obligation is satisfied at a point in time, when the product is lifted by the customer/distributor and payment is made in advance

	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
	\$'000	\$'000	\$'000	\$'000
Contract balances				
Trade receivables (Note 16)	450,944	45,756	-	-
Contract Liabilities (Note 24)	5,499	706	-	-

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Contract liabilities are considerations received from customers by the Group for which the related goods or services to the customers have not transferred.

Performance obligation for crude oil, refined products and gas are fulfilled once delivery of the products occurs and payments are generally due on crude oil and gas between 30 to 90 days. Payments on refined products are due between 0 to 30 days.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

3 Cost of sales	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>\$'000</b>				
Crude oil handling charges	37,236	18,881	-	-
Crude oil purchase- Third party	1,839	-	-	-
Depreciation and amortisation (Note 9)	113,715	15,115	-	-
Operational and maintenance expenses	68,705	6,742	-	-
Provision no longer required	(14,782)	(8,113)	-	-
Royalties and other statutory expenses	128,576	22,435	-	-
Staff costs (Note 8)	27,158	7,148	-	-
Stock Adjustments	(21,189)	9,214	-	-
<b>Total</b>	<b>341,258</b>	<b>79,535</b>	<b>-</b>	<b>-</b>

Operational and maintenance expenses include field expenses, insurance expense, consultancy fees, field community costs, repairs and maintenance, and materials & supplies.

Provision no longer required primarily relates to write back of ARO provision following the revision of oil & gas assets estimates. See more in note 23

Royalties and other statutory expenses include Royalties due to FGN, NDDC Levy and other statutory expense.

Consultancy fee include provisions for advisory, technical and drilling services.

Stock adjustment relates to the net movement in the value of inventory in the tank in the year.

4 Other (loss)/income	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>\$'000</b>				
Crude handling income	52,558	-	-	-
Overlift	90,456	-	-	-
Fee income	1,052	259	421	259
Realized exchange (loss)/gain	3,412	-	1,884	338
Unrealized exchange gain/(loss)	3,467	144	(376)	(177)
<b>Total</b>	<b>150,945</b>	<b>403</b>	<b>1,929</b>	<b>420</b>

Crude handling income relates to income earned from the transportation of 3rd party crude to Bonny terminal

Fee income relates to income from non trading activities

The gain on bargain purchase comprises the excess fair value of net identifiable assets acquired over the purchase consideration

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

5 General and administrative expenses \$'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25		
Bank charges	4,088	214	2	29
Depreciation and amortisation (Note 8)	5,381	336	-	-
Directors' fees	416	51	152	51
Donations	348	-	-	-
Fuel, utilities and travelling	2,880	211	2	-
Hedging	2,832	667	-	-
Impairment loss on receivables	4,086	-	-	-
Permits, licenses and subscriptions	6,323	2,263	(13)	1
Professional fees	5,597	629	123	17
Repairs and maintenance	3,904	330	-	6
Staff costs (Note 7)	18,106	4,766	-	-
Other expenses	12,699	1,017	18	18
<b>Total</b>	<b>66,660</b>	<b>10,484</b>	<b>284</b>	<b>122</b>

Hedging consist of hedge cost written off and FV Loss through profit or loss

Professional fees consist of cleaning service, advisory services, security service, legal fees and registrar management fee.

Other expenses consist of training fees, printing and stationery, catering and other related administrative costs incurred during the year.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

6 Finance cost and income \$'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Interest expense:				
Bank borrowings	59,060	2,636	-	-
Irredeemable Participating Investment Notes (IPIN) Interest	599	406	-	-
Provisions: unwinding of discount (Note 23)	13,722	281	-	-
Coupon on Bonds	201	248	201	353
Finance costs	73,582	3,571	201	353
Total finance cost	73,582	3,571	201	353
Finance income				
Interest income	9,209	2,752	196	620
Net interest income	9,209	2,752	196	620
Finance income	9,209	2,752	196	620
Net finance (costs)/income	(64,373)	(819)	(5)	267

7 Staff costs \$'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Included in cost of sales:				
Salaries and other staff costs	27,158	7,148	-	-
Included in general admin expenses:				
Salaries and other staff costs	18,106	4,766	-	-
Total	45,264	11,914	-	-
Salaries and other staff costs include the following:				
Salaries	15,434	2,928	-	-
Defined Contribution expenses	773	437	-	-
Share based payment	8,000	8,000	-	-
Other allowances	21,057	549	-	-
	45,264	11,914	-	-

