



FOR A BETTER ALL-ROUND PERFORMANCE



TABLE OF CONTENTS

4	Corporate information
15	Results at a glance
16	Notice of annual general meeting
18 - 21	Chairman's statement
22	Report of the directors
39	Statement of directors' responsibilities
40	Statement of directors' certification
41	Statement of securities trading policy
42	Statement of free float rules status
46 - 50	Report of the auditors
45	Report of the audit committee
51	Statement of profit or loss and other comprehensive income
52	Statement of financial position
53	Statement of changes in equity
54	Statement of cashflows
55	Notes to the financial statements
91	Statement of value added
92	Five year financial summary
94	Proxy form



COMPANY PROFILE



OUR HISTORY

Conoil Plc is the first and largest indigenous oil marketing company in Nigeria. It began operations in 1927 under the name Shell Company of Nigeria (SCN) and later Shell Company of West Africa. It was incorporated as a private limited liability company in 1960 and registered with the Nigerian Stock Exchange (NSE) as a public liability company in 1989. Earlier in April 1975, the Federal Government of Nigeria acquired 60 percent share of the company through the Nigerian National Petroleum Corporations (NNPC) and the company became known as National Oil Chemical Marketing Company (NOLCHEM).

In the year 2000, the Federal Government, through the Bureau of Public Enterprises (BPE), bought 40 percent issued ordinary shares of the company held by Shell Company of Nigeria (UK) Limited. Following the privatization of the company, Conpetro Limited acquired 60 percent of the issued shares and as a result of a rights issue made by the company in 2002, Conpetro now holds 74.4 percent of the issued capital; while the Nigerian public holds the remaining 25.6 percent.



THE Conoil BRAND

The Company's name and logo were adopted in December 2000, as part of efforts to rebrand and reposition the Company as a world-class organization committed to excellence and best practices.

Our identity is the symbol of everything we value and everything we represent. Our wreaths like logo, made of oil droplets, represents prosperity, flexibility, development and growth, while also alluding to environmental factors

of which we remain conscious. It indicates dynamism and represents a brand with a positive attitude as well as a fresh and energetic approach to innovation. It reflects the solidarity and stability of the company, and communicates our basic principles of vision, focus and unity.

Our identity is warm, welcoming and unified. It is progressive and traditional. It is African and world-class. It is uniquely Conoil.



VISION

As a marketer of first choice, **Conoil** is focused on attaining the greatest height in the downstream sector for the benefit of individual stakeholder and the society in general.

Vision: To be Africa's leading petroleum marketing company.

Mission: To remain the industry's flagship, offering world-class products.



WHAT WE DO

The core business of **Conoil Plc** is marketing of redefined petroleum products and manufacturing and marketing of lubricants.

Its operations revolve around a number of strategic units, including Retail, Congas, Aviation, Lubricants, Depot Operations and Specialized products.

OUR BUSINESS



RETAIL

Fostering the nation's advancement and prosperity

Conoil has about 400 fuel stations scattered across the urban and rural hinterlands in Nigeria which has helped to meet with the nation's energy needs in a responsible way.

The company's network spread, propelled by its value of innovation, care and reliability, touches the lives of a broad spectrum of the populace by providing automotive fuels and lubricant for vehicles and other industrial uses and Jet-A1 fuel for aircraft. At our retail outlets, we have well equipped lube bays and well-stocked convenience store for everyday needs.

The company's world-class stations reflect its commitment to quality and premium service delivery that is uniquely positioned to guaranteeing superior customer satisfaction.

At **Conoil** station, the customer is king, thus Company always goes the extra mile to offering excellent services to its teeming customers in a courteous way, and within clean and safe environment. The ambiance and aesthetics are top notch

guaranteeing fulfilling fueling experience, repeat purchase, value for money and adequate return to our stakeholders.

Conoil retail network, undisputedly ranks among the fastest growing in the industry – and is still raring to go. To retain its competitive edge, the Company has embarked on an aggressive acquisition and expansion drive that aims at increasing, substantially, the number of its fuel station across the nation. This is in addition to its ongoing project of having additional depots, and Lube warehouses across the country.

At our retail outlets, we not only deal on white products such as Premium Motor Spirit (PMS), Automotive Gas Oil (AGO), Liquefied Petroleum Gas (LPG) but also various grades of lubricants products for both automotive and industrial use. Some of the lubricants are; Quatro Ultra, Golden Super Motor Oil, Golden Super Diesel, Transmission Fluids (ATF), Gen set lubricants etc.



AVIATION

Nigerian skies with the world

Day after day, **Conoil** Aviation provides fuel for hundreds of aircrafts in the various airports across the country in stringent compliance with international regulations. It's widespread presence in airfields across the country, superior quality control system and teeming local and international customers, who desire world-class service delivery, give it a commanding share in the nation's aviation fuel market.

Determined to maintain its leadership position, the Company constantly sharpens its competitive edge, upgrading its infrastructure at regular intervals while reactivating promising airfields in any part of the country that lack aviation presence.

Conoil Aviation is reputed for unequalled commitment to quality, safety and efficient service delivery, while constantly investing in modern equipment with a capacity that meets international standards.



LUBRICANTS

Driving performance and efficiency to new heights

Conoil is one of the largest lubricant manufacturers in Nigeria with an enviable share of the market space. It offers some of the most recognized lubricant brands in the country, known for performance and innovation. It markets both automotive and industrial lubricants through its regional warehouses located in the six geo-political zones in the country and in key commercial hubs of Lagos, Ibadan, Benin, Warri, Port Harcourt, Abuja and Kano, as well as hundreds of distributors across the country. Its state of the art blending plant produces lubricant brands that guarantee peak engine performance, fuel efficiency and a smooth driving experience.

Conoil's top of the class products, Quatro and Golden Super Motor Oil are among Nigeria's top three lubricant brands in terms of brand recall.

Focused on its vision to be the preferred lubricant manufacturer and supplier of automotive and industrial grades in the sub-continent, its brands are formulated in line with international specifications – From Quatro Ultra to Quatro Gerol to Golden Super Motor Oil to Golden Super Multigrade, **Conoil's** automotive lubricants meet and exceed the latest standards of the oil industry and vehicle manufacturers. **Conoil** lubricants continuously keep millions of vehicles and machines performing at their best.



DEPOTS

Strategic Storage for Safe Delivery

Conoil's state of the art facilities at its depots in Lagos and Port Harcourt give it unparalleled leverage in storage and blending of products, in conformity with the world's best industry practices. The depots ensure availability and prompt delivery of products and services to customers nationwide.

In Port Harcourt, the company regularly augments its storage capacity for different products to meet the demands of customers in the south-south, south-east and the northern regional markets. This has improved throughput at Port Harcourt and also saved transportation time and cost of

moving product from Lagos to these areas. Similarly, a new full-fledged depot in Calabar is on the drawing board, which would have storage tanks for Aviation Turbine Fuel, Automotive Gas Oil and Premium Motor Spirit. The depot would also have hi-tech loading gantries with allied facilities of international standard.



SPECIALIZED PRODUCTS

Energizing industries for buoyant economy

Specialized Products segment of **Conoil**'s business deals in bulk delivery of all petroleum products to industries including breweries, cement companies, textile firms, banks, hotels, transport companies, cosmetic manufacturers, vegetable oil producers, among others.

Its huge investment in storage facilities and modern infrastructure in all its locations guarantees seamless distribution of products to its teeming clients. Business in

this segment has witnessed astronomical growth over time based on the Company's sterling reputation for reliability and quality, with prospect of further growth. To consolidate its high profile clientele and further attract more strategic patronage, **Conoil** is continually launching aggressive marketing drive which builds on its competitive selling proposition, product security and world-class services delivery. Already, it is breaking new grounds across the country and the efforts are yielding positive results.



CONGAS

Providing safe cooking to homes

Congas is **Conoil's** brand of liquefied petroleum gas (LPG), popularly called cooking gas. It adds more flavor to family lives, guaranteeing safety, quality, quantity, reliability and convenience to millions of homes across the country.

Drawing on its vast experience of marketing and trading in petroleum products, the Company efficiently offers gas to its customers at a price they can afford. Its supply chain covers the entire country. In addition to distributing through its filling stations, it is supported by a network of independent distributor who ensure constant availability of the product. The Company is committed to promoting the safest possible use of LPG at all times and ensuring that safety standards are maintained for the benefit of customers and the environment. Against this background, its cylinders are protected against corrosion and subjected to strict safety check at each refill.

The high-tech equipment in its multi-million naira LPG bottling plant and storage terminal, conforms to industry regulations

and international safety guidelines.

CONGAS HOME SAFETY TIPS:

Before Use

- Always keep the cylinder in upright position at ground level in a well-ventilated place.
- Always keep the gas stove on a platform above the cylinder level.
- Do not keep the cylinder in a cabinet or in a pit below floor level.

After Use

- Empty cylinder must be stored in a cool and wellventilated place.
- Remember to turn off the stove knob and then the regulator knob every night before you go to sleep.
- Always keep the regulator knob in 'off position' when the cylinder is not in use.

365 DAYS OF SMOOTH RUNNING ENGINE



Conoil 
...we go the extra mile.

RESULTS AT A GLANCE

	2024 N'000	2023 N'000	% Change
Revenue	323,127,667	201,387,053	60.5
Profit before taxation	11,004,039	12,277,265	(10.4)
Taxation	(2,230,505)	(2,409,026)	(7.4)
Profit for the year	8,773,534	9,868,239	(11.1)
Retained earnings	35,318,531	28,973,828	21.9
Share capital	346,976	346,976	-
Shareholders' funds	39,490,276	33,145,573	19.1
Per share data			
Earnings per share (kobo)	1,264	1,422	(11.1)
Dividend per share (kobo)	350	350	-
Net assets per share (kobo)	5,691	4,776	19.1
Stock exchange quotation at 31 December (naira)	387.2	83.9	361.5



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 55th Annual General Meeting of the members of CONOIL PLC (the Company) will be held at the Ibom Hotel & Golf Resort, Uyo, Akwa Ibom, on Friday, 19th December, 2025 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To lay before the members, the Report of the Directors and the Statement of Financial position as at 31 December 2024, together with the Statement of Profit or Loss and other Comprehensive Income for the year ended on that day and the Reports of the Auditors and the Statutory Audit Committee thereon.
2. To declare a dividend.
3. To elect and re-elect Directors.
4. To disclose the remuneration of Managers of the company in compliance with Section 257 of CAMA 2020.
5. To ratify the appointment of the new Auditors and to authorize the Directors to fix the remuneration of the Auditors for the ensuing year.
6. To elect/re-elect the members of the Statutory Audit Committee.

SPECIAL BUSINESS / ORDINARY RESOLUTION

7. To fix the remuneration of the Non-Executive Directors.

NOTES: Relevant documents in connection with the Meeting are available to all shareholders from the date of this notice on the Company's website **www.conoilplc.com**

1. PROXY

Members of the Company, entitled to attend and vote, are entitled to appoint proxies to attend and vote in their stead. A proxy need not be a member of the Company. A Proxy Form is provided with the Annual Report and Financial Statement. To be valid for the purpose of the meeting, all instruments of proxy shall be duly stamped, and the proxy form must be completed and deposited at the office of the Registrars, Meristem Registrars Limited, not later than forty-eight (48) hours before the time appointed to hold the meeting. A blank proxy form is attached to the Annual report but is also available on the websites of the Company and the Registrars respectively. The Company has made arrangements for Stamp Duty to be paid on the duly completed and signed proxy forms, at the Company's cost.

