Eterna Plc

Annual Report, Consolidated and Separate Financial Statements
For the year ended 31 December 2024

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Corporate Information

RC NO:	124136
FIRS TIN:	01621694-0001

Directors:

Dr. Gabriel Ogbechie, OON	-	Chairman - Appointed 20th October 2021
Ms. Phoebean Ifeadi	-	Executive Director -Appointed 20th October 2021
Mrs. Godrey Ogbechie	-	Non-Executive Director - Appointed 20th October 2021
Mr. Anibor Kragha	-	Independent Non-Executive Director - Appointed 20th October 2021
Mr. Emmanuel Omuojine	-	Non-Executive Director - Appointed 20th October 2021
Barr. Okechukwu Omezi	-	Independent Non-Executive Director - Appointed 20th October 2021
Dr. Akinwande Ademosu	-	Independent Non-Executive Director - Appointed 1st March 2022
Mr. Benjamin Nwaezeigwe	-	Managing Director - Appointed 1st August 2022, Resigned 8th April 2024
Mr. Abiola Lukman Lawal	-	Managing Director - Appointed 15th April 2024, Resigned 31st January 2025
Mr. Olumide Adeosun	-	Managing Director - Appointed 3rd February 2025
Mrs. Bunmi Agagu-Adu	-	Executive Director - Appointed 15th July 2024
Mr. Okechukwu Ashiegbu	-	Executive Director - Appointed 15th July 2024

Company Secretary:	David Edet - FRC/2023/PRO/NBA/002/721324
Registered Office:	5a, Oba Adeyinka Oyekan Avenue (formerly Second Avenue) Ikoyi Lagos, Nigeria
Company registrar:	Greenwich Registrars & Data Solutions Limited 274 Murtala Muhammed Road Yaba Lagos.
Auditors:	Deloitte & Touche - FRC/2013/ICAN/00000000853 Civic Towers Ozumba Mbadiwe Avenue Victoria Island Lagos Nigeria
Principal Solicitors:	(a) Olaniwun Ajayi LP (b) Templars and Associates (c) Akabogu & Associates (d) Oluwakemi Balogun LP
Principal Bankers:	(a) Stanbic IBTC Bank Limited (b) Globus Bank Limited (c) United Bank for Africa Plc (d) Nova Bank Ltd (e) Wema Bank Plc

Directors' Report

The Directors submit their report together with the audited financial statements for the year ended 31 December 2024 which disclose the state of affairs of Eterna Plc (“the Company”) and its subsidiaries ("the Group").

Legal form and address

Eterna Plc ("the Company") was incorporated in Nigeria as a private limited liability Company in 1989. In 1997, it became a public Company. The Company's shares which are currently quoted on The Nigerian Exchange Limited (NGX) were first listed in August 1998. The Company is domiciled in Nigeria, Its registered office address is:

5a Oba Adeyinka Oyekan Avenue (Formerly Second Avenue)
Ikoyi, Lagos

Principal activities

Eterna Plc manufactures and sells lubricating oils and petrochemicals; the Company imports and sells bulk petroleum products including Premium Motor Spirit (“PMS”), Automotive Gas Oil (“AGO”), Aviation Turbine Fuel (“ATK”), Base Oils and Bitumen. The Group's activities also include Bunkering, Gas Distribution and Marketing (Liquefied Petroleum Gas (” LPG”) and Natural Gas (“NG”), Offshore and Onshore Oil Services, Gas Processing, Trading in Crude Oil and other refined petroleum products.

Results and dividend

The Group's results for the year are set out on page 6. The profit after tax for the year of N1.3billion (2023: N9.4billion loss) has been transferred to retained earnings.

The Group achieved consolidated revenue of N313.6billion representing overall percentage increase of 71% compared with N183 billion revenue in 2023.

The gross profit for the Group increased by 136% in 2024 to N39.9 billion compared to gross profit of N16.9 billion achieved in 2023.

The Company's results for the year are set out on page 6. The profit after tax for the year of N1.7 billion (2023: N9.3billion loss) has been transferred to retained earnings.

The Company achieved a revenue of N313.6billion representing overall percentage increase of 71% compared with N183 billion revenue in 2023.

The gross profit for the Company increased by 136% in 2024 to N39.8 billion compared to gross profit of N16.7 billion achieved in 2023.

Directors

The Directors who held office during the reporting year were:

Name		
Mr. Benjamin Nwaezeigwe	Appointed Executive Director/COO - 10th January 2020. Appointed as MD/CEO 1st September 2020	Appointed as MD/CEO 1st August 2022. Resigned 8th April 2024
Mr. Abiola Lukman Lawal	Appointed as MD/CEO 15th April 2024.	Resigned 31st January 2025
Mrs. Phoebean Ifeadi	Appointed as Executive Director 20th October 2021	
Dr. Gabriel Ogbechie, OON	Appointed as Chairman on 20th October 2021	
Mrs. Godrey Ogbechie	Appointed as Non-Executive Director 20th October 2021	
Mr. Anibor Kragha	Appointed as an Independent Non-Executive Director 20th October 2021	
Mr. Emmanuel Omuojine	Appointed as Non-Executive Director 20th October 2021	
Barr. Okechukwu Omezi	Appointed as an Independent Non-Executive Director 20th October 2021	
Dr. Akinwande Ademosu	Appointed as an Independent Non-Executive Director 1st March 2022	
Mrs. Bunmi Agagu-Adu	Appointed as Executive Director 15th July 2024	
Mr. Okechukwu Ashiegbu	Appointed as Executive Director 15th July 2024	

Directors' Report (cont'd)

Subsequent to the year end, effective 3rd February 2025, Mr. Olumide Adeosun was appointed as MD/CEO.

The Board of Directors have not recommended any dividend for 2024 financial year (2023: Nil).

Directors' interest in contracts

None of the Directors has notified the Company for the purpose of section 303(1) of the Companies and Allied Matters Act 2020 of their direct or indirect interest in contracts or proposed contracts with the Company during the year.

Directors' Interest in Shares

The direct and indirect interests of Directors in the issued share capital of the Company as recorded in the register of Directors' shareholdings and/or as notified by the Directors for the purposes of sections 301 and 302 of the Companies and Allied Matters Act 2020 and the listing requirements of the Nigerian Exchange Limited are as follows:

Director		*No of shares held*	*No of shares held*
		31 Dec 2024	*31 Dec 2023*
Mr Emmanuel Omuojine		131,776	75,186
Mrs Godrey Ogbechie		150,000	150,000
Mrs. Phoebean Ifeadi		162,000	103,800
Mr. Abiola Lukman Lawal		100,000	-
Mrs. Bunmi Agagu-Adu		43,500	
Indirect Shareholding	*Represented By:*		
Preline Limited	Dr. Gabriel Ogbechie, Mrs. Godrey Ogbechie	819,319,923	819,319,923
Norsworthy Investment Limited	Dr. Gabriel Ogbechie, Mrs. Godrey Ogbechie	20,115,273	24,116,699

Shareholding structure

Range	*No of shareholders*	*No of shares*	*Percentage*
1 - 1,000	10,274	5,173,082	0.40%
1,001 - 5,000	10,932	26,515,032	2.03%
5,001 - 10,000	3,088	22,809,791	1.75%
10,001 - 50,000	3,639	77,449,335	5.94%
50,001 - 100,000	552	40,625,664	3.12%
100,001 - 500,000	458	96,199,454	7.38%
500,001 - 1,000,000	49	33,795,606	2.59%
1,000,001 - 5,000,000	44	99,834,219	7.66%
5,000,001 - 100,000,000	7	82,422,541	6.32%
100,000,001 and above	1	819,319,923	62.82%
Total	**29,044**	**1,304,144,647**	**100%**

According to the register of members as at 31 December 2024, the following shareholders of the Company held more than 5% of the issued share capital of Eterna Plc.

	2024		**2023**	
Shareholder	**No of shares held**	*Percentage*	**No of shares held**	*Percentage*
Preline Limited	819,319,923	62.82%	819,319,923	62.82%

Directors' Report (cont'd)

MEETING	DATE	DIRECTORS ATTENDANCE									
		GABRIEL OGBECHIE	GODREY OGBECHIE	EMMANUEL OMUOJINE	OKECHUKWU OMEZI	ANIBOR KRAGHA	AKINWANDE ADEMOSU	ABIOLA LAWAL	PHOEBEAN IFEADI	BUNMI AGAGU-ADU	OKECHUKWU ASHIEGBU
ANNUAL GENERAL MEETING	24th June 2024	□	□	□	□	□	□	□	□	□	□
BOARD MEETING	29th January 2024	□	□	□	□	□	□	N/A	□	N/A	N/A
	25th March 2024	□	□	□	□	□	□	N/A	□	N/A	N/A
	29th April 2024	□	□	□	□	□	□	□	□	N/A	N/A
	29th July 2024	□	□	□	□	□	□	□	□	□	□
	10th September 2024	□	□	□	□	□	□	□	□	□	□
	25th October 2024	□	□	□	□	□	□	□	□	□	□
	21st November 2024	⊗	⊗	□	□	□	□	□	□	□	□
STATUTORY AUDIT COMMITTEE	15th March 2024	N/A	N/A	□	N/A	□	N/A	N/A	N/A	N/A	N/A
	30th May 2024	N/A	N/A	□	N/A	□	N/A	N/A	N/A	N/A	N/A
	23rd July 2024	N/A	N/A	□	N/A	□	N/A	□	N/A	N/A	N/A
	18th October 2024	N/A	N/A	□	N/A	□	N/A	□	N/A	N/A	N/A
	11th December 2024	N/A	N/A	□	N/A	□	N/A	N/A	N/A	N/A	N/A
RISK MANAGEMENT, HEALTH, SAFETY & ENVIRONMENT COMMITTEE	11th March 2024	N/A	N/A	□	□	□	N/A	N/A	□	N/A	N/A
	13th June 2024	N/A	N/A	□	□	□	N/A	□	□	N/A	N/A
	14th October 2024	N/A	N/A	□	□	□	N/A	□	□	N/A	N/A
	21st October 2024	N/A	N/A	□	□	□	N/A	□	□	N/A	□
	25th November 2024	N/A	N/A	□	□	□	N/A	□	□	□	□
	9th December 2024	N/A	N/A	□	□	□	N/A	□	□	N/A	□
GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE	20th March 2024	N/A	□	N/A	□	□	N/A	N/A	□	N/A	N/A
	9th Juy 2024	N/A	□	N/A	□	□	N/A	N/A	N/A	N/A	N/A
	16th October 2024	N/A	□	N/A	□	□	N/A	N/A	□	N/A	N/A
STRATEGY, FINANCE & INVESTMENT COMMITTEE	10th October 2024	N/A	□	□	N/A	N/A	□	□	□	N/A	N/A
	27th November 2024	N/A	□	□	N/A	N/A	□	□	□	□	N/A

LEGEND	
□	ATTENDED AS MEMBER
⊗	ABSENT
N/A	NOT APPLICABLE
□	ATTENDED AS NON-MEMBER
	YET TO HOLD

Research and development
The Group, in its continuous efforts to ensure that its products are the best available in the market using modern and efficient manufacturing processes, continues to invest in research and development.

Employment of disabled persons
The Group has a policy of fair consideration of job applications by disabled persons having regard for their abilities and aptitude. The Company's policy prohibits discrimination of disabled persons in the recruitment, training and career development of its employees.

Employee training and involvement
The Directors maintain regular communication and consultation with the employees, the union leaders and staff representatives on matters affecting employees and the Company. There is great emphasis on staff development and training through carefully planned training courses and seminars to update the special skills and job requirements of the staff throughout the Company.

Health, safety and environment
The Group has established and enshrined in its operating protocols high standards for Health, Safety and Environmental (HSE) protection for its staff, third party staff and the public in all its operating environments. All Company and third-party personnel are subjected to regular and consistent induction and drills in healthy, safe and environmentally friendly practices. We also update and monitor our HSE performance against our objectives regularly to ensure we operate at the highest standard.

Property, Plant and Equipment
Movement in fixed assets during the year is shown in Note 16 to the financial statements. In the opinion of the Directors, the market value of the Company's properties is not less than the value shown in the financial statements.

Directors' Report (cont'd)

Employment and Employees
Equality of opportunity, diversity and inclusion are a part of Eterna Plc's identity.

a) Employment of Physically Challenged Persons

The Group has a policy of fair consideration of job applications by physically challenged persons, having regard to their abilities and aptitude. The Group's policy prohibits discrimination against physically challenged persons in the recruitment, training, and career development of its employees. In the event of members of staff becoming physically challenged, every effort is made to ensure that their employment with the Group continues, and that appropriate training is arranged.

b) Health, Safety and Environment

The Group maintains business premises and work environment that promote the safety and health of its employees and other stakeholders. The Group's rules and practices in these regards are reviewed and tested regularly. Also, the Group provides medical insurance for its employees and their families through selected health management organizations and hospitals

c) Employees Development, Training and Engagement

The Group places a high premium on the development of its manpower and consults with employees on matters affecting their wellbeing. In the year 2024, formal classroom, onsite and offsite trainings, as well as online training courses were deployed in training and re-training all staff at various levels. The Group's skill base has been extended by a range of training provided to the employees, whose opportunity for career development within the Group has been enhanced. Employees are kept fully informed of the Group's performance, and the Group operates an open-door policy whereby views of employees are sought and given due consideration on matters which particularly affect them.

Donations and gifts
The Company made contributions to some charitable institutions and organizations during the year 2024 amounting to N650,000 (2023: N107 million; Beneficiary: DAPMAN/ Federal Republic of Nigeria).

Beneficiary	**Purpose**	**N'000**
Corporate Footballers Club	Sponsorship for grassroots sporting and charity activities.	500
Trans Amadi Facilities Limited	Supports to Trans Amadi Facilities sporting activities	150
Total		**650**

Auditors
In accordance with Section 401(2c) of the Companies and Allied Matters Act, 2020, Messrs. Deloitte & Touche will not be re-appointed as they have completed the maximum 10 years period as provided by section 9.3 of the Audit Regulation 2020 as issued by the FRCN. Resolutions will be proposed at the Annual General meeting authorizing the appointment of Messrs. PricewaterhouseCoopers as the new Auditor for the Group and for Directors to determine their remuneration."

By order of the Board

David Edet
Company Secretary/Legal Adviser
FRC/2023/PRO/NBA/002/721324
24th March 2025

Statement of Directors' Responsibilities
For the preparation and approval of the financial statements

The Directors of Eterna Plc ("the Company") and its subsidiaries (“the Group”) are responsible for the preparation of the financial statements that give a true and fair view of the financial position of the Group and Company as at 31 December 2024 and the results of their operations, cash flows and changes in equity for the year then ended, in compliance with the IFRS and in the manner required by the Companies and Allied Matters Act of Nigeria and the Financial Reporting Council of Nigeria Amendment Act, 2023.
In preparing the financial statements, the Directors are responsible for:

- Properly selecting and applying accounting policies
- Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates, and are consistently applied; and
- making an assessment of the Group and Company's ability to continue as a going concern.

The Directors are responsible for:

- designing, implementing, and maintaining an effective and sound system of internal controls throughout the Group and Company,
- maintaining adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company, and which enable them to ensure that the financial statements of the Company comply with IFRS, Accounting Standards
- maintaining statutory accounting records in compliance with legislation of Nigeria and IFRS; and
- taking such steps as are reasonably available to them to safeguard the assets of the Group and Company; and preventing and detecting fraud and other irregularities.

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

The consolidated and separate financial statements for the year ended 31 December 2024 were approved by the Directors on 24th March 2025.