8 Depreciation and amortisation \$'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Included in cost of sales:				
Depreciation of oil and gas properties (Note 10)	101,919	15,115	-	-
Depreciation of ROU Assets Operating leases	11,796	-	-	-
Total in general admin expenses	113,715	15,115	-	-
Included in in cost of sales:				
Depreciation of other property, plant and equipment (Note 10)	4,953	244	-	-
Amortisation of intangible assets (Note 11)	428	92	-	-
Total in general admin expenses	5,381	336	-	-
Total	119,096	15,451	-	-

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**9 Earnings per share****Basic - The GROUP**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company by the weighted average number of ordinary shares issued and fully paid as at the end of the period

	31-Mar-26 \$'000	31-Mar-25 \$'000
Profit attributable to equity holders of the parent	47,844	22,197
Total	47,844	22,197

	31-Mar-26 Number	31-Mar-25 Number
Weighted average number of ordinary shares in issue	4,344,844,360	4,344,844,360

	31-Mar-26	31-Mar-25
Basic earnings per share (\$)	\$0.011	\$0.005

There are no potential diluted shares in the current and prior period, hence, the basic & diluted EPS are same

**Basic – THE COMPANY**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company by the weighted average number of ordinary shares issued and fully paid as at the end of the period

	31-Mar-26 \$'000	31-Mar-25 \$'000
Profit attributable to equity holders of the company	1,640	565

	31-Mar-26 Number	31-Mar-25 Number
Weighted average number of ordinary shares in issue	4,344,844,360	4,344,844,360

	31-Mar-26	31-Mar-25
Basic earnings per share (\$)	\$0.0004	\$0.0001

There are no potential diluted shares in the current and prior period, hence, the basic & diluted EPS are same

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**10 Property, plant and equipment**

<b>10a</b>	<b>THE GROUP</b>		<b>THE COMPANY</b>		
	<b>\$'000</b>	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Oil and gas properties		2,371,673	2,301,123	-	-
Other property, plant and equipment		132,403	133,087	-	-
Asset under development		1,064,116	1,138,388	-	-
<b>Total</b>		<b>3,568,192</b>	<b>3,572,598</b>	<b>-</b>	<b>-</b>

**10b**

<b>\$'000</b>	<b>THE GROUP</b>				<b>THE COMPANY</b>	
	<b>OIL AND GAS PROPERTIES</b>	<b>Assets under development</b>	<b>OTHER PROPERTY, PLANT AND EQUIPMENT</b>	<b>Total</b>	<b>OTHER PROPERTY, PLANT AND EQUIPMENT</b>	<b>Total</b>
<b>OIL AND GAS PROPERTIES</b>						
Cost:						
Balance at 1 January 2025	779,851	40,695	22,562	843,108	506	506
Reclassifications	14,007	(14,007)	-	-	-	-
Additions	24,222	66,975	5,064	96,261	-	-
Changes in decommissioning assets (Note 22)	852	-	-	852	-	-
Acquired in business combination	12,012,601	1,044,725	342,067	13,399,393	-	-
Disposal	-	-	(211)	(211)	-	-
<b>Balance at 31 December 2025</b>	<b>12,831,533</b>	<b>1,138,388</b>	<b>369,482</b>	<b>14,339,403</b>	<b>506</b>	<b>506</b>
Balance at 1 January 2026	12,831,533	1,138,388	369,482	14,339,403	506	506
Reclassifications	150,093	(150,093)	-	-	-	-
Additions	20,574	75,821	5,207	101,602	-	-
Changes in decommissioning assets (Note 22)	861	-	-	861	-	-
Disposal	-	-	-	-	(64)	(64)
<b>Balance at 31 March 2026</b>	<b>13,003,061</b>	<b>1,064,116</b>	<b>374,689</b>	<b>14,441,866</b>	<b>442</b>	<b>442</b>
Depreciation:						
Balance at 1 January 2025	388,731	-	13,662	402,393	506	506
Disposal	-	-	(211)	(211)	-	-
Depreciation for the year	51,330	-	2,000	53,330	-	-
Acquired in business combination	10,090,349	-	220,944	10,311,293	-	-
<b>Balance at 31 December 2025</b>	<b>10,530,410</b>	<b>-</b>	<b>236,395</b>	<b>10,766,805</b>	<b>506</b>	<b>506</b>
Balance at 1 January 2026	10,530,410	-	236,395	10,766,805	506	506
Depreciation for the year	100,978	-	5,891	106,869	-	-
Disposal	-	-	-	-	(64)	(64)
<b>Balance at 31 March 2026</b>	<b>10,631,388</b>	<b>-</b>	<b>242,286</b>	<b>10,873,674</b>	<b>442</b>	<b>442</b>
<b>At 31 March 2026</b>	<b>2,371,673</b>	<b>1,064,116</b>	<b>132,403</b>	<b>3,568,192</b>	<b>-</b>	<b>-</b>
<b>At 31 December 2025</b>	<b>2,301,123</b>	<b>1,138,388</b>	<b>133,087</b>	<b>3,572,598</b>	<b>-</b>	<b>-</b>
<b>At 1 January 2025</b>	<b>391,120</b>	<b>40,695</b>	<b>8,900</b>	<b>440,715</b>	<b>-</b>	<b>-</b>