In the case of Joint Shareholders, the signature of either shareholder may suffice, however the names of all the Joint Shareholders must be stated.

If the shareholder is a corporation, then the Proxy Form must be under the Common Seal or under the hand of the same officer, or attorney duly authorized by the Corporation to act on its behalf.

2. DIVIDEND

The Board recommended a dividend of N3.50 kobo per ordinary share of 50 kobo each.

If the dividend recommended by the Directors is approved at the Annual General Meeting, the dividend warrants will be posted on Tuesday, 23rd December 2025, to members whose names appeared in the Register of Members at the close of business on Friday 21st November 2025. Shareholders who have completed the e-mandate Activation Forms will receive a direct credit of the dividend into their bank accounts on the payment date.

3. APPOINTMENT OF MEMBERS OF THE STATUTORY AUDIT COMMITTEE

The Statutory Audit Committee consists of three (3) shareholders and two (2) Directors in accordance with the Companies and Allied Matters Act 2020. Any member may nominate a shareholder as a member of the Audit Committee by giving in writing notice of such nomination at least twenty-one (21) days before the date of the Annual General Meeting. Nominees to the Statutory Audit Committee must be compliant with the laws, rules and regulations guiding listed companies in Nigeria.

By virtue of the provisions of the Corporate Governance Guidelines issued by the Securities and Exchange Commission (SEC) and the Companies and Allied Matters Act, 2020; all members of the Statutory Audit committee should

be financially literate and at least one (1) member must be a member of a professional accounting body registered in Nigeria, established by an Act of the National Assembly and be knowledgeable in internal control processes. Accordingly, we would therefore, request that the nominations be accompanied by a copy of the nominees' curriculum vitae.

4. RIGHT OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders have a right to ask questions not only at the meeting but also in writing prior to the meeting and such questions must be submitted to the Company Secretary on or before Friday, the 12th of December, 2025.

5. UNCLAIMED DIVIDEND WARRANTS AND SHARE CERTIFICATES

Shareholders are hereby informed that some dividend warrants have been returned to the Registrars as unclaimed while some have neither been presented to the Banks for payment, nor to the Registrars for revalidation. A list of such unclaimed dividends will be circulated with the Annual Reports and Financial Statements for the year ended 31 December 2024. Those who are affected are advised to write to the Company's Registrars - Meristem Registrars Limited, P.O. Box 51585, Falomo, Ikoyi, Lagos or visit the Registrar's office at 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos. Any shareholder may also contact the Registrars via **info@meristemregistrars.com**.

6. CLOSURE OF REGISTER

The Register of Members and the Transfer Books of the Company will close from Monday, 24th – Friday, 28th November, 2025 (both days inclusive), to enable the preparation and payment of dividends.

7. E-DIVIDEND MANDATE

Pursuant to the directive of the Securities and Exchange Commission, shareholders are hereby advised to open bank accounts, stockbroking and CSCS accounts for the purpose of timely receipt of dividend payments. A detachable e-dividend mandate activation form is attached to the Annual Report and also available at the office of the Registrars to enable all shareholders furnish the particulars of their bank accounts / CSCS details to the Registrars as soon as possible.

Further, all unregistered investors/members for E-Dividend payment are advised to take advantage of the Securities and Exchange Commission's Unclaimed Dividend Retrieval Process by searching for their unclaimed dividend and downloading the e-mandate forms at **http://www.sec.gov.ng/non-mandated/**. Downloaded forms should be filled and submitted through the Bank or Registrar. Forms can also be downloaded from the Registrar's website – **www.meristemregistrars.com** or via this link **https://meristemng.com/docs/e-dividend_mandate_form_mrpsl.pdf** or **https://docuhub3.nibss-plc.com.ng/edmmms/self-service**

8. e-REPORT

The Company's Annual Report and Accounts are available online for viewing and downloading from our website at **www.conoilplc.com**. The electronic version of this notice as well as the annual report for 2024 financial year can be downloaded from the Company's website **www.conoilplc.com**. The e-annual report will be emailed to all shareholders who have provided their email addresses to the Registrars. Shareholders who wish to receive the e-annual report are kindly requested to send an email to **info@meristemregistrars.com**.

BY ORDER OF THE BOARD



Bolaji Owolabi Esq.

Acting Company Secretary/Legal Adviser

13th November 2025

Conoil Plc
Bull Plaza
38/39, Marina
Lagos

DIRECTORS AND PROFESSIONAL ADVISERS

Directors:

Dr. Mike Adenuga (Jr), GCON	-	Chairman	
Mr. Gupta Tajendra	-	Managing Director	Resigned 6th April, 2024
Mr. Ike Oraekwuotu	-	Acting CEO	With effect from 6th April 2024
Dr. Moses Ebietsuwa Omatsola	-	Director	
Mr. Mike Jituboh	-	Director	
Engr Babatunde Okuyemi	-	Director	
Mr. Joshua Ariyo	-	Director	
Mr. Ademola Idowu	-	Director	
Miss Abimbola Michael-Adenuga	-	Executive Director	
Mr. Salam Ajani Ismail	-	Executive Director, Finance	

Company Secretary : Mr. David Lanre-Leke

RC Number : 7288

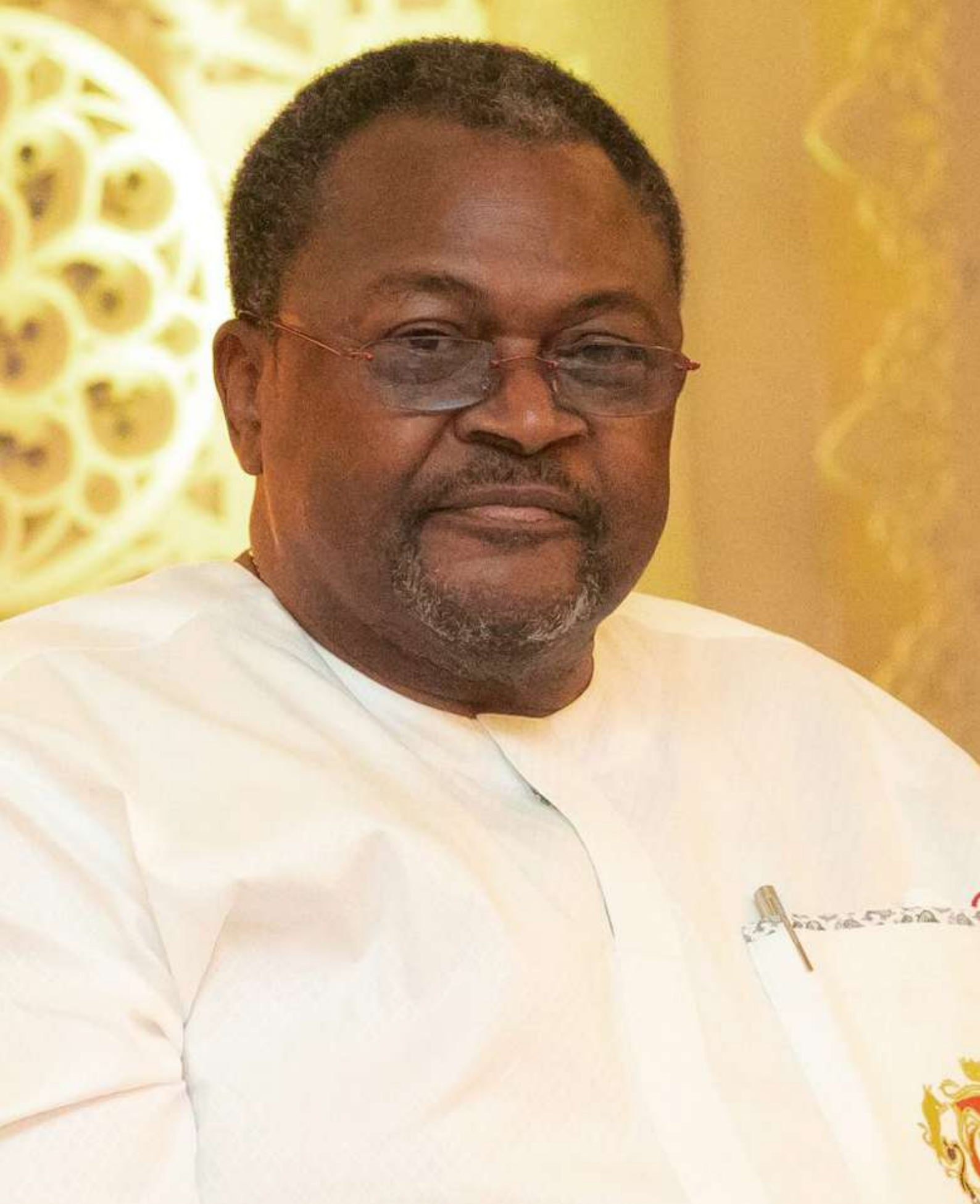
FRCN Number : FRC/2013/00000000558

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

Auditors : Nexia Agbo Abel & Co
Nexia House
Plot 1060, NIQS Crescent
Mabushi
FCT Abuja.
www.nexianigeria.com

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

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



DR. MIKE ADENUGA (Jr.), GCON, CSG, CLH
CHAIRMAN

MESSAGE FROM THE CHAIRMAN

Distinguished shareholders, my fellow members of the Board of Directors, ladies and gentlemen. I am pleased to welcome you all to your Company's 55th Annual General Meeting and present the operating results and key events for the financial year ended 31st December, 2024.

During the year under review, your Company in the face of continuing challenging headwinds, delivered commendable results while continuing to position for the future. The economy in general, and the downstream sector of the oil industry in particular, witnessed significant challenges with some consequences on the various sectors during the year under review. Nigeria continues to face massive developmental challenges, including the need to reduce the dependency on oil and diversify the economy, address insufficient infrastructure, build strong and effective institutions, as well as address governance issues and public financial management systems.

Inequality, in terms of income and opportunities persisted and adversely affected poverty reduction. The lack of job opportunities remained at the core of the high poverty levels, regional inequality, and social and political unrest. High inflation also took a toll on household's welfare and high prices in 2024, likely to have pushed millions of Nigerians into poverty.

But through dynamic and proactive steps taken by the Board and Management, your Company modestly achieved its strategic goals and delivered competitive returns.

As a prelude to our company's financial performance in 2024 therefore, please permit me to briefly examine the significant developments in the industry, in particular, and the economy in general, that impacted our results.

THE BUSINESS ENVIRONMENT IN 2024

The year 2024 was a year of interesting contrasts for the Nigerian economy. The International Monetary Fund (IMF) projected Nigerian economy to moderate at 2.90% in 2024, same as 2023. The IMF's cautious outlook for Nigeria stemmed from significant risks such as slow implementation of reforms, structural issues, foreign exchange instability, inflationary pressure, elevated interest rates, infrastructural deficit, insecurity, volatile oil prices, lower crude oil production and external shocks. Gross Domestic Product (GDP) recorded an overall growth of 3.40% in 2024, bolstered by the performance of the non-oil sector, which contributed 94.49%, while the oil sector accounted for 5.51%.