Signed on behalf of the Directors of the Group and Company

Olumide Adeosun	**Gabriel Ogbechie**
Managing Director/CEO	**Chairman**
FRC/2020/PRO/DIR/003/00000020356	**FRC/2022/PRO/DIR/003/238995**

Certification of Financial Statements

In accordance with section 405 of the Companies and Allied Matters Act, 2020, the Chief Executive Officer and the Chief Financial Officer certify that the consolidated and separate financial statements have been reviewed and based on our knowledge, the

(i) audited financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading, in the light of the circumstances under which such statement was made, and
(ii) audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the company as of and for, the periods covered by the audited financial statements;

We state that management and directors:

(i) are responsible for establishing and maintaining internal controls and has designed such internal controls to ensure that material information relating to the Company and its subsidiaries is made known to the officer by other officers of the group, particularly during the period in which the audited financial statement report is being prepared,
(ii) has evaluated the effectiveness of the group’s internal controls within 90 days prior to the date of its audited financial statements, and
(iii) certifies that the group’s internal controls are effective as of that date;

We have disclosed:

(i) all significant deficiencies in the design or operation of internal controls which could adversely affect the group's ability to record, process, summarise and report financial data, and has identified for the group’s auditors any material weaknesses in internal controls, and
(ii) whether or not, there is any fraud that involves management or other employees who have a significant role in the group’s internal control; and
(ii) factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The financial statements of the Group and Company for the year ended 31 December 2024 were approved by the directors on 24th March 2025.

Olumide Adeosun
Managing Director/CEO
FRC/2020/PRO/DIR/003/00000020356

Aliu Kamiyo
Chief Financial Officer
FRC/2021/PRO/ICAN/001/00000023751

Report of the Audit Committee
On the consolidated and separate financial statements

In accordance with the Statutory requirement of Section 404(4) of the Companies and Allied Matters Act, 2020, we the members of the Audit Committee of Eterna Plc, having carried out our statutory functions under the Act hereby confirm that the accounting and reporting policies of the Group and Company are in accordance with legal requirements and agreed ethical practices.

In our opinion:

1. The accounting and reporting policies of Eterna plc as contained in the company's audited financial statements for the year ended 31st December 2024 are in accordance with the relevant financial reporting framework and agreed ethical practices.
2. The scope and planning of the audit for the year ended 31 December, 2024 were adequate.
3. The External Auditor’s findings on Management Matters and Management’s responses thereto were satisfactory.
4. We have kept under review the effectiveness of the company's system of accounting and internal controls.

Dated the 21st day of March 2025.

Engr. M.O.T Olayiwola Tobun
Chairman, Audit Committee
FRC/2013/PRO/AUDITCOM/002/00000003231

Members of the Committee
Engr. M.O.T Olayiwola Tobun - Chairman
Mr. Omokayode Adekunle
Mrs. Odusote O. Anike
Mr. Anibor Kragha
Mr. Emmanuel Omuojine

Management Assessment of Internal Control Over Financial Reporting (ICFR)

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting, including safeguarding of assets against unauthorized acquisition, use or disposition. This system is designed to provide reasonable assurance to management and the board of directors regarding preparation of reliable published financial statements and safeguarding of the Company's assets.

This system is supported with documented policies and processes, contains self-monitoring mechanisms, and is audited by the internal audit function. Appropriate actions are taken by management to correct deficiencies as they are identified. All internal control systems have inherent limitations, including the possibility of circumvention and overriding of controls, and, therefore, can provide only reasonable assurance as to the reliability of financial statement preparation and such asset safeguarding.

The Company has assessed the effectiveness of its internal control over financial reporting as at December 31, 2024. In making this assessment, it used the criteria described in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on this assessment, management believes that, as at December 31, 2024, the Company's internal control over financial reporting is effective.

The Independent Auditor - Messrs. Deloitte & Touche will issue its attestation report on management's assessment and on the effectiveness of the Company's internal control over financial reporting in this annual report.

Dated the 24th day of March 2025.

Olumide Adeosun
Managing Director/CEO
FRC/2020/PRO/DIR/003/00000020356

Aliu Kamiyo
Chief Financial Officer
FRC/2021/PRO/ICAN/001/00000023751

Certification Pursuant to Section 60 (2) of Investment and Securities Act No. 26 of 2007

I, Olumide Adeosun, certify that:

a) I have reviewed this Internal Control over Financial Reporting (ICFR) report of **Eterna Plc**;

b) Based on my knowledge, this report does not contain

i. any untrue statement of a material fact, or

ii. omit to state a material fact necessary to make the statements made, misleading in light of the circumstances under which such statement was made;

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

d) The company's other certifying officer(s) and I:

1) are responsible for establishing and maintaining internal controls;
2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, is made known to us by other entities, particularly during the period in which this report is being prepared;
3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
4) 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 in this report 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(s) 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):

1) There were no 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

2) There were no 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(s) 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.

Dated the 24th day of March 2025.

Olumide Adeosun
Managing Director/CEO
FRC/2020/PRO/DIR/003/00000020356

Certification Pursuant to Section 60 (2) of Investment and Securities Act No. 26 of 2007

I, Aliu Kamiyo, certify that:

a) I have reviewed this Internal Control over Financial Reporting report of **Eterna Plc**;

b) Based on my knowledge, this report does not contain

  i. any untrue statement of a material fact, or
  ii. omit to state a material fact necessary to make the statements made, misleading in light of the circumstances under which such statement was made;

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

d) The company's other certifying officer(s) and I:

  1) are responsible for establishing and maintaining internal controls;
  2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, is made known to us by other entities, particularly during the period in which this report is being prepared;
  3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  4) 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 in this report 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(s) 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):

  1) There were no 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
  2) There were no 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(s) 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.

Dated the 24th day of March 2025.

Aliu Kamiyo
Chief Financial Officer
FRC/2021/PRO/ICAN/001/00000023751

P.O. Box 965
Marina
Lagos
Nigeria

Deloitte & Touche
Civic Towers
Plot GA 1, Ozumba Mbadiwe Avenue
Victoria Island
Lagos
Nigeria

Tel: +234 (1) 904 1700
www.deloitte.com.ng

Assurance Report of Independent Auditor

To the Shareholders of Eterna Plc

Assurance Report on management's assessment of controls over financial reporting

We have performed a limited assurance engagement in respect of the systems of internal control over financial reporting of **Eterna Plc** ("the Company") and its subsidiaries ("the Group") as of 31 December, 2024, in accordance with the FRC Guidance on assurance engagement report on Internal Control over Financial Reporting and based on criteria established in the Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) ("the ICFR framework"), and the SEC Guidance on Implementation of Sections 60 – 63 of Investments and Securities Act 2007. Eterna Plc's management is responsible for maintaining effective internal control over financial reporting and for assessing the effectiveness of internal control over financial reporting including the accompanying Management's Report on Internal Control Over Financial Reporting.

We have also audited, in accordance with the International Standards on Auditing, the financial statements of the Company and Group and our report dated 31 March 2025 expressed an unmodified opinion.

Limited Assurance Conclusion
Based on the procedures we have performed and the evidence that we have obtained, nothing has come to our attention that causes us to believe that the Company/Group did not establish and maintain an effective system of internal control over financial reporting, as of the specified date, based on the SEC Guidance on Management Report on Internal Control Over Financial Reporting.

Definition of internal control over financial reporting
Internal control over financial reporting is a process designed by, or under the supervision of, the entity's principal executive and principal financial officers, or persons performing similar functions, and effected by the entity's board of directors, management, and other personnel 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. A company's internal control over financial reporting includes those policies and procedures that:

I. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company and the group;
II. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company and the group are being made only in accordance with authorizations of management and directors of the company and the group; and
III. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company and group's assets that could have a material effect on the financial statements.

Inherent limitations
Our procedures included the examination of historical evidence of the design and implementation of the Company and the Group's system of internal control over financial reporting for the year ended 31 December 2024. Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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Directors' and Management's Responsibilities
The Directors are responsible for ensuring the integrity of the entity's financial controls and reporting.

Management is responsible for establishing and maintaining a system of internal control over financial reporting that provides reasonable assurance regarding the reliability of financial reporting, and the preparation of financial statements for external purposes in accordance with IFRS as issued by the International Accounting Standards Board and the ICFR framework.

Section 7(2f) of the Financial Reporting Act 2011 (As amended) further requires that management perform an assessment of internal controls, including information system controls. Management is responsible for maintaining evidential matters, including documentation, to provide reasonable support for its assessment of internal control over financial reporting.

Our Independence and Quality Control
We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behavior.

The firm applies the International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Auditor's Responsibility and Approach
Our responsibility is to express a limited assurance opinion on the company and group's internal control over financial reporting based on our Assurance engagement.

We performed our work in accordance with the FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting and the International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements other than the Audits or Reviews of Historical Financial Information (ISAE 3000) revised. That Standard requires that we comply with ethical requirements and plan and perform the limited assurance engagement to obtain limited assurance on whether any matters come to our attention that causes us to believe that the Company and Group did not establish and maintain an effective system of internal control over financial reporting in accordance with the ICFR framework.

That Guidance requires that we plan and perform the Assurance engagement and provide a limited assurance report on the entity's internal control over financial reporting based on our assurance engagement.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion on whether the Company and Group established and maintained an effective system of internal control over financial reporting.

As prescribed in the Guidance, the procedures we performed included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our engagement also included performing such other procedures as we considered necessary in the circumstances.

We believe the procedures performed provides a basis for our report on the internal control put in place by management over financial reporting.

Seun Ejodame

Sameat O. Ejodame, FCA – FRC/2014/PRO/ICAN/004/00000008340
For: Deloitte & Touche (FRC/2022/COY/091021)
Chartered Accountants
Lagos, Nigeria
31 March 2025

INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
ICAN
0912846

Deloitte.

Independent Auditors' Report

To the Shareholders of Eterna Plc

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of **Eterna Plc** and its subsidiaries (the Group and Company) set out on pages 6 to 57, which comprise the consolidated and separate statements of financial position as at 31 December 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, the notes to the consolidated and separate financial statements, including a summary of material accounting policy information.

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of **Eterna Plc** as at 31 December 2024 and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS as issued by the International Accounting Standards Board, the requirements of the Companies and Allied Matters Act 2020 and Financial Reporting Council of Nigeria (Amendment) Act, 2023.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated and separate Financial Statements section of our report. We are independent of the Group and Company in accordance with the requirements of the International Ethics Standards Board for Accountants' (IESBA) International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA code) and other independence requirements applicable to performing audits of financial statements in Nigeria. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements that are relevant to our audit of consolidated and separate Financial Statements in Nigeria.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. We have not identified any such matter in our audit of the Financial Statements in the current year.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Eterna Plc Annual Report, Consolidated and Separate Financial Statements for the year ended 31 December 2024", which includes the Corporate Information, Directors' Report, Statement of Directors' Responsibilities, Certification of Financial statements, Report of the Audit Committee, Management Assessment of Internal Control over Financial Reporting (ICFR), Certification Pursuant to Section 60(2) of Investment and Securities Act No. 26 of 2007 and Other National Disclosures as required by the Financial Reporting Council of Nigeria which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

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

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

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and / or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements
In accordance with the Fifth Schedule of Companies and Allied Matters Act, we expressly state that:

i) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.

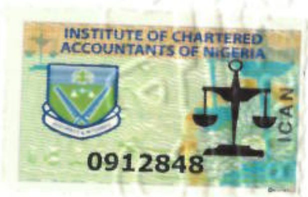
ii) The Group has kept proper books of account, so far as appears from our examination of those books.

iii) The Group and Company's financial position and its statement of profit or loss and other comprehensive income are in agreement with the books of account and returns.

In accordance with the requirements of the Financial Reporting Council of Nigeria, we performed a limited assurance engagement and reported on management's assessment of the Entity's internal control over financial reporting as of 31 December 2024. The work performed was done in accordance with **FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting** (this Guidance), and we have issued a report with no exception in our report dated 31 March 2025. That report is included on page 1 of the financial statements.

Seun Ejodame

Sameat O. Ejodame, FCA – FRC/2014/PRO/ICAN/004/00000008340
For: Deloitte & Touche
Chartered Accountants
Lagos, Nigeria
31 March 2025



Consolidated and Separate Statements of Profit or Loss and Other Comprehensive Income

		Group		Company	
		31 December	31 December	31 December	31 December
	Note	2024 N'000	2023 N'000	2024 N'000	2023 N'000
Revenue	6	313,615,914	183,282,139	313,615,914	183,282,139
Cost of sales	7.1	(273,671,388)	(166,420,202)	(273,803,315)	(166,564,497)
Gross profit		**39,944,526**	**16,861,937**	**39,812,599**	**16,717,642**
Selling and distribution expenses	7.2	(327,161)	(404,331)	(327,099)	(404,300)
General and administrative expenses	7.3	(9,365,177)	(8,726,596)	(8,847,223)	(8,418,199)
Other income	10	99,623	61,484	74,755	52,261
Impairment (charge)/reversal on credit loss	13	(2,387,682)	108,987	(2,387,682)	108,987
Operating profit		**27,964,129**	**7,901,481**	**28,325,350**	**8,056,391**
Share of results from Joint Venture	20.2	-	-	-	-
Profit before financing and income tax		**27,964,129**	**7,901,481**	**28,325,350**	**8,056,391**
Net foreign exchange loss	11	(15,794,585)	(18,403,951)	(15,828,105)	(18,403,951)
Finance income	12	5,012	39,669	5,012	39,669
Finance cost	14	(7,690,710)	(1,511,546)	(7,686,983)	(1,508,939)
Profit/(loss) before tax		**4,483,846**	**(11,974,347)**	**4,815,274**	**(11,816,830)**
Taxation	15	(3,135,222)	2,541,235	(3,131,915)	2,548,634
Profit/(loss) after tax		**1,348,624**	**(9,433,112)**	**1,683,359**	**(9,268,196)**
Other comprehensive income net of tax		-	-	-	-
Total comprehensive Income/(loss) for the year		**1,348,624**	**(9,433,112)**	**1,683,359**	**(9,268,196)**
Profit/ (loss) for the year attributable to:					
– Owners of the parent		**1,348,624**	**(9,433,110)**	**1,683,359**	**(9,268,196)**
– Non-controlling interests		**-**	**(2)**	**-**	**-**
		1,348,624	**(9,433,112)**	**1,683,359**	**(9,268,196)**
Total comprehensive Income/(loss) attributable to:					
– Owners of the parent		**1,348,624**	**(9,433,110)**	**1,683,359**	**(9,268,196)**
– Non-controlling interests		**-**	**(2)**	**-**	**-**
Total comprehensive Income/(loss) for the year		**1,348,624**	**(9,433,112)**	**1,683,359**	**(9,268,196)**
Earnings per share:					
Basic (Naira)	30	1.03	(7.23)	1.29	(7.11)
Diluted (Naira)	30	1.03	(7.23)	1.29	(7.11)