There are no impairments in Property, Plant, and Equipment during the year. See Note 33 for assets pledged as collateral for borrowings. The capital commitments in respect of PPE expenditures amounts to \$28.6 million (2024: \$36.0 million).

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**11 Intangible assets**

\$'000	THE GROUP			THE COMPANY	
		Software	Total	Software	Total
<b>Cost:</b>					
Balance at 1 January 2025	2,500	2,437	4,937	701	701
Additions	-	148	148	-	-
Acquired in business combination	-	37,849	37,849	-	-
Balance at 31 December 2025	2,500	40,434	42,934	701	701
Balance at 1 January 2026	2,500	40,434	42,934	701	701
Additions	-	18	18	-	-
Balance at 31 March 2026	2,500	40,452	42,952	701	701
<b>Amortisation:</b>					
Balance at 1 January 2025	2,500	1,622	4,122	701	701
Amortisation charge for the year	-	374	374	-	-
Acquired in business combination	-	19,949	19,949	-	-
Balance at 31 December 2025	2,500	21,945	24,445	701	701
Balance at 1 January 2026	2,500	21,945	24,445	701	701
Translation	-	-	-	-	-
Amortisation charge for the year	-	428	428	-	-
Balance at 31 March 2026	2,500	22,373	24,873	701	701
<b>Net book value:</b>					
At 31 March 2026	-	18,079	18,079	-	-
At 31 December 2025	-	18,489	18,489	-	-
At 1 January 2025	-	815	815	-	-

Intangible assets consist of computer software and licenses used by the Group for recording transactions and reporting purposes. The Group's software has a finite life and is amortised on a straight line basis over the life of the software licenses.

**12 Financial assets**

Financial assets include the following:

\$'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25		
<b>Listed securities:</b>	12,757	11,944	12,222	11,944
<b>Unlisted securities:</b>	10,444	6,790	9,341	5,233
	23,201	18,734	21,563	17,177
Current	462	1,022	-	-
Non-current	22,739	17,712	21,563	17,177
Total	23,201	18,734	21,563	17,177

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**13 Investment in associate (ND Western)**

\$'000	THE GROUP		THE COMPANY	
		31-Dec-25		31-Dec-25
At 1 January		319,131		50,000
Share of profit		72,188		-
Dividend received		(8,747)		-
Transfer to related party		-		(50,000)
Impairment		(70,069)		-
Reclassified to business combination on obtaining control		(312,503)		-
Carrying amount		-		-

On 31 December 2025 Aradel acquired an additional 40% equity stake in ND Western Limited (NDW). From this date, the books of NDW have now been fully consolidated resulting to the elimination of the investment in associate balance.