Indeed, private sector activity dwindled and remained in the contractionary region for most of 2024, due to the currency's weakness and higher raw material costs for producers, which translated into sharp price increases, negatively impacting customer demand and reducing both business activities as well as new orders.

Both new orders and output declined markedly, primarily due to the intensification of already strong inflationary pressures driven by currency weakness and rising costs for fuel and transportation. In fact, overall input costs increased at one of the sharpest rates on record, prompting a corresponding rise in selling prices.

Headline inflation persisted on the double-digit primarily caused by cost-push factors rather than demand-pull effects. Inflation rose to 34.80% by end of 2024, the highest since March 1996 amid the lingering effects of fuel subsidy removal and a weakening local currency. Following the unification of the different foreign markets by the Central Bank of

Nigeria (CBN) in June 2023, and due to the huge demand for the US Dollar in the face of underwhelming supply, the Naira depreciated from N430/\$ to N1700.00/\$.

Despite improvements in oil production, which averaged 1.54 million b/d in 2024, the sector's contribution to GDP remains limited. Oil sector volatility continues to expose the economy to external shocks, underscoring the urgency of diversifying the revenue base.

The downstream petroleum sector recorded a remarkable recovery, growing by 9.6% during the year in review, due to the commencement of local refining operations. Notwithstanding this however, the Nigerian downstream petroleum sector faced challenges during the year in review largely due to the impact of the removal of fuel subsidy in May 2023, including significant hardship for citizens, prompting recommendations for social safety nets, wage increases, and investments in public transportation.

Despite the implementation of the Petroleum Industry Act (PIA), the sector struggled with a financing gap, infrastructure issues, and a general reluctance from foreign investors due to perceived risks.

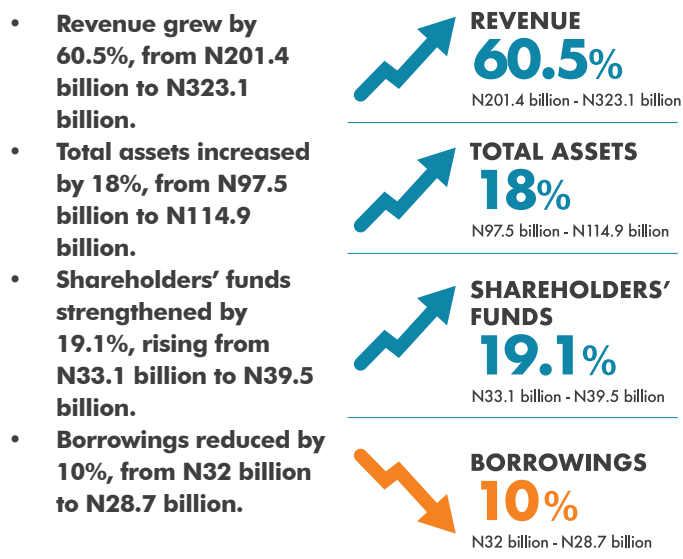
On the global scene, growth recovery was slow and fragile in some regions, with weaker than expected growth in advanced economies and emerging market. Global growth projection was revised downwards from 3.7 per cent to 3.3 per cent. World oil demand hit 91.13 million b/d in 2024, lower by 0.93 million b/d compared to the projected demand for the year.

“Indeed, private sector activity dwindled and remained in the contractionary region for most of 2024, due to the currency's weakness and higher raw material costs for producers, which translated into sharp price increases, negatively impacting customer demand and reducing both business activities as well as new orders.”

OUR PERFORMANCE

As outlined above, the year 2024 was a journey of resilience, marked by both significant progress and notable challenges. Up to the third quarter, your Company delivered impressive results that reflected the strength of our strategy and the dedication of our people. However, the realities of the downstream oil and gas sector in Nigeria — shaped by macroeconomic shifts and price volatility — presented headwinds in the final quarter.

In the face of the tough operating environment and the challenges posed, the Company achieved remarkable milestones, a testament to the commitment of the Board and Management team:



I am full of renewed hope in the year ahead as the strategies put in place by your Management already show significant improvement and have started yielding positive results. You can rest assure that your Company is equipped and strategically positioned to meet its long-term goals. So, we look forward to the future with a great deal of enthusiasm and optimism.

DIVIDEND

The Board recognizes the importance of dividends and the need to generate returns for shareholders' investment. It is in this regard, and the continued confidence of the prospects of our business as well as in continuing the long standing excellent and unbroken tradition of annual dividend payment to the Company's shareholders, the board of Directors will propose to the 55th Annual General Meeting that the sum of N2,428,832,409.50 (Two Billion, Four Hundred and Twenty-Eight Million, Eight Hundred and Thirty-Two Thousand, Four Hundred and Nine Naira, Fifty kobo) be approved as dividend payable to all shareholders from the net profits for 2024. This translates to a dividend of 350 kobo for every 50 kobo share held.

HUMAN CAPITAL

People are a key pillar for growth. Only with strong and capable talent will we be able to propel the Company forward. Maintaining an extremely talented and highly driven workforce has been one of the fundamental strengths of our organization over the years, and keeping them motivated and productive is a major reason we were able to maintain our strides, and deliver expectations of our shareholders in 2024. Conoil Plc is focused

on cultivating a workforce that is fully engaged and aligned with the Company's aspirations. Alongside this, the Company's strategy allows for the injection of new talent as it moves forward to expand its pool of highly skilled employees.

As we look forward to our employees' unrelenting dedication to our corporate goals, we will continue to give priority to their professional fulfilment, their work-life balance and their ability to contribute equally as part of a diverse workforce. We will remain committed to our corporate tradition of giving continuing development to all employees, regardless of gender, nationality, race, creed or disability.

"I am full of renewed hope in the year ahead as the strategies put in place by your Management already show significant improvement and have started yielding positive results. You can rest assure that your Company is equipped and strategically positioned to meet its long-term goals. So, we look forward to the future with a great deal of enthusiasm and optimism."

I want to assure you, on behalf of members of the Board, that we will always be guided by the conviction that our continued success is largely dependent on respect for individual contributions, as well as the willingness to work together in a constructive, positive way.

CORPORATE RESPONSIBILITY

The Board of Conoil Plc is committed to good corporate governance, ethical business practices, and the promotion of the longterm interests of shareholders. Calls for rethinking the role of businesses in society have grown much louder. Companies are continuously being pressured to play a more prominent role in addressing social challenges. The combined forces of public, private and civil actors are necessary to achieve the required scale and impact.

In 2024, Conoil supported developmental initiatives that impacted positively on the communities and the people in the areas of its operation. The company is guided by the objective of remaining a good corporate citizen, and a responsible and responsive member of the society. We emphasize corporate social responsibility not just because we are convinced it is good business. A good reputation, responsible use of resources, taking care of the environment and having employees who take pride in their work is good business.

Regular engagement, dialogue with and feedback from Conoil's material internal and external stakeholders are important to our success and a core element of our business model. Understanding stakeholders' views informs and assists our strategy and decision-making processes in the attainment of our goals and objectives.

To guide the organization on responsible conduct, Conoil Plc is committed to the principles and tenets of the Nigerian Code of Corporate Governance 2018. Conoil will continue to manage and grow its business in a responsible and sustainable manner.

LOOKING AHEAD

Nigeria's economic outlook for 2025 is cautiously optimistic, with GDP growth projected around 3.4% to 4.1% by various institutions like the IMF and the World Bank, driven by structural reforms such as fuel subsidy removal and FX market reforms. While the economy faces risks from inflation and fiscal pressures, sustained reform momentum, improved oil production, and stronger non-oil sectors are expected to support growth and investor confidence. GDP growth is projected to range from 3.4% to 4.1%. The Federal Government's structural reforms including the elimination of the fuel subsidy and foreign exchange market restructuring, are seen as crucial for building fiscal space and restoring stability.

A higher oil output is expected given the government increased efforts to improve security, while the focus remained on the non-oil exports through initiatives to diversify the economy into sectors like mining which provide significant growth potential.

However, sustaining the right policy mix is essential to control inflation and manage macroeconomic volatility if the government must achieve a much more stable micro economic environment. Addressing fiscal pressures and building fiscal resilience remain a key challenge. Significant investment is still needed to close existing infrastructure gaps, while persistent security challenges in certain parts of the country could hinder growth and development.

The commencement of full deregulation of the downstream petroleum sector has indeed thrown up new challenges including sustainability, extreme price volatility due to market forces, intense competition, massive capital investment, environmental and social pressures, and energy transition. On the other hand, it has come with new opportunities for innovation, developing expertise and implementing aggressive marketing strategies within Nigeria's downstream space.

Formidable as these challenges are, I want to assure you, on behalf of my colleagues on your Board, that your Company is equipped with all the essential materials, intellectual and human resources for driving our business.

For us, the future is bright and secure because we have lock-stepped our core businesses to anticipate the demands and to respond effectively to the dynamic market. We are constantly identifying business opportunities and moving swiftly to grasp them.

We will consolidate our leadership position in the lubricant market by offering bouquet of quality lubricants to our esteemed customers and building new production lines to increase capacity. Apart from upgrading and expanding the facilities in the various depots, we have

“While the economy faces risks from inflation and fiscal pressures, sustained reform momentum, improved oil production, and stronger non-oil sectors are expected to support growth and investor confidence. GDP growth is projected to range from 3.4% to 4.1%.”

also launched initiatives to broaden our customer base in all segments of the Specialized Products business.

We are also boosting our Jet A fuel dispensing capacity by acquiring additional state-of-the-art bowzers to meet the growing list of our local and international clientele of airlines.

We remain committed to our goal to be in the forefront of LPG marketing with double-digit growth. We will continue to leverage on our well-established distribution strength, which gives us a competitive advantage, and as in our tradition, continue to bring delightful innovations into gas business and give greater value to our consumers, customers and shareholders.

CONCLUSION

Although the downstream petroleum sector continues to grapple with the structural reforms, we will continue to build on our current trajectory and stay on track with our development agenda.

We are poised to take advantage of new opportunities that are emerging from these reforms. Our mission is to be at the leading edge of marketing and set new standards. We have the right people in the right places and we are doing the right things. Our Company's long-term success is therefore assured beyond any doubt.

Conscious efforts will be directed at achieving better execution, especially in the areas of marketing and customer management. Greater attention will be devoted to cutting operations costs in the different segments of the business, while still maintaining and improving on the quality of our products and services.

In closing, let me express my gratitude, once again, to my colleagues on the Board, fellow shareholders, our customers, our employees, those with whom we do business and all other stakeholders. We look forward to your continued support.

Thank you all.

DR. MIKE ADENUGA (Jr.), GCON, CSG, CLH
CHAIRMAN

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31 DECEMBER 2024

The Directors of **Conoil Plc** are pleased to present their report on the affairs of the Company, together with the audited financial statements and the auditor's report for the year ended 31 December 2024.

1. Legal status

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

2. Principal activities

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

3. Results for the year

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

	2024 N'000	2023 N'000	% Change
Revenue	323,127,667	201,387,053	60.5
Profit before tax	11,004,039	12,277,265	(10.4)
Profit after tax	8,773,534	9,868,239	(11.1)
Proposed dividend	2,428,832	2,428,832	-
Share capital	346,976	346,976	-
Shareholders fund	39,490,276	33,145,573	19.1

4. Dividends

The Directors recommend the payment of a dividend of 350 kobo per share on the results for the year 2024.