The accompanying notes form an integral part of these financial statements

Consolidated and Separate Statements of Financial Position

	Note	Group		Company	
		31 December 2024 N'000	31 December 2023 N'000	31 December 2024 N'000	31 December 2023 N'000
Non-current assets					
Property, plant and equipment	16	15,034,790	12,176,541	13,843,726	11,490,904
Intangible assets	17	124	18,547	124	18,547
Right of Use	18	1,584,044	1,656,365	1,584,044	1,656,365
Investment in Joint Venture	20.2	575,382	575,382	575,382	575,382
Investment in subsidiaries	20.1	-	-	50,990	50,990
Deferred tax asset	21	808,358	2,295,825	728,039	2,254,824
		18,002,698	**16,722,660**	**16,782,305**	**16,047,012**
Current assets					
Inventories	22	23,669,496	27,241,784	23,599,463	27,167,668
Trade and other receivables	23	19,546,784	8,576,591	21,422,722	10,168,724
Prepayments	19	265,295	204,034	251,146	194,134
Cash and cash equivalents	24	5,938,512	6,895,234	5,874,667	6,885,278
		49,420,087	**42,917,643**	**51,147,998**	**44,415,804**
Total assets		**67,422,785**	**59,640,303**	**67,930,303**	**60,462,816**
Non-current liabilities					
Borrowings	25	11,733,093	-	11,733,093	-
Decommissioning liability	26	250,032	211,835	227,608	193,138
		11,983,125	**211,835**	**11,960,701**	**193,138**
Current liabilities					
Trade and other payables	27	6,516,624	11,320,712	6,392,855	11,836,225
Contract Liabilities	28	758,958	398,502	758,958	398,502
Borrowings	25	37,339,113	43,229,923	37,339,111	43,229,923
Bank Overdraft	25	4,302,576	-	4,302,576	-
Tax payable	15.3	1,671,917	977,483	1,665,190	977,475
		50,589,188	**55,926,620**	**50,458,690**	**56,442,125**
Total liabilities		**62,572,313**	**56,138,455**	**62,419,391**	**56,635,263**
Equity attributable to shareholders					
Share capital	29	652,072	652,072	652,072	652,072
Share premium	29	5,796,053	5,796,053	5,796,053	5,796,053
Retained earnings		(1,597,649)	(2,946,273)	(937,213)	(2,620,572)
		4,850,476	3,501,852	5,510,912	3,827,553
Non -controlling interest		(4)	(4)	-	-
Total equity		**4,850,472**	**3,501,848**	**5,510,912**	**3,827,553**
Total equity and liabilities		**67,422,785**	**59,640,303**	**67,930,303**	**60,462,816**

The financial statements were approved by the board of directors and authorized for issue on 24th March 2025. They were signed on its behalf by:

Olumide Adeosun
Managing Director/Chief Executive Officer
FRC/2020/PRO/DIR/003/00000020356

Aliu Kamiyo
Chief Financial Officer
FRC/2021/PRO/ICAN/001/00000023751

Dr. Gabriel Ogbechie
Chairman
FRC/2022/PRO/DIR/003/238995

The accompanying notes form an integral part of these financial statements

Consolidated and Separate Statements of Changes In Equity

	Attributable to equity holders of the parent					
				Group		
	Share Capital	Share premium	Retained Earnings	Total amount attributable to equity holders	Non - controlling interest	Total Equity
	N'000	N'000	N'000	N'000	N'000	N'000
Balance at 1 January 2023	**652,072**	**5,796,053**	**6,682,461**	**13,130,586**	**(2)**	**13,130,584**
Comprehensive income						
Loss for the year	-	-	(9,433,112)	**(9,433,112)**	(2)	**(9,433,114)**
Other comprehensive loss	-	-	-	**-**	-	**-**
Total comprehensive Loss	-	-	**(9,433,112)**	**(9,433,112)**	**(2)**	**(9,433,114)**
Dividend paid	-	-	(195,622)	**(195,622)**	-	**(195,622)**
At 31 December 2023	**652,072**	**5,796,053**	**(2,946,273)**	**3,501,852**	**(4)**	**3,501,848**
Balance at 1 January 2024	**652,072**	**5,796,053**	**(2,946,273)**	**3,501,852**	(4)	**3,501,848**
Comprehensive income						
Profit for the period	-	-	1,348,624	**1,348,624**	-	**1,348,624**
Other comprehensive Income	-	-	-	**-**		
Total comprehensive Income	**-**	**-**	**1,348,624**	**1,348,624**	**-**	**1,348,624**
Dividend Paid	-	-	-	**-**	-	**-**
At 31st December 2024	**652,072**	**5,796,053**	**(1,597,649)**	**4,850,476**	**(4)**	**4,850,472**

Consolidated and Separate Statements of Changes In Equity

	Company			
	Share capital N'000	**Share premium N'000**	**Retained earnings N'000**	**Total Equity N'000**
Balance at 1 January 2023	652,072	5,796,053	6,843,246	**13,291,371**
Comprehensive income				**-**
Loss for the year	-	-	(9,268,196)	**(9,268,196)**
Other comprehensive loss	-	-	-	**-**
Total comprehensive loss	**-**	**-**	**(9,268,196)**	**(9,268,196)**
Dividend paid	**-**	**-**	(195,622)	**(195,622)**
At 31 December 2023	**652,072**	**5,796,053**	**(2,620,572)**	**3,827,553**
Balance at 1 January 2024	**652,072**	**5,796,053**	**(2,620,572)**	**3,827,553**
Comprehensive income				
Profit for the period	-	-	1,683,359	**1,683,359**
Other comprehensive income	-	-	-	**-**
Total comprehensive Income	**-**	**-**	**1,683,359**	**1,683,359**
Dividend Paid	-	-	-	**-**
At 31st December 2024	**652,072**	**5,796,053**	**(937,213)**	**5,510,912**

The accompanying notes form an integral part of these financial statements.

Consolidated and Separate Statements of Cash Flows

	Note	Group		Company	
		31 December 2024 N'000	31 December 2023 N'000	31 December 2024 N'000	31 December 2023 N'000
CASH FLOWS FROM OPERATING ACTIVITIES:					
Profit/ (loss) for the year		1,348,624	(9,433,112)	1,683,359	(9,268,196)
Adjustments for non-cash items:					
Depreciation	16	962,821	914,117	884,812	845,454
Amortisation of Intangible Assets	17	18,547	22,023	18,547	22,023
Amortisation of prepayments	19	115,163	158,634	115,163	158,634
Amortisation of right of use assets	18	411,777	420,867	411,777	420,867
Reclassification of right of use assets	18	100,000	-	100,000	-
Bad Debt written off	7.3	-	876,010	-	876,010
Impairment reversal on credit loss	13	(200,445)	(309,432)	(200,445)	(309,432)
Property, plant & equipment written off	16	764	2,118	535	2,118
Finance cost on long & short term financing	7 & 14	8,430,756	1,374,043	8,426,907	1,371,436
Finance Income	12	(5,012)	(39,669)	(5,012)	(39,669)
Finance cost on trading	25.1	1,376,425	3,002,234	1,380,274	3,004,841
Exchange gain/(losses) on borrowings	25	12,546,181	10,979,409	12,546,181	10,979,409
Impairment charge on credit loss	23.1.2	2,588,127	200,445	2,588,127	200,445
Income tax expense	15	3,135,222	(2,541,235)	3,131,915	(2,548,634)
Loss on disposals of property, plant and equipment	7	4,167	-	4,167	-
Change in the unwinding effects on Decommissioning cost	14	36,714	-	32,987	-
		30,869,831	**5,626,452**	**31,119,294**	**5,715,306**
Changes in working capital:					
Decrease/(increase) in inventory		3,572,288	(16,051,530)	3,568,205	(16,041,194)
(Increase)/decrease in trade & other receivables		(13,829,256)	7,052,863	(14,113,062)	6,213,146
(Increase)/decrease in prepayment		(61,261)	139,136	(57,012)	148,710
(Decrease)/increase in trade & other payables		(4,443,632)	(265,351)	(5,082,914)	294,770
		(14,761,861)	**(9,124,882)**	**(15,684,783)**	**(9,384,568)**
Cash flows generated from/ (used in) operating activities		**16,107,970**	**(3,498,430)**	**15,434,511**	**(3,669,262)**
Tax paid	15	(361,635)	(263,344)	(325,732)	(262,384)
Net cash generated from / (used in) operating activities		**15,746,335**	**(3,761,774)**	**15,108,779**	**(3,931,646)**
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchase of property, plant and equipment	16	(3,887,742)	(935,403)	(3,304,303)	(772,354)
Proceeds on disposal of Property, plant and equipment		50,926	-	50,926	-
Purchase of intangible assets	16	(124)	-	-	-
Loan to JUHI-2	20.2.1	(120,301)	(63,620)	(120,301)	(63,620)
Interest received	12	5,012	39,669	5,012	39,669
Payments for Right of Use Assets	18	(439,456)	(292,908)	(439,456)	(292,908)
Net cash used in investing activities		**(4,391,685)**	**(1,252,262)**	**(3,808,122)**	**(1,089,213)**
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from borrowings	25	192,627,084	123,644,174	192,627,084	123,644,174
Repayment of borrowings principal	25	(199,330,985)	(117,822,443)	(199,330,985)	(117,822,443)
Repayment of borrowings interest	25	(9,807,181)	(4,376,276)	(9,807,181)	(4,376,276)
Dividend Paid		-	(195,622)	-	(195,622)
Net cash generated from/ (used in) financing activities		**(16,511,082)**	**1,249,833**	**(16,511,082)**	**1,249,833**
NET CHANGE IN CASH AND CASH EQUIVALENTS		(5,156,432)	(3,764,203)	(5,210,425)	(3,771,026)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		6,895,234	10,752,628	6,885,278	10,752,092
Effect of foreign exchange rate changes		(102,866)	(93,191)	(102,762)	(95,788)
CASH AND CASH EQUIVALENTS AS AT 31 DECEMBER 2024	24	**1,635,936**	**6,895,234**	**1,572,091**	**6,885,278**

The accompanying notes form an integral part of these financial statements.

Notes to the Consolidated and Separate Financial Statements

1 Consolidated segment information

The chief operating decision-maker (CODM) has been identified as the Management team of Eterna Plc. Management has determined the operating segments based on the information reviewed by the management team for the purposes of allocating resources and assessing performance. Management has also determined the operating segments based on these reports.

a) Reportable segments

The CODM considers the business singularly from a product perspective. Management separately considers two segments; Retail and Industrial & Lubricants and Chemicals activities of the group. The following summary describes the operations in each of the Group's reportable segments:

i) Retail and industrial

This segment derives revenue from the sale and distribution of petroleum products (white products) in retail outlets and small units and to industrial customers across Nigeria.

ii) Lubricants and chemicals

This segment involves the distribution of manufactured and imported lubricants and chemicals to marine and energy customers across Nigeria.

The management team (CODM) reviews internal management reports at least on a quarterly basis. Information regarding the results of each reportable segment is included below.

	31 December 2024			31 December 2023		
	Retail & industrial	**Lubricants & chemicals**	**Group**	**Retail & industrial**	**Lubricants & chemicals**	**Group**
	N'000	N'000	N'000	N'000	N'000	N'000
Gross revenue	272,405,971	41,365,805	313,771,776	164,470,434	18,956,078	183,426,512
Intercompany sales	-	(155,862)	(155,862)	-	(144,373)	(144,373)
Net Revenue	**272,405,971**	**41,209,943**	**313,615,914**	**164,470,434**	**18,811,705**	**183,282,139**
Cost of sales	240,898,153	32,929,097	273,827,250	151,338,370	15,226,205	166,564,575
Intercompany cost of sales	-	(155,862)	(155,862)	-	(144,373)	(144,373)
Net cost of sales	**240,898,153**	**32,773,235**	**273,671,388**	**151,338,370**	**15,081,832**	**166,420,202**
Gross Profit	**31,507,818**	**8,436,708**	**39,944,526**	**13,132,064**	**3,729,873**	**16,861,937**
Operating profit before depreciation & amortisation	22,831,901	6,113,596	28,945,497	7,924,303	913,318	8,837,621
Depreciation & amortisation	(774,093)	(207,275)	(981,368)	(729,065)	(207,075)	(936,140)
Net foreign exchange loss	(13,712,321)	(2,082,264)	(15,794,585)	(16,502,008)	(1,901,943)	(18,403,951)
Net finance cost	(6,672,461)	(1,013,237)	(7,685,698)	(1,319,766)	(152,110)	(1,471,876)
Profit/(loss) before tax	1,673,026	2,810,820	4,483,846	(10,626,536)	(1,347,810)	(11,974,346)

The measurement policies the Group uses for segment reporting are the same as those used in its financial statements. There have been no changes from prior years in the measurement methods used to determine reported segment profit or loss. The segment profit represents profit earned by each segment without allocation of the income tax expense. This is a measure of the group's executives for the purpose of resource allocation and assessment of segment performance.

Revenue is derived from varieties of external customers as obtained in 2023 as well. Of these revenues, 87% are attributed to Retail & Industrial Fuels segment (89%: 2023), 13% from Lubricants & Chemical segment (11%: 2023).

The geographical location of the group operations is Nigeria, operations outside Nigeria are non-existent and do not constitute a segment.

There is no disclosure of assets and liabilities per business segment because the assets and liabilities of the Group are not directly related to a particular business segment.

2. General information

Eterna Plc (the Company) was incorporated in Nigeria as a private limited liability Company in 1989. In 1997, it became a public Company. The Company's shares which are currently quoted on the Nigerian Exchange Limited (NGX) were first listed in August 1998. The Company is domiciled in Nigeria and the address of its registered office is:

5a Oba Adeyinka Oyekan Avenue
(Formerly Second Avenue)
Ikoyi
Lagos

Notes to the Consolidated and Separate Financial Statements

2.1 Principal activities

The principal activities of the Company and its subsidiaries (together referred to as “the Group”) are trading in crude oil and Condensates; manufacturing, sale and distribution of lubricating oils and petrochemicals; Bulk import and retail distribution of Petroleum Products (including PMS, AGO, ATK, LPFO, Base Oils, Bitumen etc.) and gas.

2.2 Composition of Financial statements

The Consolidated and separate financial statements are shown in Nigerian Naira, the functional currency of Eterna Plc in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), hereafter referred to as IFRS.

The financial statements comprise:

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

The Directors also provided the following additional statements in compliance with the Companies and Allied Matters Act 2020:

* Consolidated and separate value-added statement
* Consolidated and separate five-year financial summary

2.3 Financial Period

These financial statements cover the period from 1 January 2024 to 31 December 2024 with comparative figures for the financial year from 1 January 2023 to 31 December 2023.

2.4 Basis of accounting

The consolidated and separate financial statements have been prepared in accordance with IFRS, and as adopted by the Financial Reporting Council of Nigeria (FRCN). It has also been prepared in conformity with the Companies and Allied Matters Act, 2020 and the Financial Reporting Council (Amendment) Act, 2023.

2.5 Going concern

The directors have at the time of approving the financial statements, a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements.

2.6 Basis of measurement

The consolidated and separate financial statements of Eterna Plc and its subsidiaries have been prepared in accordance with IFRS. The financial statements have been prepared under the historical cost convention except for certain financial instruments that are measured at fair value.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

2.7 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the parent company and entities controlled by the parent company (its subsidiaries) made up to 31st December each year.

Notes to the Consolidated and Separate Financial Statements

Control is achieved when the parent company:
- Has the power over the investee;
- Is exposed, or has rights to variable returns from its involvement with the investee;
- Has the ability to use its power to effect its returns.

The parent reassesses periodically whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the parent company has less than a majority of the voting right of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The parent company considers all relevant facts and circumstances in assessing whether or not the parent company's voting rights in an investee are sufficient to give it power including:

- The size of the parent company's holding of voting right relative to the size & dispersion of holdings of the other vote holders.
- Potential voting rights held by the parent company, other vote holders or other parties.
- Rights arising from other contractual arrangements.
- Any additional facts and circumstances that indicate that the parent company has or does not have the current ability to direct the relevant activities at the time that decisions needs to be made including voting patterns at previous shareholder's meeting.
- Consolidation of a subsidiary begins when the parent company obtains control over the subsidiary and ceases when the parent company loses control of the subsidiary.
- Where necessary, adjustments are made to the financial statements of the subsidiaries to bring the accounting policies used into line with the group's accounting policies.

The consolidated financial statements comprise the financial information of Eterna Plc ("the Company") and its subsidiaries - Eterna Industries Limited (EIL) and Eterna Marine Services Limited (EMSL).

The Company has 99.98% equity interest in Eterna Industries Limited, while it has 99.99% holdings in Eterna Marine and Services Limited. The financial statements of these entities have been consolidated into the Group financial statements. The accounting policies used by the subsidiaries are consistent with the Group. All intra-Group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in the net assets of a consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests as at the date of the original business combination and the non-controlling interest's share of change in equity since the date of the combination.

Where necessary adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the group's accounting policies.