\$'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
Share of Profit Included in PorL				
Share of profit - ND Western	-	3,196	-	-
Total	-	3,196	-	-

**14 Deferred taxation**

The analysis of deferred tax assets and deferred tax liabilities is as follows:

\$'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Mar-25	31-Mar-26	31-Mar-25
<b>Deferred tax assets</b>				
Acquired in business combination	(567,109)	(617,812)		
Accelerated depreciation and amortisation	-	(3,282)	-	-
Total	(567,109)	(621,094)	-	-
<b>Deferred tax liabilities</b>				
Accelerated depreciation and amortisation	48,130	40,034	-	-
Decommissioning liabilities	-	324	-	-
Total	48,130	40,358	-	-
<b>Deferred taxation:</b>				
At start of year	(580,736)	34,749	-	-
Acquired in business combination	-	(617,812)	-	-
Income statement charge	61,757	2,327	-	-
Net deferred tax (assets)/liabilities at end of year	(518,979)	(580,736)	-	-
<b>Reflected in the statement of financial position as:</b>				
Deferred tax liabilities	48,130	40,358	-	-
Deferred tax assets	(567,109)	(621,094)	-	-
Net deferred tax (asset)/liabilities	(518,979)	(580,736)	-	-

Deferred taxes are receivable/payable in more than one year.

**15 Inventories**

\$'000	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Crude Oil	7,707	-	-	-
Refined products	3,206	2,477	-	-
Materials	53,554	55,280	-	-
Total	64,467	57,757	-	-

There were no write-downs of inventory during the year and all inventory balances are current in nature. Inventory balances will be turned over within 12 months after the financial year. The inventory charged to Cost of sales during the year amounted to \$1.4m (2025: \$4.0m)

The net movement in the value of inventory in the tank throughout the year is reflective in stock adjustments (note 3).

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**16 Trade and other receivables**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>\$'000</b>				
Trade receivables	450,944	782,152	-	-
Other receivables	820,268	842,000	-	-
Related party receivables (note 32)	-	-	221,668	211,577
	1,271,212	1,624,152	221,668	211,577
Allowance for expected credit losses	(116,297)	(141,266)	-	-
	1,154,915	1,482,886	221,668	211,577
Short term	939,179	1,205,884		
Long term	215,736	277,000		
Total	1,154,915	1,482,884		

Trade receivables are non-interest bearing and are generally on 30-90 day terms.

Other receivables comprise advances, deposits, and other miscellaneous amounts recoverable from third parties in the ordinary course of business.

The Company had no expected credit loss provision as majority of the related party receivables relates to dividend. This is payable to the parent entity by its subsidiaries.

**17 Security deposit**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>\$'000</b>				
Security deposit	2,665	2,610	-	-
Total	2,665	2,610	-	-

Security deposits relate to deposits made to guarantee gas supply obligations.

**18 RoU Assets**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>\$'000</b>				
RoU Assets	12,918	24,714	-	-
Total	12,918	24,714	-	-
Movement in ROU Assets				
Balance as at 1 January	24,714			
Depreciation	(11,796)			
Acquired in Business combination	-	24,714		
Carrying Amount	12,918	24,714		

Right-of-use assets relate principally to leases of well drilling rigs and workover units used in upstream operations.

**19 Prepayments**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>\$'000</b>				
Prepaid rent	12	74	3.00	-
Prepaid expenses	67,966	30,405	-	-
Prepaid insurance	596	632	4.00	-
Total	68,574	31,111	7.00	-

**20 Cash and cash equivalents**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>\$'000</b>				
Cash and bank balances	1,064,723	960,807	2,520	2,285
Short term deposits	89,749	87,528	-	10,588
Cash and cash equivalents for statement of cashflow purposes	1,154,472	1,048,335	2,520	12,873
Restricted cash	16,495	16,495	-	-
Total Cash cash equivalents	1,170,967	1,064,830	2,520	12,873

Cash and cash equivalents comprise balances with less than three months to maturity, including cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities less than three months.

Restricted cash relates to cash used as collateral for the GT Bank loans as well as \$8.7 million acquired from business combination. The Group/Company cannot withdraw or physically access the cash due to restrictions placed on the accounts by the banks.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**21 Share capital and premium**

Share capital and premium – THE GROUP	Number of shares	Ordinary shares	Share premium	Total
<b>\$'000</b>				
Issue of Shares				
Balance at 31 December 2025	4,344,844,360	19,316	78,955	98,271
Balance at 1 January 2026	4,344,844,360	19,316	78,955	98,271
- Issue of shares	-	-	-	-
Balance at 31 March 2026	4,344,844,360	19,316	78,955	98,271

Share capital and premium – THE COMPANY	Number of shares	Ordinary shares	Share premium	Total
<b>\$'000</b>				
Issue of Shares				
Balance at 31 December 2025	4,344,844,360	19,316	78,955	98,271
Balance at 1 January 2026	4,344,844,360	19,316	78,955	98,271
- Issue of shares	-	-	-	-
Balance at 31 March 2026	4,344,844,360	19,316	78,955	98,271