5. Changes on the Board of Directors

The names of the Directors that served during the year are as listed on page 17.

In the course of the financial year ended December 31, 2024, one Director was appointed.

6. Directors' interest in shares

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

Directors	Direct Number	Indirect Number	Total 2024 Number	Total 2023 Number
Dr Mike Adenuga (Jr), GCON *	Nil	103,259,720	103,259,720	103,259,720
Dr. Moses Ebietsuwa Omatsola	541	Nil	541	541
Engr. Babatunde Okuyemi	8,500	Nil	8,500	8,500
Mr. Mike Jituboh	Nil	Nil	Nil	Nil
Mr. Ike Oraekwuotu	Nil	Nil	Nil	Nil
Miss Abimbola Michael - Adenuga	Nil	Nil	Nil	Nil
Mr. Ismail Salam	Nil	Nil	Nil	Nil
Mr. Joshua Ariyo	25,365	Nil	25,365	25,365
Mr. Ademola Idowu	15,125	Nil	15,125	15,125

*Representing Conpetro Limited

There were no material changes to Directors' shareholdings within the year ended 31 December, 2024.

7. Contracts

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

8. Directors' remuneration

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

Remuneration package	Description	Time of payment
Basic Salary	<ul style="list-style-type: none"> Part of gross salary package for Executive Director Reflects the industry competitive salary package and the extent to which the Company's objectives have been met for the financial year. 	Paid monthly during the financial year
13th Month Salary	<ul style="list-style-type: none"> Part of gross salary package for Executive Directors only Reflects the industry competitive salary package and the extent to which the Company's objectives have been met for the financial year. 	Paid in the last month of the financial year
Director's Fee	Paid annually immediately after the Annual General Meeting ('AGM') to Non-Executive Directors only.	Paid annually immediately after the AGM
Sitting Allowances	Allowances paid to Non-Executive Directors only for attending Board and Board Committee Meetings.	Paid after each meeting

9. Retirement by rotation

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

Summary profile of retiring directors

- I. Dr. Mike Adenuga Jr. (GCON) - Non Executive Director
B.Sc., MBA, Honorary D. Litt
Over 35 years as an entrepreneur with interests in Petroleum Upstream, Down Stream, Telecommunications and Banking.
- II. Mr. Ademola Idowu - Non Executive Director
HND, MBA
Over 47 years cognate experience in Finance, Telecommunication and Petroleum Downstream sectors
- III. Mr. Mike Jituboh - Non Executive Director
B.Sc., MBA
Over 51 years working experience in telecommunication, Petroleum Upstream and Downstream sectors.

10. Shareholding analysis

As at 31 December 2024, the range of shareholdings of the Company was as follows:

Share Range	No of Holders	Holder's %	Holder's Cum	Units	% Units
1 - 1,000	127,589	89.09	127,589	51,642,393	7.44
1,001 - 5,000	13,746	9.60	141,335	24,601,160	3.55
5,001 - 10,000	936	0.65	142,271	6,725,813	0.97
10,001 - 50,000	773	0.54	143,044	15,297,233	2.20
50,001 - 100,000	85	0.06	143,129	6,220,453	0.90
100,001 - 500,000	55	0.04	143,184	9,613,250	1.39
500,001 - 1,000,000	11	0.01	143,195	7,656,192	1.10
1,000,001 - 5,000,000	11	0.01	143,206	24,735,756	3.56
5,000,001 - 10,000,000	2	0.00	143,208	13,626,535	1.96
10,000,001 - and above	2	0.00	143,210	533,833,290	76.93
	143,210	100.00		693,952,075	100.00

11. Major shareholding

According to the Register of members, no shareholder of the Company other than Conpetro Limited as noted below held more than 5% issued shares of the Company as at 31 December 2024.

The shares of the Company were held as follows:

	2024 Number of Shares		2023 Number of Shares	
		%		%
Conpetro Limited	516,298,603	74.40	516,298,603	74.40
Other Shareholders	177,653,514	25.60	177,653,514	25.60
Total	693,952,117	100.00	693,952,117	100.00

12. Share capital history

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

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

13. Dividend payment history

DIV No.	DIV. Type	Year ended	Declaration date	Dividend rate per share N	Total amount of dividend gross N	Total amount of dividend net N
12	Final	31/12/2001	21/06/2002	0.50	171,500,000.0	154,350,000.0
13	Final	31/12/2002	20/06/2003	2.00	686,000,000.0	617,400,000.0
14	Final	31/12/2003	27/08/2004	3.50	2,024,029,409.5	1,821,626,468.6
15	Final	31/12/2004	25/11/2005	2.00	1,387,904,234.0	1,249,113,810.6
16	Final	31/12/2005	27/10/2006	2.50	1,734,880,292.5	1,561,392,263.3
17	Final	31/12/2006	31/08/2007	2.75	1,908,368,321.8	1,717,531,489.6
18	Final	31/12/2007	29/08/2008	2.75	1,908,368,321.8	1,717,531,489.6
19	Final	31/12/2008	18/12/2009	1.00	693,952,117.0	624,556,905.3
20	Final	31/12/2009	22/10/2010	1.50	1,040,928,175.5	936,835,358.0
21	Final	31/12/2010	24/06/2011	2.00	1,387,904,234.0	1,249,113,810.6
22	Final	31/12/2011	30/08/2012	2.50	1,734,880,292.5	1,561,392,263.3
23	Final	31/12/2012	04/10/2013	1.00	693,952,117.0	624,556,905.3
24	Final	31/12/2013	30/09/2014	4.00	2,775,808,468.0	2,498,227,621.2
25	Final	31/12/2014	23/10/2015	1.00	693,952,117.0	624,556,905.3
26	Final	31/12/2015	28/10/2016	3.00	2,081,856,351.0	1,873,670,715.9
27	Final	31/12/2016	11/08/2017	3.10	2,151,251,562.7	1,936,126,406.4
28	Final	31/12/2017	13/07/2018	2.00	1,387,904,234.0	1,252,452,464.8
29	Final	31/12/2018	16/08/2019	2.00	1,387,904,234.0	1,251,217,929.0
30	Final	31/12/2019	23/10/2020	2.00	1,387,904,234.0	1,252,071,715.4
31	Final	31/12/2020	19/11/2021	1.50	1,040,928,175.5	936,835,358.0
32	Final	31/12/2021	28/10/2022	2.50	1,734,880,292.5	1,561,392,263.3

DIV No.	DIV. Type	Year ended	Declaration date	Dividend rate per share N	Total amount of dividend gross N	Total amount of dividend net N
33	Final	31/12/2022	22/09/2023	2.50	1,734,880,292.5	1,561,392,263.3
34	Final	31/12/2023	11/15/2024	3.50	2,428,832,409.5	2,185,949,168.6

14. Property, plant and equipment

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

15. Suppliers

The Company obtains its materials from overseas and local suppliers. Among its foreign and local suppliers, the major suppliers of petroleum products to the Company are – NNPC Limited, Tulcan Energy Resources Limited, NECIT Nigeria Limited, Dangote Refinery, Foltoks Energy.

16. Distribution network

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

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

S/No.	Dealer	Station	Location of station
1.	Mr. Adebambo Bashorun	Ajah Mega Station	Ajiweh b/stop, Lekki-Epe Expressway.
2.	Mr. Akinyemi Omoyeni	Chevron Mega Station	Lekki-Epe Expressway, Chevron Roundabout
3.	Mr. Abimbola Olawale	Icate Lekki Mega Station	Icate Elegushi, Lekki Epe Expressway, Lekki
4.	Mr. Johnson Iwarere	Marina Service Station	Marina, Lagos State
5.	Mrs. Evelyn Rewane -Fabyan	Hughes Avenue Service Station	Herbert Macualay Way, Alagomeji, Yaba, Lagos State
6.	Mr. Samuel Seye Dixon	Iganmu Service Station	Apapa Road, Iganmu, Lagos State
7.	Mrs. Magret Uyokpeyi	Alapere Mega Station	Along Lagos/Ibadan Express Way, Alapere Area
8.	Dr. Izuagbe Kenedy	Tollgate Mega Station	Along Lagos/Ibadan Express Way, Near Old Tollgate, Alausa.
9.	Mr. Adeleye Adewale	GRA Mega Station	Oba Akinjobi Road by GRA Roundabout Ikeja.
10.	Dr. Desmond Amiegbebo	Oregun Service Station	Oregun Road Oregun
11.	Capt. Alade Adeyinka	Km10 Ikeja Filling Station	FAAN Local Airport Ikeja
12.	Mr. Geofry Idon	KM2 Ikeja Filling Station	FAAN Local Airport Ikeja
13.	Mr. Akin Akindele	Airport Road Service Station	FAAN International Airport Ikeja
14.	Mr. Adebayo Seyi	Eric Moore Service Station	Eric Moore Road, Eric Moore Surulere Lagos State
15.	Mrs. C.O. Okonedo	Western Avenue Filling Station	Western Avenue Road Barracks Bus Stop Lagos State
16.	Mr. Azeez Olalekan Ishola	Agege South Mega Station	Mangoro Rd. Agege Lagos
17.	Mr. Tunde Thani	Lasu Service Station	Km 13 Lagos Badagry Expressway Lasu Lagos
18.	Mr. Ayilara Babatunde	Asero Filling Station	Km 3 Abeokuta Ibadan Road, Abeokuta, Ogun State.
19.	Mrs. Tola Aworh	Poly South Service Station	Polytechnic Gate Sango, Ibadan Oyo State
20.	Engr Benjamin Ikhinmwini	Igbudu Service Station	No 205 Warri Sapele Rd, Warri

S/No.	Dealer	Station	Location of station
21.	Mrs. A. K. Fagbure	KM4, Filling Station	Km 4, Sapele Road Benin City Edo State
22.	Mrs. F. Eweka	Akpakpava Road Filling Station	Akpakpava Road Benin City Edo State
23.	Hon Andrew Momodu	Airport Road Service Station	Airport Road F/S Benin City Edo State
24.	Mr. Chinedu Iroegbu	Obio Filling Station	PH-Aba Express way, Market Junction, PHC
25.	Mr. F B. Omidina	Orije Service Station	Aba Road, Leventis Bus stop, PHC
26.	Mr Edward Ibuzo	Bridgehead Mega Station Onitsha	Bridgehead Road, Onitsha
27.	Mr. Hilary Nwagbo	Nike Road Service Station Enugu	Nike Road S/S, Enugu
28.	Mr. Akin Olarewaju	Kado Mega Service Station	B5 Cadastral Zone Kado Estate Kado FCT
29.	KADIRI YUNUSA	Durumi Mega Service Station	B5 Cadastral Zone Durumi district Durumi Area 1 FCT
30.	Goldduct Ventures	Utako Mega Service Station	B5 Cadastral Zone Utako Ddistrict Utako FCT
31.	Mr. Samuel Okorho	Lugbe Extension Service Station	Plot 199 Cadastral Zone Lugbe District FCT Abuja
32.	Mrs. Ahmed Lami	Herbert Macaulay Filling Station Abuja	Plot 763, Herbert Macaulay Way, CBD FCT
33.	Ubolo Okpanachi	Garki Service Station Abuja	42 Festival Road Area 10 Garki FCT
34.	Alh. Mohammed Okeji	Apo Mechanic Mega Station Abuja	Apo Mechanic Village, Apo, FCT, Abuja
35.	Alh. Nurudeen Abdulhamid	Ahmadu Bello Way Mega Station Kaduna	Ahmadu Bello Way Kaduna

17. Post balance sheet events

There were no post balance sheet events which could have had a material effect on the state of affairs of the Company as at 31 December 2024 and on the profit for the period to that date which have not been adequately provided for.