2.8 External Auditor

Messrs Deloitte & Touche acted as our external auditor for the 2024 financial year. The Board confirms that the company has complied with the regulatory requirement as enshrined in the amended Rule 2B of Financial Reporting Council of Nigeria (FRCN).

3.0 Adoption of new and revised IFRS standards

3.1 New and amended IFRS that are effective for the current year

In current year, the group has applied a number of amendments to IFRS issued by the International accounting standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1st January, 2024. Their adoption has not had any material impact on their disclosures or on the amount reported in the Financial statements.

Notes to the Consolidated and Separate Financial Statements

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

a. Amendments to IAS 1 Presentation of Financial Statements —Classification of liabilities as Current or Non-Current and Non-current Liabilities with Covenants

The group has adopted the amendments to IAS 1 for the first time in the current year. The amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or non-current). Such covenants affect whether the right exists at the end of the reporting period, even if compliance with the covenant is assessed only after the reporting date (e.g. a covenant based on the entity's financial position at the reporting date that is assessed for compliance only after the reporting date). The IASB also specifies that the right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants (including the nature of the covenants and when the entity is required to comply with them), the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

b. Amendments to IFRS 16 Leases- Lease Liability in a Sale and Leaseback

The group has adopted the amendments to IFRS 16 for the first time in the current year. The amendments introduce a new accounting model for variable payments and will require seller-lessees to reassess and potentially restate sale-and-leaseback transactions. It impact how a seller-lessee accounts for variable lease payments that arise in a sale-and-leaseback transaction. Initially, the IFRS® Interpretations Committee (the Committee) concluded that the right-of-use asset and lease liability are unlikely to be measured at zero. In other words, IFRS 16 requires a seller-lessee to estimate the variable lease payments it expects to make over the lease term.

The amendments confirm the following.

1. On initial recognition, the seller-lessee includes variable lease payments when it measures a lease liability arising from a sale-and-leaseback transaction.
2. After initial recognition, the seller-lessee applies the general requirements for subsequent accounting of the lease liability such that it recognises no gain or loss relating to the right of use it retains.

c. Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments- Disclosures – Supplier Finance Arrangements

The group has adopted IAS 7 and IFRS 7 and the related amendments for the first time in the current year. The amendments introduce two new disclosure objectives – one in IAS 7 and another in IFRS 7 – for a company to provide information about its supplier finance arrangements that would enable users (investors) to assess the effects of these arrangements on the company's liabilities and cash flows, and the company's exposure to liquidity risk.

Under the amendments, companies also need to disclose the type and effect of non-cash changes in the carrying amounts of the financial liabilities that are part of a supplier finance arrangement. The amendments also add supplier finance arrangements as an example to the existing disclosure.

Notes to the Consolidated and Separate Financial Statements

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

Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments- Disclosures – Supplier Finance Arrangements (cont'd)

requirements in IFRS 7 on factors a company might consider when providing specific quantitative liquidity risk disclosures about its financial liabilities.

The amendments are effective for periods beginning on or after 1 January 2024. However, some relief from providing certain information in the year of initial application is available.

3.2 New and revised IFRS in issue but not effective

Certain new accounting standards and interpretations have been published that are not mandatory for December 2023 reporting periods and have not been early adopted by the Group. The Group does not expect the new accounting standards and interpretations to have a material impact on this financial statement.

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

Amendment to IAS 21	-	Lack of Exchangeability	-	Effective 1st Jan, 2025
Amendments to IFRS 9 and IFRS 7	-	Amendments to the Classification and Measurement of Financial Instruments	-	Effective 1st Jan, 2026
Amendments to IFRS 18	-	Presentation and Disclosure in Financial Statements	-	Effective 1st Jan, 2027
Amendments to IFRS 19		Subsidiaries without Public Accountability: Disclosures		Effective 1st Jan, 2027

The directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the group in future periods.

4.0 Summary of material accounting policies

4.1 Introduction to summary of accounting policies

The principal accounting policies applied in the preparation of these Consolidated and separate financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

4.2 Consolidation

(a) Subsidiaries

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

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary are the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

(a) Subsidiaries (Cont'd)

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

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

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) Disposal of subsidiaries

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

(d) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition. If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

(e) Joint arrangements

The Group applies IFRS 11 to all joint arrangements. Under IFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. Eterna plc has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method. Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in income statement. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

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

Notes to the Consolidated and Separate Financial Statements

4.3 Foreign currency translation

(a) Functional and presentation currency
Items included in the financial statements are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The financial statements are presented in Nigerian Naira, which is the Group's presentation currency. All amounts have been rounded to the nearest thousand unless otherwise indicated.

(b) Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss and other comprehensive income. All foreign exchange gains and losses are presented separately and on the face of the statement of profit or loss and other comprehensive income.

4.4 Borrowings
Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit or loss and other comprehensive income over the period of borrowings using the effective interest method.

Fees paid on establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent that there is no evidence that is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowing costs
General and specific borrowing costs directly attributable to the acquisition, construction or production of a qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets , until such time as the assets are substantially ready for their intended use or sale.

All borrowing costs relating to trading operations (purchase of products) are added to the cost of sales as parts of product costs.

All other borrowing costs are expensed in the income statement.

4.5 Revenue recognition
Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when the performance obligation is satisfied, and the customer obtains controls of the products. The Group bases its estimate of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.
Revenue is primarily derived from the sale of the following products: Fuels, lubricants, base oil and gas.

a) Sale of goods
The companies in the Group manufacture and sell lubricating oils and petrochemicals, purchase and resell fuels through its retail outlets, gas, power, upstream supply and technical services for companies in the oil industry. Sales of goods are recognised when a Group has satisfied its performance obligation by delivering

a) Sale of goods (cont'd)

products to the customer and when there is no unfulfilled obligation that could affect the customer's acceptance of the products.

Delivery does not occur until the products have been transferred to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, or the Group has objective evidence that all the criteria for the acceptance have been satisfied. In other words, revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product to a customer.

In line with the business model of the company, all advances received in prior period were satisfied in the current year and recognised in revenue of the current year. There was no revenue recognised in the current year that related to performance obligations that were satisfied in prior year.

4.6 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

4.7 Financial Instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into one of the following categories:

- amortised cost
- fair value through profit or loss (FVTPL), or
- fair value through other comprehensive income (FVOCI).

In the periods presented the Group does not have any financial assets categorised as FVTPL or FVOCI.

The classification is determined by both:
- the entity's business model for managing the financial asset, and
- the contractual cash flow characteristics of the financial asset.

Notes to the Consolidated and Separate Financial Statements

4.7 Financial Instruments (cont'd)

All revenue and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items.

Subsequent measurement of financial assets

Financial assets at amortised cost:

- Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):
- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime expected credit losses (ECL) for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

4.7 Financial Instruments (cont'd)

Classification and measurement of financial liabilities (cont'd)

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income. The Group recognises a loss allowance for expected credit

losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime expected credit losses (ECL) for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Impairment of financial assets
The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, lease receivables, trade receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime expected credit losses (ECL) for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Notes to the Consolidated and Separate Financial Statements

4.7 Financial Instruments (cont'd)

Impairment of financial assets (cont'd)

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward looking information considered includes the future prospects of the industries in which the group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the group's core operations.

(ii) Definition of default

The group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the group, in full (without taking into account any collateral held by the group).

Irrespective of the above analysis, the group considers that default has occurred when a financial asset exceed the credit period granted unless the group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Write-off policy

The group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(iv) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the group expects to receive, discounted at the original effective interest rate. If the group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which the simplified approach was used. The group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

4.7 Financial Instruments (cont'd)

Impairment of financial assets (cont'd)

(v) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- Significant financial difficulty of the issuer or the borrower
- A breach of contract, such as a default or past due event
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation
- The disappearance of an active market for that financial asset because of financial difficulties"

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and bank overdrafts.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible into known amounts of cash, and which are subject to an insignificant risk of changes in value. Bank overdrafts are included in liabilities.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the statement of financial position.

4.8 Provisions

Provisions for environmental restoration (i.e. restoration and abandonment of petroleum storage facilities), restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

4.8.1 Environmental Restoration

The Group makes provision for the future cost of decommissioning storage tanks on a discounted basis. These costs are expected to be incurred within 30 to 50 years. The provision has been estimated using existing technology at current prices, escalated at 14.6% (2023 – 10.3%) and discounted at 17.1% (2023 – 12.8%). The economic life and the timing of the asset retirement obligation are dependent on Government legislation, commodity price and the future production profiles of the project. In addition, the estimated cash outflows are subject to inflationary and/or deflationary pressures.

A corresponding item of property, plant and equipment of an amount equivalent to the provision is also recognised. This is subsequently depreciated as part of the asset. Other than the unwinding discount on the provision, any change in the present value of the estimated expenditure is reflected as an adjustment to the provision and the corresponding item of property, plant and equipment.

4.9 Property, Plant and Equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Property, plant and equipment comprise tangible items that are held for use in the production or supply of goods and services or for administrative purposes and are expected to be used during more than one accounting period. Buildings comprise of factories and offices.

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

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

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

(ii) Subsequent costs

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

Property, plant and equipment are stated at cost less accumulated depreciation. Costs includes expenditure that are directly attributable to the acquisition of the fixed assets. When parts of an item of fixed assets have different useful lives, they are accounted for as separate items of fixed assets. Costs relating to fixed assets under construction or in the process of installation are disclosed as Capital Work in

(ii) Subsequent costs (cont'd)

Progress. The cost attributable to each asset is transferred to the relevant category immediately the asset is available for use.

Gains and losses on disposal of PPE are included in the Statement of profit or loss and other comprehensive income.

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

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

Depreciation is provided at rates calculated to write off the cost/valuation, less estimated residual value, of each asset on a straight-line basis over its estimated useful life as follows:

Asset category	Depreciation rate (years)
Freehold land	nil
Buildings	20
Plant and machinery	10 -50
Capital work in progress	nil
Office equipment	5 - 10
Furniture and fittings	5 - 10
Motor Vehicles	5

Depreciation is not calculated on fixed assets until they are available for use and is included in the statement of profit or loss and other comprehensive income.

The assets' residual values and useful lives are reviewed, adjusted if appropriate, at the end of each reporting period.

(ii) Subsequent costs

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

4.10 Impairment of long-lived assets

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

Assets are grouped into cash-generating units (or CGUs) and tested. A cash-generating unit is a homogeneous group of assets that generates cash inflows that are largely independent of the cash inflows from other groups of assets.

Notes to the Consolidated and Separate Financial Statements

4.10 Impairment of long-lived assets (Cont'd)

The value in use of a CGU is determined by reference to the discounted expected future cash flows, based upon the management's expectation of future economic and operating conditions.

If this value is less than the carrying amount, an impairment loss on property, plant and equipment, or on other intangible assets, is recognized in the profit or loss in the expense category consistent with the function of the related asset. Impairment losses recognized in prior periods can be reversed up to the original carrying amount, had the impairment loss not been recognized.

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

4.11 Income taxation

The income tax expense represents the sum of current and deferred income tax expense.

Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Group entities operate and generate taxable income. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the parent company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred Tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax assets are recognised to the extent it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognised in full, although IAS 12 specifies limited exemptions. As a result of these exemptions the Group does not recognise deferred tax on temporary differences relating to goodwill, or to its investments in subsidiaries (only to the extent that the group control the timing of the reversal of the taxable temporary difference and that reversal is not likely to occur in the foreseeable future). The Group does not offset deferred tax assets and liabilities unless it has a legally enforceable right to do so and intends to settle on a net basis.

Notes to the Consolidated and Separate Financial Statements

4.12 Intangible assets

(i) Recognition and measurement

Intangible assets that are acquired by the Group and have infinite lives are measured at cost less accumulated amortisation and accumulated impairment losses.

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

(ii) Subsequent expenditure

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

(iii) Amortisation of intangible assets

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

(iv) Derecognition of intangible assets

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

Amortization is provided at the rate below:

Category	**Amortization rate (years)**
Computer Software	3 - 10

4.13 Post-employment benefits and short-term employee benefits

Defined contribution plans

The Group provides post-employment benefits through various defined contribution plans.

The Group pays fixed contributions into independent entities in relation to retirement plans and insurances for individual employees. The Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received. The Group fixed contribution is based on the provision of the Pension Reform Act of 2014 which specifies the minimum rate of 10% contribution for employer and 8% for employee.

Short-term employee benefits

Short-term employee benefits, including wages and salaries and annual leave entitlement, are current liabilities and other employee obligations, measured at the undiscounted amount the Group expects to pay as a result of the unused entitlement.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

4.14 Accounting for Leases

The Group as lessee
The Group assesses whether a contract is, or contains, a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less).

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

The incremental borrowing rate depends on the term, currency and start date of the lease and is determined based on a series of inputs including: the risk-free rate based on government bond rates; a country-specific risk adjustment; a credit risk adjustment based on bond yields; and an entity-specific adjustment when the risk profile

of the entity that enters into the lease is different to that of the Group and the lease does not benefit from a guarantee from the Group. Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivables.
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date.
- The amount expected to be payable by the lessee under residual value guarantees
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used)
- A lease contract is modified, and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented as there is no lease liability.

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

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

The right-of-use assets are presented as a separate line in the consolidated statement of financial position. The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

(b) The Group as lessor

The Group enters into lease agreements as a lessor with respect to some of its properties.
Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. The initial direct costs (if any) incurred in negotiating and arranging an operating lease is recognise as expense over the term of the relevant lease.

The amount due from leases under finance lease is recognised as a receivable at an amount equal to the net investment in the lease.

4.15 Equity, reserves and dividend payments

Share capital represents the nominal (par) value of shares that have been issued.

Share premium includes any premiums received on the issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Retained earnings includes all current and prior period retained profits.

Dividend distributions payable to equity shareholders are included in other liabilities when the dividends have been approved in a general meeting prior to the reporting date.

4.16 Interest Income

Interest income is recognized in the Statement of profit or loss using the effective interest method. Interest income is accrued on short term investments based on contractual investment period.

4.17 Cost of sales

Cost of sales includes product costs, delivery costs, direct wages, and depot and union dues for fuels, lubricants, and other products.

5.0 Critical accounting judgement and key sources of estimating uncertainty

In the application of the Group's accounting policies, which are described in Note 4, The Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimated underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are revised and the revision affects only that year or in the year of the revision and the future years if the revision affects both current and future years.

5.1 Critical judgement in applying accounting policies

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

5.1.1 Provision for Income taxes

The Group is subjected to income taxes only within the Nigerian tax authority which does not require significant judgement in terms of provision for income taxes but a certain level of judgement is requires for recognition of the deferred tax asset or liability. Management is required to assess the ability of the Group to generate future taxable economic earnings that would be utilized for all deferred tax assets or liabilities whether the Group will be able to generate enough future cash flows as part of the management assumptions.

Taxes are paid by companies under a number of different regulations and laws which are subject to varying interpretations. In this environment, it is possible for the tax authorities to review transactions and activities that have not been reviewed in the past and scrutinize these in full details, with additional taxes being assessed based on new interpretations of the applicable laws and regulations. Accordingly, management interpretation of the applicable tax law and regulations as applied to the transactions and activities of the Group may be challenged by the relevant tax authorities.

The Group's management believes that its interpretation of the relevant tax law and regulation is appropriate and the tax position included in these financial statements will be sustained.

5.1.2 Impairment of financial assets

The loss allowance for financial assets is based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculations based on the Group's history, existing market conditions as well as forward looking estimate at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 23.

1. Business model assessment
2. Significant increase in credit risk

5.2 Key sources of estimating uncertainty

The key assumptions concerning the future and other key sources of estimating uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

5.2.1 Provision for decommissioning and restoration costs

Management of the Group exercises significant judgement in estimating provisions for restoration costs. Should these estimates vary, profit or loss and statement of financial position in the following years would be significantly impacted.