Share premium represents the excess of the market value of the total issued share capital over the nominal value

<b>\$'000</b>	Number of shares	Amount (\$'000)
Authorised Share capital	4,344,844,360	19,316
Issued and fully paid-up	4,344,844,360	19,316

**22 Borrowings**

<b>\$'000</b>	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
GTB	198,678	282,980	-	-
IFC	38,006	37,847	-	-
Stanbic IBTC	219,976	247,968	-	-
BOI loan	-	468	-	-
N10B Series 1 Bond	5,256	6,468	5,256	6,468
Loans from related party	-	107	-	-
Petre IPINs	637	637	-	-
Standard chartered	821,672	819,898	-	-
<b>Total</b>	<b>1,284,225</b>	<b>1,396,373</b>	<b>5,256</b>	<b>6,468</b>
Current	107,292	305,804	-	-
Non-current	1,176,933	1,090,569	5,256	6,468
<b>Total</b>	<b>1,284,225</b>	<b>1,396,373</b>	<b>5,256</b>	<b>6,468</b>

Changes in liabilities arising from financing activities

<b>\$'000</b>	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
At 1 January	1,396,373	63,356	6,468	7,255
Additional borrowing	-	351,000	-	-
Loans from related party	-	32,935	-	-
Repayment of principal	(113,113)	(76,841)	(1,271)	(1,130)
Repayment of interest	(58,560)	(17,552)	(406)	(1,150)
Foreign exchange movement	264	432	264	432
Accrued interest	59,261	17,612	201	1,096
Acquired in business combination	-	1,028,676	-	-
Remeasurements	-	(3,245)	-	(35)
At 31 March	1,284,225	1,396,373	5,256	6,468

Remeasurements are non-cashflow and relate to the effects of carrying borrowings at amortised cost using the effective interest rate method.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**23 Decommissioning liabilities**

	THE GROUP		THE COMPANY	
<b>\$'000</b>				
Balance at 1 January 2025		24,060		-
Charged/(credited) to profit or loss:		-		-
Provision no longer required		(8,475)		-
Changes in estimated flows		852		-
Acquired in business combination		997,052		-
Unwinding of discount due to passage of time		719		-
<b>Balance at 31 December 2025</b>		<b>1,014,208</b>		<b>-</b>
Balance at 1 January 2026		1,014,208		-
Charged/(credited) to profit or loss:		-		-
Provision no longer required		(14,782)		-
Changes in estimated flows		861		-
Unwinding of discount due to passage of time		13,722		-
<b>Balance at 31 March 2026</b>		<b>1,014,009</b>		<b>-</b>

**24 Contract Liabilities**

	THE GROUP		THE COMPANY	
<b>\$'000</b>	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Down payments received	5499	606	-	-
	5499	606	-	-

A contract liability is an entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer. This will exist when an entity has received consideration but has not transferred the related goods or services to the customer. The Group has recognised a liability in relation to contracts with refined products customers for the delivery of refined products which these customers are yet to receive but which cash consideration have been received by the Group as at the end of the reporting period.

For the purchase of refined products, the terms of payments relating to the contract with customers is advance payments. The refinery operates a 7-days sales cycle which includes product evacuation.

**25 Trade, Share based payment and other payables**

	THE GROUP		THE COMPANY	
<b>\$'000</b>	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Accruals	6,178	7,429	-	-
Amounts due to related parties	-	-	1,847	94
Royalty payable & Other Statutory payables	78,823	98,587	-	-
Sundry creditors	818,647	1,011,857	2,025	2,117
Staff Payable	8,387	-	-	-
Trade payables	615,851	551,523	-	-
Unclaimed dividend	1,041	682	1,041	682
	1,528,927	1,670,078	4,913	2,893

**26 Lease Liability**

	THE GROUP		THE COMPANY	
<b>\$'000</b>	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Lease Liability	2,190	22,213	-	-
<b>Total</b>	<b>2,190</b>	<b>22,213</b>	<b>-</b>	<b>-</b>

These represents lease contracts acquired through business combination. As at the end of the reporting period, the Group had four lease contracts in operation with maturities in Q2 2026.