18. Human resources policy

(i). Recruitment

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

(ii). Diversity and Inclusion

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

Gender Analysis	Male	Female	Total	Ratio
Permanent staff	134	14	148	9:1
Expatriates	17	0	17	17:00
Others	361	23	384	15:1

19. Employment and employees

- (i). Employment of physically challenged persons
The Company's operates a non-discriminatory policy in the consideration of applications for employment, including those received from physically challenged persons. In the event where an employee becomes physically challenged in the course of employment, where possible, the Company may arrange training to ensure the continuous employment of such a person without subjecting him/her to any disadvantage in his/her career development.
- (ii). Employees involvement
During the year, the Company maintained good relationship with its employees. To enhance communication between management and staff, management briefings were extended to all levels of staff during the year. These efforts were supplemented by regular consultative departmental / divisional meetings and in-house bulletins to keep employees informed on the state of the Company's operations.
- (iii). Employees training and development
The development and training of the Company's staff continue to receive constant attention. It is the belief of the Company that the professional and technical expertise of its staff constitutes a major asset. The Company has established a Training School for Staff to initiate and foster a culture of excellence in its operations and service delivery.
- (iv). Welfare
The Company operates the requisite Insurance cover for the varied cadre of its employees including Employee Compensation Act contributions for the benefits of its employees. Employees are insured against occupational and other hazards. The Company also operates a contributory pension plan in line with the Pension Reform Act 2004 (amended in 2014) as well as a terminal payment scheme for its employees.
- (v). Health
The Company maintains business premises designed with a view to guaranteeing the safety and healthy living conditions of its employees and customers alike. The Company maintains well-equipped medical clinics at its head office and other major operational locations. This is complemented by medical services during and after working hours by medical retainers in locations across the country. Staff also enjoy medical insurance with negotiated bulk benefits from credible Health Maintenance Organizations under the National Health Insurance Authority (NHIA).
- (vi). Safety and environment
To enhance the health and safety of all employees, safety regulations are conspicuously displayed and enforced in all the Company's offices and installations. Fire prevention and fire-fighting equipment are installed in strategic locations within the Company's premises.

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

20. Compliance with the code of corporate governance

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

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

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

20.1 The Board

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

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

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

20.2 Responsibilities of the Board

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

Notwithstanding the delegation of the operation of the Company to Management, the Board reserved certain powers which include the approval of quarterly, half-yearly and full year financial statements (whether audited or unaudited) and any significant change in accounting policies and/or practices; approval of major changes to the Company's corporate structure and changes relating to the Company's capital structure or its status as a public limited company; the determination and approval of the strategic objectives and policies of the Company to deliver long-term value; approval of the Company's strategy, medium and short term plan and its annual operating and capital expenditure budget; appointment or removal of Company Secretary; recommendation to shareholders of the appointment or removal of auditors and the remuneration of Auditors; approval of resolutions and corresponding documentation for shareholders in general meeting(s), shareholders circulars, prospectus and principal regulatory filings with the Regulators. Other powers reserved for the Board are the determination of Board structure, size and composition, including appointment and removal of Directors, succession planning for the Board and senior management and Board Committee membership; approval of mergers and acquisitions, expansion and establishment of subsidiaries; approval of remuneration policy and packages of the Managing Director and other Board members, appointment of

the Managing Director and other Directors nominated by the Company; approval of the Board performance evaluation process, corporate governance framework and review of the performance of the Managing Director; approval of policy documents on significant issues including Enterprise-wide Risk Management, Human Resources, Credit, Corporate governance and Anti – Money laundering, and approval of all matters of importance to the Company as a whole because of their strategic, financial, risk or reputational implications or consequences.

20.3 Role of the Chairman

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

20.4 Role of the Managing Director / Chief Executive Officer

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

20.5 Board Composition

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

20.6 Board Meetings and Attendance

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

The Board held four (4) meetings during the financial year ended 31 December 2024. The notice for each meeting was in line with the Company's Articles of Association and Board papers were provided to directors in advance. Senior Executives of the Company are from time to time invited to attend Board meetings and make representations of their business units. The Board meetings were held on Tuesday, 26 March 2024; Wednesday, 12 June 2024; Tuesday, 10 September 2024; and Monday, 9 December 2024. A summary of the record of attendance at Board meetings is presented below.

Names of Directors		26 March 2024	12 June 2024	10 September 2024	9 December 2024
Dr. Mike Adenuga (Jnr.) GCON	Chairman Non-Executive Director	P	P	P	P
Dr M. E. Omatsola	Non-Executive Director	P	P	P	P
Engr. Babatunde Okuyemi	Non-Executive Director	P	A	P	P
Mr. Mike Jituboh	Non-Executive Director	P	P	P	P
Mr. Ike Oraekwuotu	Executive Director	P	P	P	P
Miss Abimbola Michael - Adenuga	Executive Director	P	P	P	P
Mr. Ismail Salam (Exec. Director, Finance)	Executive Director	P	P	P	P
Mr. Joshua Ariyo	Non-Executive Director	P	P	P	P
Mr. Ademola Idowu	Non-Executive Director	P	P	P	P

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

20.7 Board committees:

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

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

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

- i. **The Executive Board Committee**
The Executive Board Committee, led by the Managing Director and comprising the Executive Directors, sets the Company's priorities and targets, allocates resources and ensures the effective running of the Company. The Executive Board ensures that the Company's resources are fully utilized to meet the Company's goals. The Committee held five (5) meetings on Tuesday, 9 January 2024; Thursday, 11 April 2024; Wednesday, 17 July 2024, Wednesday, 18 September, 2024; and Tuesday 3 December 2024.

Names	9 January 2024	11 April 2024	17 July 2024	18 September 2024	3 December 2024
Mr. Ike Oraekwuotu	P	P	P	P	P
Miss Abimbola Michael - Adenuga	P	P	P	P	P
Mr. Ismail Salam	P	P	P	P	P

Attendance keys: P = Present

- ii. **Operation Review Committee**
Members of this Committee are one Executive Director and two non-executive Directors. Mr. Mike Jituboh, a non-executive Director is Chairman of the Committee with the Managing Director in attendance. The Committee deliberates on matters relating to the general Operating Expenditure (OPEX), Capital Expenditure (CAPEX), general finance and administration of the Company and reports same to the Board. The Committee held three (3) meetings on Tuesday, 13 February 2024; Tuesday, 16 July 2024; and Friday, 8 November, 2024. The meetings were well attended.

Names	13 February, 2024	16 July 2024	8 November 2024
Mr. Mike Jituboh	P	P	P
Ms. Abimbola Michael - Adenuga	P	P	P
Mr. Joshua Ariyo	P	P	P

Attendance key: P = Present

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

- Review and recommend for the approval of the Board, the Company's Risk Management Policies including the risk profile and limits;

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

The Chief Risk Officer of the Company presents regular briefings to the Committee at its meetings. The Committee met four (4) times during the financial year ended December 31, 2024 on Thursday, 22 February 2024, Thursday, 20 June 2024, Monday, 16 September 2024 and Monday, 2 December 2024. The Board Risk Management Committee comprised the following members during the year under review:

Names	22 February 2024	20 June 2024	16 September 2024	2 December 2024
Dr. M. E. Omatsola	P	P	P	P
Mr. Ike Oraekwuotu	P	P	P	P
Mr. Ismail Salam	P	P	P	P

Attendance keys: P = Present

iv. **Remuneration Committee**

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

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

The Committee acts on behalf of the Board on all matters related to the workforce. The Committee held two (2) meetings within the year on Wednesday, 17 April, 2024 and Thursday, 26 September 2024. The meetings were well attended.

Names	17 April 2024	26 September 2024
Mr. Mike Jituboh	P	P
Mr. Ademola Idowu	P	P

Attendance key: P = Present.

20.8 Statutory Audit Committee

This Committee is responsible for ensuring that the Company complies with all the relevant policies and procedures both from the regulators and as laid-down by the Board of Directors. Its major functions include the approval of the annual audit plan of the internal auditors, review and approval of the audit scope and plan of the external auditors, review of the audit report on internal weaknesses observed by both the internal and external auditors during their respective examinations and to ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices. The Committee also reviews the Company's annual and interim financial statements, particularly the effectiveness of the Company's disclosure controls and systems of internal control as well as areas of judgment involved in the compilation of the Company's results. The Committee is responsible for the review of the integrity of the Company's financial reporting and oversees the independence and

objectivity of the external auditors, review and ensures that adequate whistle blowing procedures are in place and that a summary of issues reported are highlighted to the Committee; and review the independence of the external auditors and ensures that where non-audit services are provided by the external auditors and that there is no conflict of interest. The Committee has access to external auditors to seek explanations and additional information, while the internal and external auditors have unrestricted access to the Committee, which ensures that their independence is in no way impaired.

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

Any shareholder may nominate another shareholder as member of the Audit Committee, by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting. The internal and external auditors are invited from time to time to attend the Meetings of the Committee. The Director of Finance, the Financial Adviser and appropriate members of Management also attend the meetings upon invitation. The Committee is required to meet quarterly and additional meetings may be convened as the need arises. The Statutory Audit Committee of the Company met four (4) times during the year. The meetings were held on Thursday, 25 January 2024; Wednesday, 8 May 2024; Thursday, 15 August 2024; and Wednesday, 9 October, 2024. The following members served on the Committee during the year ended December 31, 2024:

Names	Designation	25 January 2024	8 May 2024	15 August 2024	9 October 2024
Mr. Oladepo Olalekan Adesina	Chairman Rep. of Shareholders	P	P	P	P
Mr. Ijayekunke Moses Idowu	Member Rep. of Shareholders	P	P	P	P
Mrs. Adeleye Funmilayo Bilqees	Member Rep. of Shareholders	P	P	P	P
Mr. Ademola Idowu	Non-Executive Director	P	P	P	P
Mr. Joshua Ariyo	Non-Executive Director	P	P	P	P

Attendance key: P = Present.

20.9 Board Supervised Management Committee

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

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

- i. Management Credit Committee

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

The Committee meets weekly depending on the number of credit applications to be considered.

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

ii. Executive Management Committee

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

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

iii. Tender Committee

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

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

iv. Import Committee

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

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

v. Process & Expenditure Committee

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

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

20.10 Relations with shareholders

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

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

20.11 Shareholders

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

20.12 Management, Protection of Shareholders' Rights

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

20.13 The Company Secretary

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

20.14 Insider Trading and Price Sensitive Information

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

20.15 Corporate Social Responsibilities Interaction with the society

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

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

20.16 Internal Financial Controls

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

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

20.17 Conoil Plc and the Law

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

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

21 Regulatory Compliance

During the 2024 financial year, the Company was penalized the sum of Twenty-Three Million, Five Hundred and Eighty-Seven Thousand, Five Hundred Naira only (N23,587,500.00) by NGX Regulation Limited (NGX RegCo) for the late submission of financial statements.