5.2.2 Provision for obsolete inventory

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

5.2.3 Useful life of property, plant and equipment

The Group exercises judgment in determining the expected useful lives of items of property, plant and equipment. Factors such as prevailing physical condition of the assets, technological expectations and historical experience with the assets (or similar assets) are assessed at least annually. Changes to these estimates may have significant impact on future results because changes in accounting estimates are accounted for on a prospective basis, through depreciation and amortization expense.

5.2.4 Fair value hierarchy

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

5.2.5 Recoverability of financial asset

The Group reviews all financial assets at least annually and when there is any indication that the asset might be impaired. Loss allowance for trade receivables is measured at an amount equal to twelve months ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group has recognised a loss allowance of 100% against all receivables over 365 days past due, because historical experience has indicated that these receivables are generally not recoverable. There has been no change

in the estimation techniques or significant assumptions made during the current reporting year. The Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, except where there is adequate security. None of the trade receivables that have been written off are subject to enforcement activities. Trade receivables are considered to be past due when they exceed the credit period granted.

5.3 Financial risk management

The Group's activities expose it to a variety of financial risks such as market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by the finance department under policies approved by the board of directors. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

5.3 Financial risk management (cont'd)

(a) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group manages liquidity risk by ensuring that sufficient funds are available to meet its commitments as they fall due.

The Group uses both long term and short-term cash flow projections to monitor funding requirements for activities and to ensure there are sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits on any of its borrowing facilities. Cash flow projections take into consideration the Group's debt financing plans, covenant compliance and internal balance sheet ratio targets.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed maturity periods. The table has been drawn based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Company can be required to pay.

Notes to the Consolidated and Separate Financial Statements

5.3 Financial risk management (cont'd)

(a) Liquidity risk

Group	Due within one year	1 - 2 year	Total	Interest rate
December 31, 2024	**N'000**	**N'000**	**N'000**	
Borrowings	37,339,111	11,733,093	49,072,204	26% to 31%
Trade and other payables	5,440,075	-	5,440,075	
Bank overdrafts	4,302,576	-	4,302,576	
December 31, 2023				
Borrowings	43,229,923	-	43,229,923	26% to 31%
Trade and other payables	10,308,678	-	10,308,678	
Bank overdrafts	-	-		

Company	Due within one year	1 - 2 year	Total	Interest rate
December 31, 2024			**N'000**	
Borrowings	37,339,111	11,733,093	49,072,204	26% to 31%
Trade and other payables	5,129,485	-	5,129,485	
Bank overdrafts	4,302,576	-	4,302,576	
December 31, 2023				
Borrowings	43,229,923	-	43,229,923	26% to 31%
Trade and other payables	10,838,561	-	10,838,561	
Bank overdrafts	-	-	-	

(b) Market risk

(i) Price risk

The Group has limited exposure to commodity price risk as the Group's transactions are mostly Naira denominated. The Group is also not exposed to any equity price risks.

(ii) Interest rate risk

The Group's interest rate risk arises from long-term borrowings. The borrowings are issued at a fixed rate and expose the Group to fair value interest rate risk.

The total long-term borrowings was N11.7 billion, an increase/decrease in the interest rate by 10%, all other factors remaining constant, will lead to a 1% (2023: 1.5%) increase/decrease in the value of borrowings for the year (2024: N0.12million, 2023: N0.24million).

Financial risk management (cont'd)

(iii) Foreign exchange risk

Exposure may arise from the fluctuations of Naira against United States Dollars (USD). The risk is considered significant due to the instability and high fluctuations of the exchange rate. The analysis below shows the impact of the high fluctuations.

The net USD exposure was N11.76 billion (2023:24.87 billion). In December 2024, if the currency had weakened/strengthened by 10% against the United States Dollars (USD) with other variables constant, post-tax profit for the year would have been N788 million (2023: N2.7 billion) lower/higher, mainly as a result of foreign exchange gains/losses on translation of the USD denominated transactions. Similarly, the impact on equity would have been N788million (2023: N2.7 billion) higher/lower.

(c) Credit risk

Credit risk arises from cash and cash equivalents, trade and other receivables.

The credit risk on cash is limited because the majority of deposits are with banks which have stable credit ratings assigned by international credit agencies as shown in the table below. The Group's maximum exposure to credit risk due to default of the counter party is equal to the carrying value of its financial assets.

The Group assesses the credit quality of the customers by taking into account the financial position, past experience and other factors related to that particular customer. Customer limits are set on each individual client based on past performance and sales are settled using cash. No credit limits were exceeded during the reporting period.

The analysis of the Group's trade and other receivables by performance is as follows:

Group	31 December 2024	31 December 2023
	N'000	N'000
Neither past due nor impaired	16,492,906	6,449,564
Past due but not impaired	465,751	1,926,582
Impaired	2,588,127	200,445
	19,546,784	8,576,591

5.3 Financial risk management

(c) Credit risk (cont'd)

The maturity analysis of past due but not impaired trade and other receivables is as follows:

	31 December 2024	31 December 2023
Past due but not impaired:	N'000	N'000
- by up to 90 days	120,301	1,115,167
- by 90 to 180 days	345,450	811,415
- later than 180 days	-	-
Total past due but not impaired	465,751	1,926,582

Company	**31 December 2024**	**31 December 2023**
	N'000	**N'000**
Neither past due nor impaired	18,397,194	8,041,697
Past due but not impaired	437,401	1,926,582
Impaired	2,588,127	200,445
	21,422,722	10,168,724

The maturity analysis of past due but not impaired trade and other receivables is as follows:

	31 December 2024	**31 December 2023**
Past due but not impaired:	**N'000**	**N'000**
- by up to 90 days	120,301	1,115,167
- by 90 to 180 days	345,450	811,415
- later than 180 days	-	-
Total past due but not impaired	465,751	1,926,582

The financial assets and loss allowances thereon are disclosed as follows:

December 31, 2024	**Gross carrying amount**	**Loss allowance**	**Net carrying amount**
	N'000	**N'000**	**N'000**
Trade and other receivables	8,814,475	2,587,659	6,169,445
Due from related party	39,495	468	39,027
Cash and cash equivalents	5,938,512	**-**	5,933,011
	14,729,482	2,588,127	12,204,355

December 31, 2023	**Gross carrying amount**	**Loss allowance**	**Net carrying amount**
	N'000	**N'000**	**N'000**
Trade and other receivables	6,638,039	198,000	6,440,039
Due from related party	209,751	2,445	207,306
Cash and cash equivalents	6,895,234	**-**	6,895,234
	13,743,024	200,445	13,542,579

5.4 Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital on the basis of net debt ratio, that is, the ratio of net debt to net debt plus equity. Net debt is calculated as gross debt as shown in the balance sheet, less cash and cash equivalents.

The net debt ratio as at 31st December 2024 and 31st December 2023 are as follows:

Notes to the Consolidated and Separate Financial Statements

	31 December 2024 N'000	31 December 2023 N'000
Borrowings (Note 25)	53,374,782	43,229,923
Less: Cash and bank balances (Note 24)	(5,938,512)	(6,895,234)
	47,436,270	36,334,689
Equity	4,850,472	3,501,848
Net debt ratio	978%	1038%

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

5.4.1 Financial instruments and fair values

Financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value, whether changes in fair value are recognized in the statement of income or other comprehensive income. Those categories are: loans and receivables; and for liabilities, amortized cost.

The financial instruments in the table below are grouped into level 1 to 3 based on the degree to which the inputs used to calculate the fair value are observable. The fair value hierarchy are explained below:

Level One fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities that the Group can assess at the measurement date.

Level Two fair value measurements are those derived from inputs other than quoted prices included in level 1 that are observable either for the asset or liability directly (i.e. derived from prices).

Level Three fair value measurements are those derived from inputs for the assets or liability that are not based on observable market data.

The following table shows the carrying values and fair values of the Group's assets and liabilities for each of these categories at December 31, 2024 and 2023.

5.4.1 Financial instruments and fair values

	Carrying Amount			Fair Value	
	31 December 2024 N'000	31 December 2023 N'000	Level	31 December 2024 N'000	31 December 2023 N'000
Assets					
Loans and receivables:					
Cash and cash equivalents	5,938,512	6,895,234	3	5,938,512	6,895,234
Trade and other receivables	16,513,384	6,719,802	3	16,513,384	6,719,802
	22,451,896	**13,615,036**		**22,451,896**	**13,615,036**
Liabilities					
Amortized cost:					
Trade and other payables	5,440,075	10,308,678	3	5,440,075	10,308,678
Borrowings	49,072,203	43,229,923	3	49,072,203	43,229,923
Bank overdrafts	4,302,576	-	3	4,302,576	-
	58,814,854	**53,538,601**		**58,814,854**	**53,538,601**

6 Revenue

The Group derives its revenue from contracts with customers for the transfer of products at a point in time in the following major product lines. The disclosure of revenue by product lines is consistent with the revenue information that is disclosed for each reportable segments (Note 1).

	Group		Company	
	2024	2023	2024	2023
	N'000	N'000	N'000	N'000
Fuel	272,405,971	164,470,434	272,405,971	164,470,434
Lubricants	39,194,962	18,588,000	39,194,962	18,588,000
Others	2,014,981	223,705	2,014,981	223,705
	313,615,914	**183,282,139**	**313,615,914**	**183,282,139**

Others represent revenue from the sales of Liquified Petroleum Gas - LPG (2024: N409m ; 2023:N223m and Baseoil (2024:N1.6b :2023 Nil)

There was no revenue from export sales for Lubricants (2023: N62.7m)

7 Expenses by nature

	Group		Company	
	2024	2023	2024	2023
	N'000	N'000	N'000	N'000
7.1 Cost of sales				
Fuel	240,898,152	151,338,370	240,898,152	151,338,370
Lubricants	30,576,723	14,883,638	30,708,650	15,027,933
Others	2,196,513	198,194	2,196,513	198,194
	273,671,388	**166,420,202**	**273,803,315**	**166,564,497**

Others represent Cost of sales of Liquified Petroleum Gas - LPG (2024: N380m; 2023: N198m and Baseoil (2024:N1.8b :2023 Nil)

Analysis of cost of sales	Fuel	Lubricants	Others	Total
Group				
Product costs	234,853,990	30,380,209	2,187,036	267,421,235
Delivery costs	5,691,298	166,549	-	5,857,847
Depot and union due	88,656	-	9,477	98,133
Direct Wages	264,208	29,965	-	294,173
	240,898,152	**30,576,723**	**2,196,513**	**273,671,388**

Analysis of cost of sales	Fuel	Lubricants	Others	Total
Company				
Product costs	234,853,990	30,535,872	2,187,036	267,576,898
Delivery costs	5,691,298	166,549	-	5,857,847
Depot and union due	88,656	-	9,477	98,133
Direct Wages	264,208	6,229	-	270,437
	240,898,152	**30,708,650**	**2,196,513**	**273,803,315**

Notes to the Consolidated and Separate Financial Statements

	Group 2024	Group 2023	Company 2024	Company 2023
	N'000	N'000	N'000	N'000
7.2 Selling and Distribution expenses				
Marketing and sales commission	326,862	402,110	326,848	402,079
Sampling and analysis	299	2,221	251	2,221
	327,161	**404,331**	**327,099**	**404,300**

	Group 2024	Group 2023	Company 2024	Company 2023
	N'000	N'000	N'000	N'000
7.3 General and Administration expenses				
Staff costs	1,936,595	1,585,218	1,795,743	1,482,115
Pension costs	70,460	48,893	64,245	44,509
Legal and Other Professional fees (note 7.3.5)	1,546,397	162,782	1,546,350	162,782
Technical Supports Service fees (note 7.3.1)	-	1,478,259	-	1,478,259
Depreciation	962,821	914,117	884,812	845,454
Employee Welfare	14,826	43,879	13,532	43,861
Training and Staff Development	85,506	61,465	81,966	61,026
Travelling & Entertainment	214,816	271,270	185,592	267,005
Rental Expenses	241,611	153,135	241,611	153,135
Amortisation of right of use assets	411,777	420,867	411,777	420,867
Repairs and Maintenance	1,408,724	847,389	1,199,458	761,041
Business Development	152,953	96,866	152,673	96,706
Donations and gifts	650	107,197	650	107,197
Other expenses (note 7.3.2)	181,805	139,225	166,672	129,495
Stationery and communication	60,322	128,726	59,744	129,188
Insurance, medical and security	509,963	252,993	497,076	247,174
Licence fees	517,809	349,776	513,302	338,861
Directors' remuneration	141,667	101,628	141,667	101,628
Board Expenses	72,715	55,004	72,715	55,004
Provision for Doubtful Debt	-	876,009	-	876,009
Auditors' remuneration (note 7.3.3)	71,000	65,000	55,000	50,000
Bank charges	740,046	542,757	739,924	542,742
Amortisation of Intangible assets	18,547	22,023	18,547	22,023
Loss on disposal of property, plant and equipment	4,167	2,118	4,167	2,118
	9,365,177	**8,726,596**	**8,847,223**	**8,418,199**

7.3.1 The Group engaged Messrs Preline Limited for technical support services to provide accounting supports services, human resources effectiveness supports services and operations supports services. The consideration for the support services as agreed was 0.75% of the Group's turnover payable quarterly. The Technical fee was suspended in 2024 by the Board.

7.3.2 Other expenses include office toiletries & consumables (2024: N71.5m, 2023: N24.2m) and electricity & water bills (2024: N106.5m, 2023 N36.6m)

Notes to the Consolidated and Separate Financial Statements

7.3.3 This represents the audit fees to 'Deloitte & Touche Nigeria', external auditors for the audit services rendered for the year. There was a non-audit service (ICFR review) rendered to the Company during the year (note 7.3.5). The auditor did not render any other non-audit or non-assurance services during the year.

7.3.4 Included in the auditor's remuneration for the group is an amount of N11 million for Eterna Industries Limited (2023: N10 million) and N5 million for Eterna Marine Services Limited (2023: N5 million).

7.3.5 Included in the fee for Legal and other professional fee is the amount paid for the review of reports on Internal Control over financial reporting (ICFR) in the current year N18.15m (2023: N16.5m) rendered by the auditors.

8 Employees' remuneration and numbers

	Group		Company	
	2024	**2023**	**2024**	**2023**
	Number	**Number**	**Number**	**Number**
Administration	47	45	46	45
Operations	40	34	25	20
Sales and marketing	58	30	56	30
	145	109	127	95
Senior Management	13	12	12	11
Management	12	8	12	8
Senior staff	120	89	103	76
	145	109	127	95

The number of employees, other than directors, who earned over N3,000,000 in the year:

	Group		Company	
	2024	**2023**	**2024**	**2023**
	Number	**Number**	**Number**	**Number**
N3,000,001 - N4,000,000	-	18	-	15
N4,000,001 - N5,000,000	82	21	73	19
Above 5,000,000	63	70	54	61
	145	109	127	95

The total employee benefits expense in the year comprise the following:

	Group		Company	
	2024	**2023**	**2024**	**2023**
	N'000	**N'000**	**N'000**	**N'000**
Salaries and wages	1,936,595	1,585,218	1,795,743	1,482,115
Employee welfare	14,826	43,879	13,532	43,861
Pension costs	70,460	48,893	64,245	44,509
	2,021,881	**1,677,990**	**1,873,520**	**1,570,485**

Notes to the Consolidated and Separate Financial Statements

9 Directors' remuneration

	Group		Company	
	2024	**2023**	**2024**	**2023**
	N'000	**N'000**	**N'000**	**N'000**
Fees for services as directors	75,000	34,961	75,000	34,961
Other allowances as director	66,667	66,667	66,667	66,667
Other emoluments as management	238,709	106,993	238,709	106,993
	380,376	**208,621**	**380,376**	**208,621**

Other allowances and emoluments represent the remuneration of executive directors.