**27 Pensions & similar obligations**

	THE GROUP		THE COMPANY	
<b>\$'000</b>	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
Pensions & similar obligations	23,753	25,574	-	-
<b>Total</b>	<b>23,753</b>	<b>25,574</b>	<b>-</b>	<b>-</b>

These relates to defined benefit obligation comprising employee gratuity benefits and legacy Shell retiree medical plan benefits.

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**28 Environmental & legal provisions**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>\$'000</b>				
Environmental & legal provisions	45,125	38,529	-	-
Total	45,125	38,529	-	-

These represent provisions for environmental clean-up and legal claims.

**29 Contingent Consideration**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>\$'000</b>				
Contingent Consideration	989,373	989,373	-	-
Total	989,373	989,373	-	-

The contingent consideration arose from the acquisition of ND Western Limited and Renaissance Africa Energy Company Limited and has been recognised as part of the provisional purchase price allocation for the business combination. The amount represents management's provisional estimate of the acquisition-date fair value of amounts that may become payable under the acquisition agreements.

The purchase price allocation remains provisional because the acquisition was completed on 31 December 2025, and as at the current reporting date, the Group has not obtained all information necessary to finalise the valuation of the contingent consideration by the date, these financial statements were authorised for issue. The Group expects to finalise the valuation of the contingent consideration within the IFRS 3 measurement period, which will not exceed one year from the acquisition date. Any measurement period adjustments arising from new information about facts and circumstances that existed at the acquisition date will be accounted for retrospectively as part of the finalisation of the purchase price allocation.

**30 Taxation**

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>\$'000</b>				
Current Tax	56,425	16,221		
Total current tax	56,425	16,221	-	-
Deferred taxation				
Origination of temporary differences	61,757	5,459	-	-
Total deferred tax	61,757	5,459	-	-
Income tax expense	118,182	21,680	-	-

The Company did not incur corporate tax or minimum tax for the current and prior year, as it had no revenue. Its other income primarily comprises of franked investment income, which has been subjected to withholding tax (WHT) as a final tax.

The movement in the current and petroleum income tax liability is as follows:

	THE GROUP		THE COMPANY	
	31-Mar-26	31-Dec-25	31-Mar-26	31-Dec-25
<b>\$'000</b>				
At 1 Jan	201,018	23,059	-	-
Tax paid	(29,685)	(30,567)	-	-
Prior period under/(over) provision	-	41	-	-
Income tax charge for the year	56,425	50,203	-	-
Acquired in business combination	-	158,282	-	-
	227,758	201,018	-	-

## NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS - Continued

**31 Investment in subsidiaries**

Aradel Holdings Plc ('the parent') controls the following subsidiaries:		31-Mar-26	31-Dec-25
	Ownership interest	\$'000	\$'000
Aradel Energy Limited	100%	300	300
Aradel Investments Limited	100%	4,097	4,097
Aradel Refineries Limited	95.04%	46,894	46,894
Aradel Gas Limited	100%	64	64
		51,355	51,355

Other subsidiaries controlled by Aradel Holdings Plc include ND Western Limited (81.667%) and Renaissance Africa Energy Holding Limited (53.3%) which are only consolidated at the Group.

**32 Related party disclosures**

Period-end balances arising from sales/purchases of goods/services - THE COMPANY

	31-Mar-26	31-Dec-25
	\$'000	\$'000
Receivables from related parties		
Aradel Energy Limited	143,617	133,294
Aradel Gas Limited	78,026	78,261
Aradel Refineries Limited	-	-
Aradel Investments Limited	25	22
<b>Total</b>	<b>221,668</b>	<b>211,577</b>
Payables to related parties		
Aradel Investments Limited	-	-
Aradel Refineries Limited	(1,847)	(94)
<b>Total</b>	<b>(1,847)</b>	<b>(94)</b>
<b>Net Total</b>	<b>219,821</b>	<b>211,483</b>

**33 Commitments**

As at 31 March 2026, the capital commitments in respect of PPE expenditures amounts to \$28.6 million (2025: \$36.0 million).

**34 Fair value reserve**

This represents the fair value changes in financial assets measured at fair value through other comprehensive income.

**35 Non-Controlling Interest**

Non-Controlling Interests represent the 5.02% ownership stake in Aradel Refineries Limited, 18.33% ownership stake in ND Western Limited and 46.67% ownership stake in Renaissance Africa Energy Holding Company Limited held outside the Group.