Apart from the above, the Company complied with other laws and regulations.

22. Auditors

The Company's Auditors, Messrs. Nexia Agbo Abel & Co in accordance with the relevant corporate governance rules on their tenure in office have indicated their willingness to resign as the Auditors of the Company. In accordance with Section 401 (2) of the Companies and Allied Matters Act, 2020 therefore, a resolution for the appointment of a new auditor will be passed at the next Annual General Meeting of the Company.

By order of the Board



David Lanre-Leke

Company Secretary/Legal Adviser
FRC/2024/PRO/NBA/002/499932

11 June 2025

Conoil Plc

Bull Plaza
38/39, Marina
Lagos

***WE RUN 24/7
SO YOU KEEP RUNNING***



Conoil

Bull Mart

Restaurant

Car Wash

Lube Bay

24/7



Conoil

...we go the extra mile.

conoilplc.com

THE ACCOUNTS

39	Statement of Directors' Responsibilities
40	Statement of Directors' Certification
41	Statement of Securities Trading Policy
42	Statement of Free Float Rules Status
43	Independent Auditor's Report To The Shareholders of Conoil Plc on The Audit of The Financial Statements
46	Report of The Audit Committee
47	Statement of Profit or Loss and Other Comprehensive Income
48	Statement of Financial Position
49	Statement of Changes In Equity



STATEMENT OF DIRECTORS' RESPONSIBILITIES

FOR THE YEAR ENDED 31 DECEMBER 2024

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

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

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

Going Concern

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

The financial statements of the Company for the year ended 31 December 2024 were approved by the Directors on 11 June 2025.

On behalf of the Directors of the Company



Mr. Salam Ismail Ajani
Finance Director

FRC/2018/ICAN/00000018798



Mr. Ike Oraekwuotu
Director

FRC/2013/COMEG/00000003735

CERTIFICATION OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

In accordance with section 405 of the Companies and Allied Act 2020, the Chief Executive Officer and the Chief Financial Officer certify that the 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;

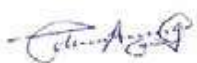
We state that management and directors:

- i. are responsible for establishing and maintaining internal controls and has designed such internal controls to ensure that material information relating to the Company is made known to the officer by other officers of the Company, particularly during the period in which the audited financial statement report is being prepared,
- ii. has evaluated the effectiveness of the company's internal controls within 90 days prior to the date of its audited financial statements, and
- iii. certifies that Company'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 company's ability to record, process, summarise and report financial data, and has identified for the company'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 company's internal control; and
- iii. as indicated in the report, whether or not, there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The financial statements of the Company for the year ended 31 December 2024 were approved by management on 11 June 2025.



Mr. Salam Ismail Ajani

Finance Director

FRC/2018/ICAN/00000018798



Mr. Ike Oraekwuotu

Acting CEO

FRC/2016/NIM/00000015427

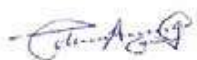
STATEMENT OF SECURITIES TRADING POLICY

FOR THE YEAR ENDED 31 DECEMBER 2024

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

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

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



Mr. Salam Ismail Ajani

Finance Director

FRC/2018/ICAN/00000018798

11 June 2025



Mr. Ike Oraekwuotu

Acting CEO

FRC/2016/NIM/00000015427

11 June 2025

STATEMENT OF FREE FLOAT RULES STATUS

FOR THE YEAR ENDED 31 DECEMBER 2024

SHAREHOLDING STRUCTURE/FREE FLOAT STATUS

Description	31-Dec-24		31-Dec-23	
	Unit	Percentage	Unit	Percentage
Issued Share Capital	693,952,117	100.00	693,952,117	100.00
Substantial Shareholdings (5% and above)				
Conpetro Limited	516,298,603	74.40	516,298,603	74.40
Total Substantial Shareholdings	516,298,603	74.40	516,298,603	74.40
Directors Shareholdings (Direct & Indirect), Excluding Directors with substantial Interests				
Dr. M. E. Omatsola	541	0.0001	541	0.0001
Engr. Babatunde Okuyemi	8,500	0.0012	8,500	0.0012
Mr. Joshua Ariyo	25,365	0.0037	25,365	0.0037
Mr. Ademola Idowu	15,125	0.0022	15,125	0.0022
Total Directors Shareholding	49,531	0.0071	49,531	0.0071
Other Influential Shareholdings	Nil	Nil	Nil	Nil
Total Other Influential Shareholdings	Nil	Nil	Nil	Nil
Free Float in Units and Percentage	168,336,550	25.59%	168,336,550	25.59%

DECLARATION:

Conoil Plc with a free float percentage of 25.59% as at 31 December 2024, is compliant with the Exchange's Free Float requirements for the companies listed on the Main Board.

MANAGEMENT'S ANNUAL ASSESSMENT

OF, AND REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Pursuant to chapter 1.5 of FRCN Guidance on Management Report on Internal Control over Financial Reporting, and chapter 1.3 of SEC Guidance of the Implementation of Sections 60 to 63 of the Investments and Securities Act of 2007, we hereby report on the effectiveness of Conoil Plc's internal control system as follows:

- a). The management of Conoil Plc is responsible for establishing and maintaining adequate internal control over financial reporting (ICFR) that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS;
- b). The management of Conoil Plc used the Committee of Sponsoring Organization of the Treadway Commission (COSO) Internal Control – Integrated Framework to conduct the required evaluation of the effectiveness of the entity's ICFR;
- c). The management of Conoil Plc has assessed its ICFR as at 31 December 2024 as effective and there are no material weaknesses; and
- d). The external auditors of Conoil Plc, Messrs Nexia Agbo Abel & Co., has issued an attestation report on management's assessment of ICFR. The attestation report issued by Messrs Nexia Agbo Abel & Co. will be filed as part of Conoil Plc's annual report.



Mr. Salam Ismail Ajani

Finance Director
FRC/2018/ICAN/00000018798

11 June 2025



Mr. Ike Oraekwuotu

Acting CEO
FRC/2016/NIM/00000015427

11 June 2025

CERTIFICATION OF MANAGEMENT'S ASSESSMENT

ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In compliance with the requirements for the controls over financial reporting aspect of the provisions of section 7 (1 and 2f) of the FRCN Act of 2011, and chapter 1.1 of SEC Guidance of the Implementation of Sections 60 to 63 of the Investments and Securities Act of 2007, we certify that:

- a). We have reviewed this management assessment of internal control over financial reporting of Conoil Plc;
- b). Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 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 entity as of, and for, the periods presented in this report;
- d). The entity's other certifying officer 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 entity, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - 3). have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS;
 - 4). have evaluated the effectiveness of the entity's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- e). The entity's other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the entity's auditors and the audit committee of the entity's board of directors (or persons performing the equivalent functions):
 - 1). All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the entity's ability to record, process, summarize and report financial information; and
 - 2). Any fraud, whether or not material, that involves management or other employees who have a significant role in the entity's internal control system.
- f). The entity's other certifying officer and I have identified, in the report whether or not there were 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.



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

11 June 2025



Mr. Ike Oraekwuotu
Acting CEO
FRC/2016/NIM/00000015427

11 June 2025

REPORT OF THE AUDIT COMMITTEE

FOR THE YEAR ENDED 31 DECEMBER 2024

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

1. Reviewed the scope and planning of the audit requirements
2. Reviewed the external auditors' Management Letter for the year ended 31 December 2024 as well as the Management's response thereon; and
3. Ascertained that the accounting and reporting policies of the Company for the year ended 31 December 2024 are in accordance with legal requirements and agreed ethical practices.

In our opinion, the scope and planning of the audit for the year ended 31 December 2024 were adequate and Management's responses to the External Auditors' findings were satisfactory.

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



Mr. Adesina Olalekan Oladepo

Chairman

FRC/2013/NIM/00000003678

11 June 2025

Members of the Audit Committee

Mr. Oladepo Olalekan Adesina
 Mrs. Bilqees Olufunmilayo Adeleye
 Mr. Moses Idowu ijayekunle
 Mr. Ademola Idowu
 Mr. Joshua Ariyo



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1060 NIQS Crescent
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FCT-IRS TIN: 6000012549

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

Opinion

We have audited the accompanying financial statements of Conoil Plc which comprise the statement of financial position as at 31 December 2024, the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, a summary of material accounting policies information and other explanatory information set out on pages 31 to 71.

In our opinion, the financial statements present fairly, in all material respects, the financial position of Conoil Plc as at 31 December 2024 and the financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards, Companies and Allied Matters Act 2020 and the Financial Reporting Council of Nigeria (Amended) 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 Financial Statements section of our report. We are independent of the Company in accordance with the requirements of the Institute of Chartered Accountants of Nigeria Professional Code of Conduct and Guide for Accountants (ICAN Code) and other independence requirements applicable to performing audits of financial statements in Nigeria. We have fulfilled our other ethical responsibilities in accordance with the ICAN Code and in accordance with other ethical requirements applicable to performing audits in Nigeria. The ICAN Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Revenue recognition	
See note 3.3 and note 5 to the financial statements.	
Key audit matter	How our audit addressed the matter
Revenue is a significant measure of the performance of the Company.	- Our audit procedures include testing of the design, existence and operating effectiveness of internal control procedures implemented as well as test of details to ensure accurate processing of revenue transactions.
The Company adopted IFRS 15 - Revenue from Contract with Customers in the year under review. There is a risk of wrong application of the standard.	- We obtained and reviewed sales documents to ensure revenue were recognised in line with IFRS 15. Ensured that revenue was recognized based on performance of obligation i.e. when the control over products was transferred to the customer. We were conscious that the timing of control is dependent on whether the customer collects the products by himself or if the company delivers the product to them using third party transporters; and ensured that for the former, revenue was recognized only when the customer picks up the products from the Company's depots and the latter, when delivery has been made. Hence, we ensured that revenue was recognised at a point in time.
	- We performed substantive analytical procedures and investigated differences in excess of the threshold.
	- We performed cut-off tests to ensure that revenue were recognised in the correct accounting period so as to ensure that there was no under/over statement of revenue.

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Partners: Abel A. Onyeke (Chairman), Alexander K. Peddler (Managing Partner), Aliu O. Yesufu, Friday O. Inneh, Tolulope C. Fasanya

Key audit matters (Continued)

Related parties	
See note 3.18 and note 32 to the financial statements.	
Key audit matter	How our audit addressed the matter
A related-party transaction is a transaction which takes place between two parties who hold a pre-existing connection prior to the transaction. The Company is involved in a number of transactions with its related parties during the period. In reporting the related party balances, the Directors take into cognisance all the incomes, expenses, properties and fundings received from related companies and payments made on their behalf during the period. There is the risk of non-disclosure of related parties transaction and misstatement of the related parties balances.	- We obtained and reviewed related parties transactions to ensure that all transactions with related parties were properly recorded and disclosed for the period.
	- We circularised inter-group companies with substantial balances
	- We examined invoices and noted the billings used as well as the treatment given to related party transactions; and
	- We ensured proper cut off of related parties transactions.