	Group		Company	
	2024	**2023**	**2024**	**2023**
	N'000	**N'000**	**N'000**	**N'000**
The emoluments of the chairman of the board (excluding pension contributions)	15,000	15,000	15,000	15,000
The emoluments of the highest paid director	118,350	59,190	118,350	59,190

The table below shows the numbers of directors of the company whose remuneration excluding pension contributions fell within the bands stated.

	Group		Company	
	Number	**Number**	**Number**	**Number**
	2024	**2023**	**2024**	**2023**
N6,000,000 - N12,000,000	6	5	6	5
More than N12,000,000	4	3	4	3
	10	8	10	8

There were no loans to key management personnel during the year under review (2023: Nil)

10 Other income

	Group		Company	
	2024	**2023**	**2024**	**2023**
	N'000	**N'000**	**N'000**	**N'000**
Other Income from lab Sampling and analysis	6,203	-	81	-
Bad debt recovered	-	17,717	-	8,494
Proceeds from sale of scrap value	35,946	-	17,200	-
Rent income	57,474	43,767	57,474	43,767
	99,623	**61,484**	**74,755**	**52,261**

Other income in the current year represents rental income, income from sales of scrap value on assets and sampling & analysis in the year while prior year relates to bad debt recovered and income from sampling & analysis inventories and rental income.

11 Net foreign exchange loss

	Group		Company	
	2024	2023	2024	2023
	N'000	N'000	N'000	N'000
Realised foreign exchange loss	(12,874,468)	(5,334,008)	(12,874,468)	(5,334,008)
Unrealised foreign exchange loss	(5,255,438)	(13,716,692)	(5,255,438)	(13,716,692)
Realised foreign exchange gain	1,894,803	26,998	1,894,803	26,998
Unrealised foreign exchange gain	440,518	619,751	406,998	619,751
	(15,794,585)	(18,403,951)	(15,828,105)	(18,403,951)

Foreign exchange gain/(loss) represents the gain/loss resulting from exchange rate differences on foreign currency denominated transactions.

12 Finance income

	Group		Company	
	2024	2023	2024	2023
	N'000	N'000	N'000	N'000
Interest income on short-term bank deposits	5,012	39,669	5,012	39,669
	5,012	**39,669**	**5,012**	**39,669**

13 Impairment (charge)/reversal on credit loss

	Group		Company	
	2024	2023	2024	2023
Impairment reversal (note 23.1)	200,445	309,432	200,445	309,432
Impairment charge (note 23.1)	(2,588,127)	(200,445)	(2,588,127)	(200,445)
	(2,387,682)	**108,987**	**(2,387,682)**	**108,987**

14 Finance cost

	Group		Company	
	2024	2023	2024	2023
Interest on bank overdrafts	659,160	137,504	659,160	137,504
Interest on Short term financing	6,994,836	1,357,186	6,994,836	1,357,186
Accretion charge	36,714	16,856	32,987	14,249
	7,690,710	**1,511,546**	**7,686,983**	**1,508,939**

This amount represents interest charges on various short-term loans, overdrafts and trade finances.

15 Taxation

	Group		Company	
	2024	2023	2024	2023
	N'000	N'000	N'000	N'000
Current taxes on income for the year	1,580,757	917,415	1,580,757	917,415
Education tax levy for the year	26,377	-	24,373	-
Back duty Tax	40,618	202,398	-	195,000
Tax expense on Income statement	1,647,752	1,119,813	1,605,130	1,112,415
Deferred tax for the year	1,487,470	(3,661,049)	1,526,785	(3,661,049)
Total tax expense	**3,135,222**	**(2,541,235)**	**3,131,915**	**(2,548,634)**

Back duty tax represents additional liability from the tax audit that occurred in the year.

15.1 Reconciliation of effective tax rate

	Group			
	2024		2023	
Profit/(loss) before income tax		4,483,846		(11,974,343)
Income tax using the domestic corporation tax rate	30.00%	1,345,154	30.00%	(3,592,304)
Disallowed expenses	8.83%	395,985	(0.27%)	32,435
Prior Year opening balances	(28.16%)	(1,262,802)	0.02%	(2,688)
Education tax levy	0.59%	26,377	1.95%	(233,516)
Tax Incentives	(10.67%)	(478,337)	(1.13%)	135,025
Minimum Tax Effect	35.25%	1,580,757	(7.66%)	917,415
Deferred Tax Effect	33.17%	1,487,470	0.00%	-
Tax expense from back duty assessment	0.91%	40,618	(1.69%)	202,398
Total income tax expense in statement of comprehensive income	69.92%	3,135,222	21.22%	(2,541,235)
Comprising:				
Tax per income tax computation	35%	1,580,757	(7.66%)	917,415
Tax expense from back duty assessment	1%	40,618	(1.69%)	202,398
Tertiary education tax	1%	26,377	0.00%	-
Deferred tax charge/(credit)	33%	1,487,470	30.57%	(3,661,048)
	69.92%	3,135,222	21.22%	(2,541,235)

15.2 Reconciliation of effective tax rate

	Company			
	2024		2023	
Profit/(loss) before income tax		4,815,274		(11,816,829)
Income tax using the domestic corporation tax rate	30.00%	1,444,582	30.00%	(3,545,048)
Disallowed expenses	8.22%	395,985	(0.27%)	32,435
Prior year opening balances	(28.29%)	(1,362,230)	0.02%	(2,688)
Education tax levy	0.51%	24,373	1.98%	(233,516)
Tax incentives	(9.93%)	(478,337)	(0.74%)	87,768
Minimum Tax Effect	32.82%	1,580,757	(7.76%)	917,415
Deferred Tax Effect	31.71%	1,526,785	0.00%	-
Tax expense from back duty assessment	0.00%	-	(1.65%)	195,000
Total income tax expense in statement of comprehensive income	65.04%	3,131,915	21.57%	(2,548,634)
Comprising:				
Tax per income tax computation	32.82%	1,580,757	(7.76%)	917,415
Tax expense from back duty assessment	0.00%	-	(1.65%)	195,000
Tertiary education tax	0.51%	24,373	0.00%	-
Deferred tax charge/(credit)	31.71%	1,526,785	30.98%	(3,661,049)
	65.04%	3,131,915	21.57%	(2,548,634)

Notes to the Consolidated and Separate Financial Statements

15.3	**Tax Payable**	**Group**		**Company**	
		2024	**2023**	**2024**	**2023**
	As at 1 January 2024	977,483	704,785	977,475	711,211
	Tax paid	(361,635)	(263,348)	(325,732)	(262,384)
	WHT utilized	(591,683)	(583,767)	(591,683)	(583,767)
	Income tax charge	1,647,752	1,119,813	1,605,130	1,112,415
	As at 31st December 2024	**1,671,917**	**977,483**	**1,655,190**	**977,475**
	Current	1,671,917	977,483	1,665,190	977,475
	Non-current	-	-	-	-
		1,671,917	**977,483**	**1,665,190**	**977,475**

Corporation tax is calculated at 30 percent of the taxable profit for the year. The charge for taxation on these financial statements is based on the provisions of the Companies Income Tax Act CAP C21 LFN 2004 and Finance Act 2022. The Tertiary Education tax of 3 percent is based on the provisions of the Tertiary Education Trust Fund Act 2011 and Finance Act 2023.

Notes to the Consolidated and Separate Financial Statements

16 Property, plant and equipment

Group

	Land N'000	Building N'000	Plant and Machinery N'000	Capital Work-In-Progress N'000	Office Equipment N'000	Furniture & Fittings N'000	Motor Vehicles N'000	Total PPE N'000
Cost								
At 1 January 2023	2,478,160	4,406,012	7,769,952	1,007,072	380,590	368,455	1,180,158	**17,590,399**
Additions in the year	-	102,155	72,587	695,808	38,267	8,886	17,700	**935,403**
Transfers (Note 16.4)	-	98,447	333,066	(703,476)	33,967	19,612	218,385	**-**
Asset Written off (Note 16.3)	-	(221)	(36,309)	-	(2,413)	(219)	(28,763)	**(67,925)**
CWIP Write-off	-	-	-	(84,269)	-	-	-	**(84,269)**
At 31 December 2023	2,478,160	4,606,393	8,139,296	915,135	450,410	396,734	1,387,480	**18,373,608**
Additions in the year	-	61,367	563,374	2,256,775	69,192	21,850	915,184	**3,887,742**
Transfers (Note 16.4)	-	151,188	82,516	(532,987)	7,510	12,316	279,455	**-**
CWIP Write-off (16.5)	-	-	-	(11,578)	-	-	-	**(11,578)**
Asset Written off (Note 16.3)	-	-	(200)	-	(84)	(480)	-	**(764)**
Asset Disposed	-	-	-	-	-	-	(104,610)	**(104,610)**
At 31 December 2024	**2,478,160**	**4,818,949**	**8,784,986**	**2,627,345**	**527,028**	**430,420**	**2,477,510**	**22,144,398**
Accumulated Depreciation and Impairment								
At 1 January 2023	-	(839,048)	(3,328,041)	-	(270,861)	(255,168)	(655,441)	**(5,348,559)**
Charge for the year	-	(215,543)	(335,045)	-	(57,816)	(49,342)	(256,371)	**(914,117)**
Asset Written off (Note 16.3)	-	221	33,997	-	2,408	219	28,763	**65,607**
Asset Disposed								**-**
At 31 December 2023	-	(1,054,371)	(3,629,088)	-	(326,269)	(304,291)	(883,049)	**(6,197,068)**
Charge for the year	-	(225,575)	(333,136)	-	(61,333)	(42,703)	(300,074)	**(962,821)**
Asset Written off	-	-	200	-	84	480	-	**764**
Asset Disposed	-	-	-	-	-	-	49,517	**49,517**
At 31 December 2024	**-**	**(1,279,946)**	**(3,962,024)**	**-**	**(387,519)**	**(346,514)**	**(1,133,606)**	**(7,109,609)**
Net Book Value								
At 1 January 2023	**2,478,160**	**3,566,964**	**4,441,911**	**1,007,072**	**109,729**	**113,287**	**524,717**	**12,241,840**
At 31 December 2023	**2,478,160**	**3,552,022**	**4,510,208**	**915,135**	**124,141**	**92,443**	**504,431**	**12,176,541**
At 31 December 2024	**2,478,160**	**3,539,003**	**4,822,962**	**2,627,345**	**139,509**	**83,906**	**1,343,904**	**15,034,790**

Notes to the Consolidated and Separate Financial Statements

16 Property, plant and equipment (cont'd)

Company

	Land N'000	Buildings N'000	Plant and Machinery N'000	Capital Work-In-Progress N'000	Office Equipment N'000	Furniture & Fittings N'000	Motor Vehicles N'000	Total PPE N'000
Cost								
At 1 January 2023	2,457,578	4,227,023	7,007,102	1,001,176	309,045	331,974	1,153,090	**16,486,988**
Additions in the year	-	46,793	33,124	633,934	34,502	6,302	17,700	**772,354**
Transfers (Note 16.4)	-	98,447	333,066	(703,476)	33,967	19,612	218,385	**-**
Asset Written off (Note 16.3)	-	(221)	(36,209)	-	(847)	(219)	(28,763)	**(66,259)**
CWIP write-off	-	-	-	(84,269)	-	-	-	**(84,269)**
At 31 December 2023	2,457,578	4,372,042	7,337,083	847,365	376,666	357,669	1,360,412	**17,108,815**
Additions in the year	-	44,207	38,771	2,222,956	61,335	21,850	915,184	**3,304,303**
Transfers (Note 16.4)	-	151,188	113,446	(563,916)	7,510	12,316	279,455	**-**
CWIP write-off (16.5)		-	-	(11,578)	-	-	-	**(11,578)**
Asset Written off (Note 16.3)	-	-	-	-	(55)	(480)	-	**(535)**
Asset Disposed	-	-	-	-	-	-	(104,610)	**(104,610)**
At 31 December 2024	**2,457,578**	**4,567,437**	**7,489,300**	**2,494,827**	**445,456**	**391,355**	**2,450,442**	**20,296,395**
Accumulated Depreciation and Impairment								
At 1 January 2023	-	(777,236)	(2,974,002)	-	(217,911)	(224,634)	(642,614)	**(4,836,397)**
Charge for the year	-	(203,641)	(292,169)	-	(52,914)	(45,773)	(250,958)	**(845,454)**
Asset Written off *(Note 4)*	-	221	33,897	-	841	219	28,763	**63,941**
At 31 December 2023	-	(980,656)	(3,232,274)	-	(269,984)	(270,188)	(864,809)	**(5,617,910)**
Charge for the year	-	(210,855)	(281,340)	-	(56,855)	(40,167)	(295,594)	**(884,812)**
Asset Written off *(Note 4)*	-	-	-	-	-	55	480	**535**
Asset Disposed	-	-	-	-	-	-	49,517	**49,517**
At 31 December 2024	**-**	**(1,191,511)**	**(3,513,614)**	**-**	**(326,839)**	**(310,300)**	**(1,110,406)**	**(6,452,670)**
Net Book Value								
At 1 January 2023	**2,457,578**	**3,449,787**	**4,033,100**	**1,001,176**	**91,134**	**107,340**	**510,476**	**11,650,591**
At 31 December 2023	**2,457,578**	**3,391,386**	**4,104,809**	**847,365**	**106,682**	**87,481**	**495,603**	**11,490,904**
At 31 December 2024	**2,457,578**	**3,375,927**	**3,975,686**	**2,494,827**	**118,617**	**81,055**	**1,340,036**	**13,843,726**

Notes to the Consolidated and Separate Financial Statements

16.1. Capital WIP – Assets categorized as Capital Work-In-Progress are the cost of land and building, survey, cost of processing land documentation and various stations upgrades costs.

16.2. Assets pledged as security – The assets pledged as security in relation to loans held by the Company are primarily the storage tank farms held by the Company in Ibru Jetty, Ibafon, Apapa and the owned stations across the country. The value of security is N9.4billion. (2023: N9.4billion)

16.3. Write off – Following the review of the Company's PPE position at year-end, assets which do not meet the capitalisation policy of the company were written off.

16.4. Transfers – These represent the movement of capital work in progress to the appropriate asset classes upon completion.

16.5. CWIP write-off – Following the review of the CWIP at year-end, costs which do not meet the capitalisation policy of the company were written off.

16.6. There is no impairment loss on the assets in 2024 (2023: Nil)

17 Other intangible assets

Group/Company

Intangible Assets

	Computer Software N'000	Total Intangible Assets N'000
Cost		
At 1 January 2023	152,838	**152,838**
Additions in the year	-	**-**
Written off (Note 17.3)	(1,857)	**(1,857)**
At 31 December 2023	150,981	**150,981**
Additions in the year	124	**124**
At 31 December 2024	**151,105**	**151,105**
Amortisation		
At 1 January 2023	(110,410)	**(110,410)**
Charge for the year	(22,023)	**(22,023)**
At 31 December 2023	(132,434)	**(132,434)**
Charge for the year	(18,547)	**(18,547)**
At 31 December 2024	**(150,981)**	**(150,981)**
Carrying amount		
At 1 January 2023	40,571	**40,571**
At 31 December 2023	18,547	**18,547**
At 31 December 2024	124	**124**

Notes to the Consolidated and Separate Financial Statements

17.1. Write off for 2023 (2024: Nil), Following the review of the Company's Intangible assets position at year-end, assets which do not meet the capitalisation policy of the company were written off.