Other information

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

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

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

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

Responsibilities of management and those charged with governance for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for opinion. The risk of not detecting

- a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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 relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on other legal and regulatory requirements

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

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

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

We performed a limited assurance engagement and reported on management's assessment of the Company's internal control over financial reporting as of December 31, 2024. The work performed was done in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, and we have issued an unmodified opinion in our report dated 9 June 2025".



Friday O. Inneh – FCA - FRC/2012/ICAN/00000000258

for: Nexia Agbo Abel & Co
Chartered Accountants
Abuja, Nigeria

17 June 2025



Nexia Nigeria





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

What we have performed

We have performed an assurance engagement on Conoil Plc internal control over financial reporting as of December 31, 2024, based on FRC Guidance on Assurance Engagement Report on Internal Controls over Financial Reporting ("The Guidance") issued by the Financial Reporting Council of Nigeria and International Standards of Assurance Engagements other than Audits or Reviews of Historical Financial Information (ISAE 300 - Revised). The company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Assessment of, and Report on the Entity's Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the company's Internal Controls over Financial Reporting based on our assurance engagement.

Opinion

In our opinion, nothing has come to our attention that the internal controls procedures over financial reporting put in place by management of Conoil Plc are not adequate as of 31 December 2024, based on the SEC Guidance on Implementation of Sections 60 - 63 of the Investments and Securities Act 2007 issued by The Securities and Exchange Commission, and FRC Guidance on Management Report on Internal Controls over Financial Reporting issued by Financial Reporting Council of Nigeria.

Basis for opinion

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

Definition and Limitations of Internal Controls over Financial Reporting

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

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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Partners: Abel A. Onyeke (Chairman), Alexander K. Peddler (Managing Partner), Aliu O. Yesufu, Friday O. Inneh, Tolulope C. Fasanya

Other matter

We also have audited, in accordance with the International Standards on Auditing, the financial statements of **Conoil Plc** and our report dated 17 June 2025 expressed an unqualified opinion.



Friday O. Inneh - FCA - FRC/2012/ICAN/00000000258

for: **Nexia Agbo Abel & Co**

Chartered Accountants

Abuja, Nigeria

17 June 2025



STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	Note	2024 N'000	2023 N'000
Revenue	5	323,127,667	201,387,053
Cost of sales	6	(296,773,205)	(181,555,895)
Gross profit		26,354,462	19,831,158
Other operating income	7	35,977	113,810
Other gains or losses	8	60,618	1,541,626
Distribution expenses	9	(6,892,458)	(2,763,026)
Administrative expenses	10	(4,600,814)	(4,490,965)
Finance cost	11	(3,953,746)	(1,955,338)
Profit before tax	12	11,004,039	12,277,265
Income tax expense	13	(2,230,505)	(2,409,026)
Profit for the year		8,773,534	9,868,239
Other comprehensive income for the year net of tax		-	-
Total comprehensive income		8,773,534	9,868,239
Earnings per share			
Basic earnings per share (kobo)	14	1,264	1,422
Diluted earnings per share (kobo)	14	1,264	1,422

The notes on pages 55 to 90 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

Assets	Note	2024 N'000	2023 N'000
Non-current assets		3,973,401	1,562,072
Property, plant and equipment	15	10	10
Investment property	17	10	10
Other financial assets	18	10	10
Prepayments	19	123,563	94,762
Deferred tax assets	13	2,380,282	2,213,519
Total non-current assets		6,477,276	3,870,383
Current assets			
Inventories	20	29,254,935	16,539,763
Trade and other receivables	21	71,898,060	65,644,958
Prepayments	19	56,978	96,120
Cash and bank balances	22	7,264,201	11,326,753
Total current assets		108,474,174	93,607,594
Total assets		114,951,450	97,477,977
Equity and liabilities			
Equity			
Share capital	23	346,976	346,976
Share premium	23	3,824,769	3,824,769
Retained earnings	24	35,318,531	28,973,828
Total equity		39,490,276	33,145,573
Non - Current liabilities			
Distributors' deposits	27	492,099	486,099
Deferred tax liabilities	13	533,406	162,655
Decommissioning liability	28	116,960	109,048
Total non-current liabilities		1,142,465	757,802
Current liabilities			
Borrowings	25	28,675,018	32,005,917
Trade and other payables	26	40,574,465	26,732,921
Current tax payable	13	5,069,226	4,835,764
Total current liabilities		74,318,709	63,574,602
Total liabilities		75,461,174	64,332,404
Total equity and liabilities		114,951,450	97,477,977

These financial statements were approved by the Board of Directors on 11 June 2025 and signed on its behalf by:



Mr. Salam Ismail Ajani

Finance Director
FRC/2018/ICAN/00000018798



Dr. M. Ebietsuwa Omatsola

Director
FRC/2013/COMEG/00000003735



Mr. Ike Oraekwuotu

Acting CEO
FRC/2016/NIM/00000015427

The notes on pages 55 to 90 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

AS AT 31 DECEMBER 2024

	Share capital N'000	Share premium N'000	Retained earnings N'000	Total equity N'000
Balance at 1 January 2023	346,976	3,824,769	20,840,470	25,012,215
Profit for the year	-	-	9,868,239	9,868,239
Other comprehensive income (net of tax)	-	-	-	-
Total comprehensive income	-	-	9,868,239	9,868,239
Issued share capital	-	-	-	-
Dividends to shareholders	-	-	(1,734,880)	(1,734,880)
Balance at 31 December 2023	346,976	3,824,769	28,973,829	33,145,574
Balance at 1 January 2024	346,976	3,824,769	28,973,829	33,145,574
Profit for the year	-	-	8,773,534	8,773,534
Other comprehensive income (net of tax)	-	-	-	-
Total comprehensive income	-	-	8,773,534	8,773,534
Issued share capital	-	-	-	-
Dividends to shareholders	-	-	(2,428,832)	(2,428,832)
Balance at 31 December 2024	346,976	3,824,769	35,318,531	39,490,276

The notes on pages 55 to 90 form part of these financial statements.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Note	2024 N'000	2023 N'000
Profit before tax		11,004,039	12,277,265
Adjustments to reconcile profit before tax to net cash provided:			
Interest from bank deposits	7	(9,882)	(25,592)
Interest on bank overdraft	11	3,945,834	1,948,619
Accretion expense	11	7,912	6,719
Depreciation of property, plant and equipment	15	743,778	582,176
Amortisation of intangible assets	16	-	-
Depreciation of investment property	17	-	49,640
Changes in working capital:			
Increase in inventories		(12,715,172)	(11,279,617)
Increase in trade and other receivables		(6,242,761)	(14,734,934)
Increase/(Decrease) in trade and other payables		14,247,466	(4,373,693)
Decrease in distributors' deposits		6,000	(500)
Cash generated from/(used in) operations		10,987,215	(15,549,916)
Tax paid		(1,793,054)	(552,345)
Value added tax paid		(398,011)	(353,764)
Net cash (used)/generated from operating activities		8,796,150	(16,456,025)
Cashflows from investing activities			
Purchase of property, plant and equipment	15	(3,155,106)	(734,663)
Interest received	7	9,882	25,592
Proceeds from disposal of property, plant and equipment			
Net cash used in investing activities		(3,145,224)	(709,070)
Cashflows from financing activities			
Interest paid	11	(3,953,746)	(1,955,338)
Dividends paid	24	(2,428,832)	(1,734,880)
Net cash used in financing activities		(6,382,578)	(3,690,218)
Increase in cash and cash equivalents		(731,652)	(20,855,313)
Cash and cash equivalents at 1 January		(20,679,165)	176,149
Cash and cash equivalents at 31 December		(21,410,817)	(20,679,165)

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

The notes on pages 55 to 90 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

The Company

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

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

1.1 Composition of Financial Statements

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

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

Additional information provided by the management includes:

- Value added statement
- Five-year financial summary

1.2 Financial period

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

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

2.1 Accounting standards and interpretations issued and effective

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

Effective for the financial year commencing 1 January 2024

- Classification of liabilities as current and Non current (Amendment to IAS 1)
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)
- Sales and contribution of Asset between an investor and its associate or Joint venture (Amendment to IFRS 10 and IAS 28)
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)

2.2 Accounting standards and interpretations issued but not yet effective

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

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

Effective for the financial year commencing 1 January 2025

- Revenue from Contracts with Customers (Amendment to IFRS 15)
- Lease Accounting (Amendment to IFRS 16)
- Borrowing Costs (Amendment to IAS 23)
- Financial Instruments (Amendment to IFRS 9)

- Sustainability Reporting Standards (ESG-related Standards)
- Insurance Contracts (Amendment to IFRS 17))

2.1 Accounting standards and interpretations issued and effective

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

Standard	Nature of change	Required to be implemented for periods beginning on or after
Amendments to IAS 1 – Classification of Liabilities as Current or Non-current Liabilities with Covenants.	<p>Amendments made to IAS 1 Presentation of Financial Statements in 2020 and 2022 clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant).</p> <p>The standard allows a choice between recognising changes in discount rates either in the income statement or directly in other comprehensive income. The choice is likely to reflect how insurers account for their financial assets under IFRS 9.</p> <p>An optional, simplified premium allocation approach is permitted for the liability for the remaining coverage for short duration contracts, which are often written by non-life insurers.</p> <p>Covenants of loan arrangements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with a covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date. The amendments require disclosures if an entity classifies a liability as non-current and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosures include:</p> <ul style="list-style-type: none"> • the carrying amount of the liability • information about the covenants, and • facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants. <p>The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. Terms of a liability that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instrument can only be ignored for the purpose of classifying the liability as current or non-current if the entity classifies the option as an equity instrument. However, conversion options that are classified as a liability must be considered when determining the current/non-current classification of a convertible note.</p> <p>The amendments must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. Special transitional rules apply if an entity had early adopted the 2020 amendments regarding the classification of liabilities as current or non-current.</p>	1 January 2024

Standard	Nature of change	Required to be implemented for periods beginning on or after
Supplier finance arrangements (Amendments to IAS 7 and IFRS 7)	<p>The IASB has issued new disclosure requirements about supplier financing arrangements ('SFAs'), after feedback to an IFRS Interpretations Committee agenda decision highlighted that the information required by IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures falls short of meeting user information needs. The objective of the new disclosures is to provide information about SFAs that enables investors to assess the effects on an entity's liabilities, cash flows and the exposure to liquidity risk.</p> <p>The new disclosures include information about the following: The terms and conditions of SFAs.</p> <p>The carrying amounts of financial liabilities that are part of SFAs and the line items in which those liabilities are presented.</p> <ol style="list-style-type: none"> 1. The carrying amount of the financial liabilities in (b) for which suppliers have already received payment from the finance providers. 2. The range of payment due dates for both the financial liabilities that are part of SFAs, and comparable trade payables that are not part of such arrangements. 3. Non-cash changes in the carrying amounts of financial liabilities in (b). 4. Access to SFA facilities and concentration of liquidity risk with finance providers. <p>The IASB has provided transitional relief by not requiring comparative information in the first year, and also not requiring disclosure of specified opening balances. Further, the required disclosures are only applicable for annual periods during the first year of application. Therefore, the earliest that the new disclosures will have to be provided is in annual financial reports for December 2024 year-ends, unless an entity has a financial year of less than 12 months.</p>	1 January 2024