18 Right of Use Assets

	Group		Company	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	N'000	N'000	N'000	N'000
As at 1 January	1,656,365	1,784,325	1,656,365	1,784,325
Additional lease	439,456	292,908	439,456	292,908
Reclassification	(100,000)	-	(100,000)	-
Depreciation	(411,777)	(420,868)	(411,777)	(420,868)
	1,584,044	**1,656,365**	**1,584,044**	**1,656,365**

18.1 Movement of Right of Use Assets

	Group & Company		
	Retail Stations N'000	Others - Offices & Warehouses N'000	Right Of Use Of Asset N'000
Cost or valuation			
At 1 January 2023	2,872,971	227,589	3,100,560
Additions	234,574	58,333	292,908
At 31 December 2023	3,107,545	285,922	3,393,467
Additions	439,456	-	439,456
	(100,000)	-	(100,000)
At 31 December 2024	3,547,001	285,922	3,732,923
Accumulated depreciation and impairment			
At 1 January 2023	1,130,173	186,062	1,316,235
Charge for the year	366,596	54,272	420,868
At 31 December 2023	1,496,769	240,334	1,737,103
Charge for the year	407,210	4,567	411,777
At 31 December 2024	1,903,979	244,901	2,148,880
Notes to the Financial Statements			
Carrying amount			
At 31st December 2024	**1,643,022**	**41,022**	**1,584,044**
At 31st December 2023	**1,610,776**	**45,589**	**1,656,365**

The group leases several fuelling stations and tank farms. The average lease term is 7 years (2023: 7 years). The Right of Use assets have been fully paid for, thus there is no Lease liability.

There are usually an extension or termination options on the lease. None of the leased property expired during the year under review (2023: Nil).

Notes to the Consolidated and Separate Financial Statements

19 Prepayments

	Group		Company	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
Balance as at January 1	54,065	176,499	54,065	176,499
Additions	125,403	36,200	125,403	36,200
Amortisation	(115,163)	(158,634)	(115,163)	(158,634)
	64,305	**54,065**	**64,305**	**54,065**
Other short-term prepayment note 19.1	200,990	149,969	186,841	140,069
Prepayments	64,305	54,065	64,305	54,065
	265,295	**204,034**	**251,146**	**194,134**

19.1 Other short-term prepayment represents staff upfront payments and insurance premiums.

20 Investments

	Company	
	31 Dec 2024	31 Dec 2023
20.1 Investment in subsidiaries is made up of:	**N'000**	**N'000**
99.98% in Eterna Industries Limited	49,990	49,990
99.99% in Eterna Marine and Services Limited	1,000	1,000
	50,990	**50,990**

These investments are ultimately consolidated at group level.

	Group		Company	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
20.2 Investments in Juhi-2	**N'000**	**N'000**	**N'000**	**N'000**
JUHI 2 Project	575,382	575,382	575,382	575,382
	575,382	575,382	575,382	575,382

Investment in JUHI 2 represents the equity contribution on the aviation tank farm development project (Joint User Hydrant Installation II). This is a joint venture arrangement among consortium of downstream operators. Eterna Plc holds 31% ownership of the project as at 31st December 2024. The investment is accounted for using the equity method. As at 31st December 2024, the project has been commissioned and trading activities commenced in November 2024.

20.2.1 An additional payment of N91m was given to Juhi-2 in 2024 (2023: 63.6m) and this was reported as loan to Juhi-2 under trade and other receivables as the conditions for converting the loans to equity have not been triggered.

20.2.2 Details of the group's immaterial joint venture at the end of the reporting period are as follows:

Place of Incorporation and Principal place of business - Lagos, Nigeria

Principal activity of Juhi-2 - Aviation Tank Farm

Financial Information:	31 Dec 2024
	N'000
Loss from continuing operations -	(284,027)
Other comprehensive income	-
Total comprehensive loss	(284,027)

Notes to the Consolidated and Separate Financial Statements

21 Deferred Income Tax

	Group		Company	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	N'000	N'000	N'000	N'000
The analysis of deferred tax liabilities is as follows:				
Deferred tax (assets)/liabilities				
Deferred tax (assets)/liabilities to be recovered after more than 12 months	(808,358)	(2,295,825)	(728,039)	(2,254,824)
	(808,358)	(2,295,825)	(728,039)	(2,254,824)

The deferred tax is based on the tax rate of 33% as provided in the Companies Income Tax Act CAP C21 LFN 2004 and Finance Act 2023

The deferred tax effects from leases or the decommissioning liability is N74m (2023: N63m) and this has been included in the total deferred tax liabilities for the year.

The following are the major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior year.

	Group			
	Trade and other Receivables	Property, Plant & Equipment	Other Provisions	Total
At 1 January 2023	(97,718)	1,620,703	(157,761)	1,365,224
Charged/(credited) to the income statement	31,571	56,266	(3,748,886)	(3,661,049)
At 31 December 2023	**(66,147)**	**1,676,969**	**(3,906,647)**	**(2,295,825)**
Charged/(credited) to the income statement	(787,935)	182,569	2,092,833	1,487,467
Charged/(credited) to other comprehensive income	-	-	-	-
At 31 December 2024	**(854,082)**	**1,859,538**	**(1,813,814)**	**(808,358)**

	Company			
	Trade and other receivables	Property, Plant & Equipment	Other Provisions	Total
At 1 January 2023	(97,718)	1,661,731	(157,788)	1,406,225
Charged/(credited) to the income statement	31,571	56,266	(3,748,886)	(3,661,049)
At 31 December 2023	**(66,147)**	**1,717,997**	**(3,906,674)**	**(2,254,824)**
Charged/(credited) to the income statement	(787,935)	182,569	2,132,150	1,526,785
Charged/(credited) to other comprehensive income	-	-	-	-
At 31 December 2024	**(854,082)**	**1,900,566**	**(1,774,524)**	**(728,039)**

22 Inventories

	Group		Company	
	31 Dec 2024	**31 Dec 2023**	**31 Dec 2024**	**31 Dec 2023**
	N'000	**N'000**	**N'000**	**N'000**
Raw materials	2,205,199	3,070,973	2,205,199	3,070,973
Finished goods	21,326,553	24,009,724	21,326,388	24,009,559
Consumables	137,744	161,087	67,876	87,136
	23,669,496	**27,241,784**	**23,599,463**	**27,167,668**

The inventories transferred by the Group to cost of sales for the year 2024 is N167billion (2023: N105billion). For company is N167billion (2023: N105billion)

Inventories are carried at the lower of cost and net realisable value. Cost is determined using weighted average method. The cost of lubricants (included in finished goods) comprises of raw materials, importation logistics cost, direct labour, other direct costs and other production overheads.

Net realisable value is the estimated selling price in the ordinary course of business less applicable variable selling expenses.

23 Trade and other receivables

		Group		Company	
		31 Dec 2024	**31 Dec 2023**	**31 Dec 2024**	**31 Dec 2023**
		N'000	**N'000**	**N'000**	**N'000**
Trade receivables		8,970,565	5,090,846	8,905,870	5,090,846
Less: Bad debts written off		-	(876,009)	-	(876,009)
Less: Impairment of trade receivables	(note 23.1)	(661,545)	(200,445)	(661,545)	(200,445)
Trade receivables – net		8,309,020	4,014,392	8,244,325	4,014,392
Due from Group Companies		-	-	1,997,641	1,607,422
Due from Related Parties		39,495	209,751	39,495	209,751
Bridging claims	(note 23.3)	1,926,582	1,926,582	1,926,582	1,926,582
Less: Impairment of Bridging Claims		(1,926,582)	-	(1,926,582)	-
Foreign Exchange Purchase Deposit	(note 23.4)	196,830	305,400	196,830	305,400
Loan to JUHI-2	(note 20.2.4)	268,921	148,620	240,571	148,620
Other receivables	(note 23.5)	209	33,294	209	31,886
Financial assets		8,814,475	6,638,039	10,709,071	8,244,053
Advances	(note 23.2)	7,698,909	81,763	7,702,128	81,763
WHT receivables		1,578,954	1,170,232	1,578,954	1,170,232
Input VAT		1,454,446	686,557	1,432,569	672,676
Non-financial asset		10,732,309	1,938,552	10,713,651	1,924,671
		19,546,784	**8,576,591**	**21,422,722**	**10,168,724**

Notes to the Consolidated and Separate Financial Statements

23 Trade and other receivables (cont'd)

Third party trade receivable above are non-interest bearing and include amounts which are past due at reporting date but against which the group has not recognised allowance for doubtful receivable because there has not been a significant change in credit quality as the amounts are still considered recoverable. The Group does not hold any collateral or other credit enhancements over these balances, nor does it have a legal right of offset against any amounts owed by the Group to the counter party. The average age of these receivables is generally between 30 to 90 days (2023: 30 to 90 days).

Amount due from group companies and related parties are unsecured, non-interest bearing and receivable upon demand.

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

The analysis of the Group's trade and other receivables by performance is as follows:

	Group		Company	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	N'000	N'000	N'000	N'000
Neither past due nor impaired	16,492,906	6,449,564	18,397,194	8,041,697
Past due but not impaired	465,751	1,926,582	437,401	1,926,582
Impaired	2,588,127	200,445	2,588,127	200,445
	19,546,784	**8,576,591**	**21,422,722**	**10,168,724**

Receivables that are neither past due nor impaired
Receivables that are neither past due nor impaired are credit worthy debtors with good payment records with the Company. Significant number of receivables of the Company's trade receivables arises from regular customers of the Company and losses have occurred infrequently.

Receivables that are past due but not impaired
The management has a credit policy in place to monitor and minimise the exposure of default. The Company trades only with recognised and credit worthy third parties. Trade receivables are monitored on an ongoing basis.

Receivables disclosed above include amounts (see below for aged analysis) that are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in the nature of the receivables and the amounts are still considered recoverable.

	Group		Company	
Past due but not impaired:	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	N'000	N'000	N'000	N'000
- by up to 90 days	120,301	1,115,167	120,301	1,115,167
- by 90 to 180 days	345,450	811,415	345,450	811,415
- later than 180 days	-	-	-	-
Total past due but not impaired	**465,751**	**1,926,582**	**465,751**	**1,926,582**

23 Trade and other receivables (cont'd)

Loss allowance for trade receivables is measured at an amount equal to lifetime Expected Credit Loss (ECL). The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtors and analysis of the debtors' current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Company has recognised a loss allowance across all age bands of receivables. The total exposure on the ECL is the amount of trade receivables and related party receivables less bad debts written-off. Below is the analysis of ECL based on Age band.

2024

Age Bands	Current	1-30 Days	31-60 Days	61-90 Days	91-180 Days	181-360 Days	Above 360 Days	Total
Total Exposure (N'000)	6,336,071.19	881,598.17	818,020.72	471,586.22	28,757.17	52,297.20	357,096.82	8,945,427.50
Total Expected Loss (N'000)	66,896.04	37,362.75	74,390.66	83,981.86	15,062.90	26,369.40	357,096.82	661,160.43
Coverage Ratio	1.06%	4.24%	9.09%	17.81%	52.38%	50.42%	100.00%	7%

2023

Age Bands	Current	1-30 Days	31-60 Days	61-90 Days	91-180 Days	181-360 Days	Above 360 Days	Total
Total Exposure (N'000)	3,224,399	672,551	158,614	16,413	17,309	19,509	106,043	4,214,838
Total Expected Loss (N'000)	28,962	36,124	12,216	3,100	4,741	9,762	105,540	200,445
Coverage Ratio	0.88%	5.37%	7.70%	18.89%	27.39%	50.04%	99.53%	4.76%

23.1.2 Analysis of Receivables that were impaired

The movements in the allowance for impairment losses of trade receivables during the financial year were:

Movements on the provision for impairment for trade receivables are as follows:

	Group		Company	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	N'000	N'000	N'000	N'000
As at 1 January	(200,445)	(309,432)	(200,445)	(309,432)
Expected credit loss (ECL)	(2,588,127)	(200,445)	(2,588,127)	(200,445)
Release of previous provision	200,445	309,432	200,445	309,432
As at 31st December	**(2,588,127)**	**(200,445)**	**(2,588,127)**	**(200,445)**

The release of Expected Credit Loss (ECL) provisions is included in 'impairment (charge)/reversal' in the income statement (note 12). Included in the ECL is the full impairment provision of 1.9billion on Bridging claims.

23.2 Advances largely consists of advance payment to suppliers (2023: advance payment to PPMC for unloaded products at year end).

23.3 Bridging claims represents receivables from Petroleum Equalisation Fund (PEF) for fuels (PMS) distribution from the depot to the retail stations in the bridging areas. The removal fuel subsidy in June 2023 has put a stop to bridging claims. However, based on non-response from the Agency for over 365days, we have made adequate impairment provision for the full amount.

23.4 The foreign exchange purchase deposits relate to the cash deposits for purchase of USD in the CBN retail bid session and other licensed market for settlement of due obligation from letters of credit and bills for collection on the importation of AGO and Base oils.

Notes to the Consolidated and Separate Financial Statements

23.5 Other receivables relate to expense reimbursement balance and other various debit balances. They have been considered and have negligible exposure to impairment.

24 Cash and Cash Equivalents

	Group		Company	
	31 Dec 2024	**31 Dec 2023**	**31 Dec 2024**	**31 Dec 2023**
Cash and bank	5,909,936	6,811,421	5,846,091	6,801,465
Short term deposits with financial institutions	28,576	83,813	28,576	83,813
Cash and Cash equivalents in the statement of financial position	5,938,512	6,895,234	5,874,667	6,885,278
Bank overdrafts (Note 25)	(4,302,576)	-	(4,302,576)	-
Cash and Cash equivalents in the statement of cash flows	**1,635,936**	**6,895,234**	**1,572,091**	**6,885,278**

For the statements of cash flows, the cash and cash equivalent balance includes cash and short-term bank deposits with an original maturity of three months or less, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the company's cash management. Such overdrafts are presented on the Statement of Financial Position. Cash and cash equivalents at the reporting period is as shown in the statement of cash flow and can be reconciled to the related items in the statement of financial position as shown above.

The carrying amount of these assets and liabilities is approximately equal to their fair value.

25 Borrowings

		Group		Company	
		31 Dec 2024	**31 Dec 2023**	**31 Dec 2024**	**31 Dec 2023**
		N'000	**N'000**	**N'000**	**N'000**
As at 1 January		43,229,923	26,428,783	43,229,923	26,428,783
Additions		192,627,085	123,644,174	192,627,085	123,644,174
Interest on trading cost	(note 25.1)	5,504,606	4,376,276	5,504,605	4,376,276
Foreign exchange loss on loan		12,546,182	10,979,409	12,546,181	10,979,409
Repayment (principal)		(199,330,985)	(117,822,443)	(199,330,985)	(117,822,443)
Repayment (interest)		(5,504,605)	(4,376,276)	(5,504,605)	(4,376,276)
		49,072,206	**43,229,923**	**49,072,204**	**43,229,923**
Bank overdraft		4,302,576	-	4,302,576	-
		53,374,782	**43,229,923**	**53,374,780**	**43,229,923**
Term Loan	(note 25.2)	4,450,944	-	4,450,944	-
Revolving credit	(note 25.2)	37,190,745	-	37,190,743	-
Current		41,641,689	43,229,923	41,641,687	43,229,923
Non- current	(note 25.2)	**11,733,093**	-	**11,733,093**	-

Bank borrowings classified as current are denominated in Naira (2023: Naira and USD -translated in Naira). This relates to various import finance facilities (IFF) and local purchase facilities (LPF) obtained from various banks at interest rates ranging from 26% to 31% per annum with repayment period ranging from 15 to 270 days. These

25 Borrowings (Cont'd)

short-term facilities are secured by lien on the products for resale, the Group's Petroleum Storage Depot and owned filling stations across the country (note 16.2).

25.1 Interest on trading cost was distributed between cost of sales (2024: N3.6billion, 2023: N4.37billion) and finance cost (2024: N1.9billion, 2023: N1.4billion). The distribution was done to separate the finance costs that are directly attributed to purchase of products and others from operational activities.

25.2 All borrowings are revolving credit facilities except for N15.1b (non-current N11.7b and Current N4.4b) which is a loan for 48months with quarterly repayments. The loan maturity date is 5th of October 2028.

26 Decommissioning Liability

	Group		Company	
	31 Dec 2024	**31 Dec 2023**	**31 Dec 2024**	**31 Dec 2023**
	N'000	**N'000**	**N'000**	**N'000**
Balance as at 1 January	211,835	194,979	193,138	178,889
Accretion expenses	38,197	16,856	34,470	14,249
Balance at 31 December 2024	250,032	211,835	227,608	193,138

The Company makes provision for the future cost of decommissioning storage tanks on a discounted basis. These costs are expected to be incurred for 30 to 50 years. The provision has been estimated using existing technology at current prices, escalated between 10.3% - 11% for 2024 (2023: 10.3%-11%) and discounted between the range of 13.7% - 20% (2023: 12.8% - 16.2%). The economic life and the timing of the asset retirement obligation are dependent on Government legislation, commodity price and the future production profiles of the project. In addition, the estimated cash outflows are subject to inflationary and/or deflationary pressures. No filling stations were acquired in 2024.

Our decommissioning and abandoned plan is currently under approval processing with Nigerian Midstream and Downstream Petroleum Regulatory Agency (NMDPRA).

27 Trade and other payables

		Group		Company	
		31 Dec 2024	**31 Dec 2023**	**31 Dec 2024**	**31 Dec 2023**
Trade creditors	(note 27.1)	851,442	9,106,083	838,565	9,123,355
Due to Related Parties	(note 33)	1,492,041	624,255	1,492,041	624,255
Other payables	(note 27.3)	2,455,714	107,379	2,375,502	619,990
Bridging Allowance		423,377	423,377	423,377	423,377
Financial liabilities		5,222,574	10,261,094	5,129,485	10,790,977
Advance received	(note 27.2)	217,501	47,584	217,501	47,584
Other payables	(note 27.3.1)	-	516,855	-	516,855
Tax related liabilities		107,320	332,160	78,939	317,972
Accrued payables	(note 27.3.2)	969,229	163,019	966,930	162,837
Non-financial liabilities		1,294,050	1,059,618	1,263,370	1,045,248
		6,516,624	**11,320,712**	**6,392,855**	**11,836,225**

Notes to the Consolidated and Separate Financial Statement

27.1 Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is between 30 and 90 days. For most suppliers no interest is charged on the trade payables. The group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

27.2 Advance received represents advance payments from tenants for leased properties at various stations.

27.3 Other payables relate to outstanding POS settlements N299.7m (2023: N259m), Other creditors N934m (2023: N272m) and other various credit balances.

27.3.1 Included in Other payables (non-financial liabilities) for 2023 is a product swap of N516m (2024: Nil). Product Swap is a product volume-to-volume swap arrangement that requires no movement of cash between the parties and other credit balances.

27.3.2 Accrued payables includes a N503m (2023: Nil) provision for legal fee on open litigations and other accruals.

28 Contract Liability

	Group		Company	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	N'000	N'000	N'000	N'000
Customer deposits	758,958	398,502	758,958	398,502
	758,958	**398,502**	**758,958**	**398,502**

Customer deposits represents deposit for products by customers. Product sales, revenue is recognised when control of the products is transferred to the customers, being at a point the goods are delivered to the customers. When the customer initially makes payment for products, the transaction price received at the point by the company is recognized as contract liability until the products have been delivered to the customer.

In line with the business model of the company, all advances received in prior period were satisfied in the current year and recognised in revenue of the current year. There was no revenue recognised in the current year that related to performance obligations that were satisfied in prior year.

In the current year, to improve presentation, the contract liability of N758.96 million (2023: N398.50 million) has been disclosed separately on the Statement of Financial Position. Please see below the comparative figure analysis.

Reclassified from	Reclassified to	Group	Company
	Face of the Statement of Financial Position	Naira '000	Naira '000
Trade and other payables	Contract liability	398,502	398,502

Notes to the Consolidated and Separate Financial Statement

29 Share Capital

	Group & Company	
	31 Dec 2024	31 Dec 2023
Authorised:	N'000	N'000
Issued, allotted and fully paid:		
1,304,145 thousand Ordinary shares of 50k each	652,072	652,072
Issued and fully allotted:		
1,304,145 thousand Ordinary shares of 50k each	652,072	652,072

Movements during the year:	Number of shares 000	Share capital N'000	Share premium N'000	Total N'000
At 1 January	1,304,145	652,072	5,796,053	6,448,125
Issue of new shares	-	-	-	-
At 31 December	1,304,145	652,072	5,796,053	6,448,125

Notes to the Consolidated and Separate Financial Statements

30 Earnings per share

(a) Basic

Basic earnings/(loss) per share is calculated by dividing the net (loss)/profit attributable to shareholders by the weighted average number of ordinary shares in issue during the year.

	Group		Company	
	31 Dec 2024	**31 Dec 2023**	**31 Dec 2024**	**31 Dec 2023**
Profit/(Loss) for the year attributable to shareholders (in N'000)	1,348,624	(9,433,112)	1,683,359	(9,268,196)
Weighted average number of ordinary shares in issue (thousands)	1,304,145	1,304,145	1,304,145	1,304,145
Basic earnings/(loss) per share (in N)	1.03	(7.23)	1.29	(7.11)

(b) Diluted

Diluted earnings/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

	Group		Company	
	31 Dec 2024	**31 Dec 2023**	**31 Dec 2024**	**31 Dec 2023**
Profit/(Loss) for the year attributable to shareholders (in N'000)	1,348,624	(9,433,112)	1,683,359	(9,268,196)
Weighted average number of ordinary shares in issue	1,304,145	1,304,145	1,304,145	1,304,145
Weighted average number of ordinary shares for diluted earnings per share (thousands)	1,304,145	1,304,145	1,304,145	1,304,145
Diluted earnings/(loss) per share (in N)	1.03	(7.23)	1.29	(7.11)

Notes to the Consolidated and Separate Financial Statements

31 Contingent Liability

The Group currently has 6 open legal proceedings that arose in the ordinary course of its businesses as at 31 December 2024. The total contingent liabilities in respect of these pending litigations as at 31 December 2024 is ₦ 165 million (Dec 2023: ₦165 million). In our opinion and based on the various responses received from our external Solicitors handling our lawsuits, there are no significant claims likely to crystalize from legal cases against the Company.

32 Commitments

The group has no commitment as at 31st December 2024. (2023: Nil)

33 Related party transactions

Preline Limited holds 62.82% of the equity share in Eterna Plc while the remaining 37.18% is owned by the Nigerian public. However, balances and transactions between the company and its subsidiaries which are related parties have been eliminated on consolidation and are disclosed in this note.

The Company has two subsidiaries: Eterna Marine Services Limited and Eterna Industries Limited. The Company carried out some transactions with its subsidiaries during the year under review.

The balances due from/(due to) these companies and the nature of the business relationships involved are as follows:

		Company	
Company Name:	**Relationship**	**31 Dec 2024**	**31 Dec 2023**
		N'000	**N'000**
Eterna Industries Limited	Subsidiary	1,913,699	1,540,230
Eterna Marine and Services Limited	Subsidiary	73,942	67,192
		1,987,641	1,607,422

In addition, the company engaged in transactions with other related companies (Preline Limited, Rainoil Limited, Fynfield Petroleum Company Limited and Rainoil Logistics Limited) which are connected companies to Preline Limited.

Significant related party transactions relating to the Company's financial statements are as follows:

a) Transactions

		31 Dec 2024	31 Dec 2023
		N'000	**N'000**
Sales	**Relationship**		
Rainoil Limited	Related Company	11,345,594	12,076,170
		11,345,594	12,076,170

These represent sales of petroleum products and lubricants to Rainoil Limited.

		31 Dec 2024	31 Dec 2023
		N'000	**N'000**
Purchases	**Relationship**		
Eterna Industries Limited	Subsidiary	155,862	144,373
Rainoil Limited	Related Company	68,239,716	40,916,116
Fynfield Petroleum Company Limited	Related Company	6,349,550	2,633,649
		74,745,128	43,694,138

Notes to the Consolidated and Separate Financial Statements

33 Related party transactions (cont'd)

a) Transactions (cont'd)

These represent blending fee charged by Eterna Industries Limited for the production of Eterna Plc's Lubricants, the petroleum products purchased from Rainoil Limited and Fynefield Petroleum Company Limited for resale at Eterna's fueling stations across the country.

Services	Relationship	31 Dec 2024 N'000	31 Dec 2023 N'000
Rainoil Logistics Limited	Related Company	5,538,670	1,846,103
Preline Limited	Related Company	-	873,543
		5,538,670	2,719,646

These represent logistics services and the technical supports services rendered to the Group.

	Group/Company	
	31 Dec 2024	31 Dec 2023
Balance due to related party	N'000	N'000
Preline Limited	-	(394,919)
Rainoil Limited	(1,069,052)	(109,800)
Rainoil Logistics	(422,989)	(119,536)
Fynfield Petroleum Company Limited	-	-
	(1,492,041)	(624,255)
Balance due from related party		
Rainoil Limited	39,495	65,807
Rainoil Logistics	-	-
Fynfield Petroleum Company Limited	-	143,944
	39,495	209,751

b) Key management compensation

Key Management includes the Board of Directors, Managing Director/CEO, The Executive Director, The Chief financial officer and the General Managers. The compensation paid or payable to the directors and key management for employee services is shown below:

	31 Dec 2024 N'000	31 Dec 2023 N'000
Management salaries & wages	238,709	157,705
Board of Directors remunerations	141,667	103,667
	380,376	261,372

34 Events after reporting period

No adjusting or significant non-adjusting events have occurred between the 31 December reporting date and the date of authorisation.

Other National Disclosure

Consolidated and Separate Value Added Statement

The consolidated and separate statement of value added is included for the purposes of the Companies and Allied Matters Act.

	31 Dec 2024	%	31 Dec 2023	%
Group	**N'000**		**N'000**	
Turnover	313,615,914		183,282,139	
Bought in materials and services - all local	(297,836,071)		(190,752,988)	
	15,779,843		(7,470,849)	
Interest income	5,012		39,669	
Other income	99,623		59,368	
Value added/(eroded)	**15,884,478**	**(100)**	**(7,371,812)**	**100**
Applied to pay as follows:				
Employees - salaries & wages	2,007,055	13	1,634,111	(22)
Fund Providers	8,430,756	53	2,054,303	(28)
Government - income tax	1,647,752	10	1,119,814	20
For future growth:				
Asset Maintenance	962,821	6	914,117	12
Deferred tax	1,487,470	10	(3,661,049)	(12)
Retained in the business	1,348,624	8	(9,433,110)	128
	15,884,478	**(100)**	**(7,371,812)**	**100**
Company				
Turnover	313,615,914		183,282,139	
Bought in materials and services - all local	(297,708,700)		(190,765,022)	
	15,907,214		**(7,482,883)**	
Interest income	5,012		39,669	
Other income	74,755		50,145	
Value added/(eroded)	**15,986,981**	**(100)**	**(7,393,069)**	**100**
Applied to pay as follows:				
Employees - salaries & wages	1,859,988	12	1,526,624	-21
Fund Providers	8,426,907	53	2,051,681	69
Government - income tax	1,605,130	10	1,112,415	-15
For future growth:				
Asset Maintenance	884,812	6	845,454	29
Deferred tax	1,526,785	10	(3,661,049)	50
Retained in the business	1,683,359	11	(9,268,196)	125
	15,986,981	**(100)**	**(7,393,069)**	**100**

Value added/(consumed) represents the additional wealth the Company has been able to create by its own employees' efforts. This statement shows the allocation of the wealth among employees, capital providers, government and that retained for future creation of more wealth.

Consolidated Five-Year Financial Summary

The consolidated five-year financial summary is included for the purposes of the Companies and Allied Matters Act.

	Group				
	Dec 2024	**Dec 2023**	**Dec 2022**	**Dec 2021**	**Dec 2020**
Financial performance	**N'000**	**N'000**	**N'000**	**N'000**	**N'000**
Revenue	313,615,914	183,282,139	116,472,441	82,197,987	58,715,576
Profit/(loss) before tax	4,483,846	(11,974,347)	2,097,875	(936,415)	548,146
Taxation	(3,135,222)	2,541,235	(1,085,622)	(163,717)	392,896
Profit/(loss) for the year	1,348,624	(9,433,112)	1,012,253	(1,100,132)	941,042
Non - controlling interest	-	2	44	4	15
Total comprehensive Income/(loss) for the year	1,348,624	(9,433,112)	1,012,297	(1,100,128)	941,057
Basic earnings per share (kobo)	1.03	(7.23)	0.78	(0.84)	0.72
Diluted earnings per share (kobo)	1.03	(7.23)	0.78	(0.84)	0.72
Financial position					
Share capital	652,072	652,072	652,072	652,072	652,072
Share premium	5,796,053	5,796,053	5,796,053	5,796,053	5,796,053
Non -controlling interest	(4)	(4)	(2)	42	46
Retained Earnings	(1,597,649)	(2,946,273)	6,682,461	5,670,208	6,900,750
Total equity	**4,850,472**	**3,501,848**	**13,130,584**	**12,118,375**	**13,348,921**
Non-current assets	18,002,698	16,722,660	14,642,118	15,156,212	14,090,220
Net current assets/(liabilities)	(1,169,099)	(13,008,977)	48,668	(707,723)	1,213,924
Non-current liabilities	(11,983,125)	(211,835)	(1,560,203)	(2,330,115)	(1,955,223)
Net assets	**4,850,472**	**3,501,848**	**13,130,584**	**12,118,375**	**13,348,921**
Net assets per share (Naira)	3.72	2.69	10.07	9.29	10.24

Earnings per share is based on the Profit/(loss) attributable to shareholders computed on the basis of the weighted average number of issued ordinary shares as at the end of each financial years.

Net assets per share is based on the net assets as the number of issued ordinary shares as at the end of each financial years.

Separate Five-Year Financial Summary

The consolidated five-year financial summary is included for the purposes of the Companies and Allied Matters Act.

			Company		
Financial performance	**Dec 2024 N'000**	**Dec 2023 N'000**	**Dec 2022 N'000**	**Dec 2021 N'000**	**Dec 2020 N'000**
Revenue	313,615,914	183,282,139	116,472,441	82,197,987	58,715,576
Profit/(loss) before tax	4,815,274	(11,816,830)	2,243,327	(914,830)	624,620
Taxation	(3,131,915)	2,548,634	(1,085,622)	(163,717)	392,896
Profit/(loss) for the year	1,683,359	(9,268,196)	1,157,705	(1,078,547)	1,017,516
Total comprehensive Income/(loss) for the year	1,683,359	(9,268,196)	1,157,705	(1,078,547)	1,017,516
Basic earnings per share (Naira)	1.29	(7.11)	0.89	(0.83)	0.78
Diluted earnings per share (Naira)	1.29	(7.11)	0.89	(0.83)	0.78
Financial position					
Share capital	652,072	652,072	652,072	652,072	652,072
Share premium	5,796,053	5,796,053	5,796,053	5,796,053	5,796,053
Non -controlling interest	-	-	-	-	-
Retained Earnings	(937,213)	(2,620,570)	6,843,246	5,685,541	6,894,501
Total equity	**5,510,912**	**3,827,555**	**13,291,371**	**12,133,666**	**13,342,626**
Non-current assets	16,782,305	16,047,012	14,101,859	14,585,104	13,566,312
Net current assets/(liabilities)	689,308	(12,026,319)	774,622	(94,168)	1,760,623
Non-current liabilities	(11,960,701)	(193,138)	(1,585,110)	(2,357,270)	(1,984,309)
Net assets	**5,510,912**	**3,827,555**	**13,291,371**	**12,133,666**	**13,342,626**
Net assets per share (Naira)	4.23	2.93	10.19	9.30	10.23

Earnings per share is based on the Profit/(loss) attributable to shareholders computed on the basis of the weighted average number of issued ordinary shares as at the end of each financial years.

Net assets per share is based on the net assets as the number of issued ordinary shares as at the end of each financial years.