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

2.2 Accounting standards and interpretations issued but not yet effective

Standard	Nature of change	Required to be implemented for periods beginning on or after
IFRS 18 - Presentation and disclosure in financial statements.	<p>In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.</p> <p>It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.</p> <p>Earlier application of IFRS 18 is permitted. The standard and other amendments to it shall be applied retrospectively.</p>	1 January 2027
IFRS 9 Financial Instruments - Lessee Derecognition of Lease Liabilities	<p>Paragraph 2.1 of IFRS 9 has been amended to clarify that, when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply paragraph 3.3.3 and recognise any resulting gain or loss in profit or loss. However, the amendment does not address how a lessee distinguishes between a lease modification as defined in IFRS 16 and an extinguishment of a lease liability in accordance with IFRS 9.</p> <p>Earlier application is permitted. Paragraph 5.1.3 of IFRS 9 has been amended to replace the reference to 'transaction price as defined by IFRS 15 Revenue from Contracts with Customers' with 'the amount determined by applying IFRS 15'. The use of the term 'transaction price' in relation to IFRS 15 was potentially confusing and so it has been removed. The term was also deleted from Appendix A of IFRS 9.</p>	1 January 2026
IFRS 19 - Subsidiaries without Public Accountability: Disclosures	<p>In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards.</p> <p>Early application of this standard is permitted.</p>	1 January 2027

Standard	Nature of change	Required to be implemented for periods beginning on or after
Lack of exchangeability - Amendments to IAS 21	<p>In August 2023, the IASB issued amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.</p> <p>Under the amendments, companies will need to provide new disclosures to help users assess the impact of using an estimated exchange rate on the financial statements. These disclosures might include: • the nature and financial impacts of the currency not being exchangeable; • the spot exchange rate used; • the estimation process; and • risks to the company because the currency is not exchangeable.</p> <p>An entity is not permitted to restate comparative information when applying the amendments, Early adoption is permitted but will need to be disclosed.</p>	1 January 2025
Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7	<p>In May 2024, the Board issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7), which:</p> <ul style="list-style-type: none"> • Clarifies that a financial liability is derecognised on the 'settlement date', i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. It also introduces an accounting policy option to derecognise financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met • Clarified how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features • Clarifies the treatment of non-recourse assets and contractually linked instruments • Requires additional disclosures in IFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income. <p>Earlier application of these amendments is permitted.</p>	1 January 2026

Standard	Nature of change	Required to be implemented for periods beginning on or after
Amendments to IFRS 10 and IAS 28 - Sale or contribution of assets between an investor and its associate or joint venture	<p>The IASB has made limited scope amendments to IFRS 10 Consolidated financial statements and IAS 28 Investments in Associates and Joint Ventures.</p> <p>The amendments clarify the accounting treatment for sales or contribution of assets between an investor and its associates or joint ventures. They confirm that the accounting treatment depends on whether the non-monetary assets sold or contributed to an associate or joint venture constitute a 'business' (as defined in IFRS 3 Business Combinations). Where the non-monetary assets constitute a business, the investor will recognise the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognised by the investor only to the extent of the other investor's investments in the associate or joint venture. The amendments apply prospectively.</p> <p>** In December 2015, the IASB decided to defer the application date of this amendment until such time as the IASB has finalised its research project on the equity method. The directors believe that the adoption of this amendments will not have impact on the company's financial statements.</p>	'N/A**

3. Material accounting policies

3.1 Statement of compliance

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

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

3.2 Accounting principles and policies

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

3.3 Revenue recognition

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

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

3.3.1 Sale of goods

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

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

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

3.3.2 Interest revenue

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

3.3.3 Service income

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

3.4 Foreign currency translation

The financial statements of the Company are prepared in Nigerian Naira which is its functional currency and presentation currency.

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

3.5 Pensions and other post-employment benefits

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

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

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

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

3.6.1 Current tax

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

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

3.6.2 Deferred tax

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

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

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

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

3.7 Property, plant and equipment

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

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

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

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

Freehold land and Assets under construction are not depreciated.

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

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

3.8 Intangible assets

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

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

Software	10 Years	10%
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Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

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

3.9 Investment property

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

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

Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and assets under construction) less their residual values over their useful lives, using the straight-line method.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting year, with the effect of any changes in estimate accounted for on a prospective basis. The basis for depreciation is as follows:

Leasehold land and buildings	20 Years	5%
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An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year in which the property is derecognised.

3.10 Impairment of long lived assets

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

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

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

3.11 Non-current assets held for sale

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

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

3.12 Inventories

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

3.13 Cash and cash equivalents

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

3.14 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

- i. Onerous contracts
Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.
- ii. Restructuring
A restructuring provision is recognised when the Company has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

3.15 Financial instruments

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

3.15.1 Financial assets

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

a. Amortised cost and effective interest method

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

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

b. Classification of financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

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

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

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

By default, all other financial assets are measured subsequently

Trade and other receivables

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

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

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

Cash and cash equivalents

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

c. Foreign exchange gains and losses

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

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

d. Impairment of financial assets

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

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

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

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

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

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

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

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

Measurement of ECLs

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

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

Objective evidence of impairment could include:

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

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

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

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

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

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

e. Derecognition of financial assets

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

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

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

3.15 Financial instruments

3.15.2 Financial liabilities and equity

a. Classification as debt or equity

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

b. Equity instruments

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

c. Financial liabilities

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

Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of

the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

d. Foreign exchange gains and losses

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

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

e. De-recognition of financial liabilities

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

3.16 Creditors and accruals

Creditors and accruals are the financial obligations due to third parties and are falling due within one year.

The outstanding balances are not interest bearing and are stated at their nominal value.

3.17 Asset retirement obligations

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

3.18 Related parties

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

4. Critical accounting judgements and key sources of estimation uncertainty

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

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

4.1 Critical judgments in applying the accounting policies

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

4.1.1 Revenue recognition

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

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

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

4.1.2 Contingent liabilities

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

4.2 Key sources of estimation uncertainty

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

4.2.1 Useful lives of property, plant and equipment

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

4.2.2 Decommissioning liabilities

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

4.2.3 Impairment losses on receivables

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

4.2.4 Allowance for obsolete inventory

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

4.2.5 Valuation of financial liabilities

Financial liabilities have been measured at amortised cost. The effective interest rate used in determining the amortised cost of the individual liability amounts has been estimated using the contractual cash flows on the loans. IFRS 9 requires the use of the expected cash flows but also allows for the use of contractual cash flows in instances where the expected cash flows cannot be reliably determined. However, the effective interest rate has been determined to be the rate that effectively discounts all the future contractual cash flows on the loans including processing, management fees and other fees that are incidental to the different loan transactions.

4.2.6 Impairment on non-current assets

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

5. Revenue

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

	2024 N'000	2023 N'000
Revenue from sale of petroleum products	323,127,667	201,387,053

5.1 All the sales were made within Nigeria.

6. Segment information

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

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

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

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

The segment results for the year ended 31 December 2023 are as follows:

	White Products N'000	%	Lubricants N'000	%	LPG N'000	%	Total N'000	%
Revenue	194,960,924	97	6,426,129	3	-	-	201,387,053	100
Cost of sales	(175,672,827)	97	(5,883,068)	3	-	-	(181,555,894)	100
Gross profit	19,288,097		543,061		-		19,831,158	

2024 segment cost of sales - Analysis

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

2023 segment cost of sales - Analysis

	White Products N'000	Lubricants N'000	LPG N'000	Total N'000
Inventory at 1 January	4,251,028	1,008,389	729	5,260,147
Purchases	183,767,724	9,067,787	-	192,835,511
Inventory at 31 December	(12,345,924)	(4,193,109)	(729)	(16,539,763)
	175,672,828	5,883,067	-	181,555,895

- 6.1 There is no disclosure of assets per business segment because the assets of the Company are not directly related to a particular business segment.
- 6.2 There is also no distinguishable component of the Company that is engaged in providing products or services within a particular economic environment and that is subject to risk and returns that are different from those of components operating in other economic environments.
- 6.3 The inventory value in this segment analysis does not include provision for inventory loss.

7. Other operating income

	2024 N'000	2023 N'000
Rental income:		
Rental income	11,562	5,086
Service income	14,533	83,131
Interest income:		
Interest from bank deposits	9,882	25,592
	35,977	113,810

7.1 Rental income

Rental income represents income received from letting out the Company's property.

7.2 Service income

Service income represents commissions received from dealers for the use of the Company's properties at service stations. The dealers use the properties for the sale of Conoil's products.

7.3 Interest income from bank deposits

Income from bank deposits represents interest received on deposits with banks.

8. Other gains or losses

Exchange gain	60,618	1,541,626
	60,618	1,541,626

9. Distribution expenses

Freight costs	6,801,683	2,672,941
Marketing expenses	90,775	90,085
	6,892,458	2,763,026

10. Administration expenses

	2024 N'000	2023 N'000
Staff cost	1,722,759	1,638,943
Depreciation of property, plant and equipment	743,778	582,176
Rent and rates	598,197	686,974
Provision for bad and doubtful debts	-	301,383
Repairs and maintenance	323,812	152,424
Pension fund - employer's contribution	106,863	103,118
Insurance	324,889	224,147
Security services	60,972	68,816
Throughput others	106,095	108,732
Postages, telephone and telex	16,396	55,305
Depreciation of investment property	-	49,640
Own used oil	148,694	201,966
Subscriptions	60,269	1,531
Travelling	46,353	47,275
Annual General Meeting	62,868	37,312
Staff training and welfare	39,995	50,654
Directors' remuneration	56,000	29,430
Consumables, small tools and equipment	9,336	17,877
Water and electricity	22,294	38,004
Audit fee	51,375	47,860
Health safety and environmental expenses	17,064	13,173
Printing and stationery	3,145	6,177
Bank charges	2,696	1,523
Vehicle, plant and equipment running	5,217	12,545
Legal and professional charges	16,270	3,582
Medical	2,091	116
Entertainment and hotels	43,387	2,403
Other expenses	10,000	7,882
	4,600,814	4,490,965

11. Finance cost

Interest on bank overdraft	3,945,834	1,948,619
Accretion expense (Note 28)	7,912	6,719
	3,953,746	1,955,338

Bank overdrafts are repayable on demand. The average effective interest rate on bank overdrafts approximates 32% (2023: 19%) per annum and are determined based on NIBOR plus lender's mark-up.

The overdraft was necessitated by the increase in the cost of both white products and base oils in line with the current economic realities.

12. Profit before tax

This is stated after charging/(crediting) the following:	2024 N'000	2023 N'000
Depreciation of property, plant and equipment	743,778	582,176
Depreciation of investment property	-	50,654
Director's emoluments	56,000	29,430
Auditors remuneration	51,375	47,860
Amortisation of intangible asset		12,545
Exchange gain	(60,618)	(1,541,626)

13. Taxation**13.1 Income tax recognised in profit or loss**

Current tax		
Income tax	1,551,821	1,996,692
Education tax	446,761	387,474
Police trust fund levy	548	307
Nat. Agency for Science & Engineering Infrastructure Levy	27,385	31,000
Deferred tax		
Deferred tax (credited) in the current year	203,989	(6,447)
Total income tax expense recognised in the current year	2,230,505	2,409,026
Per statement of financial position		
At 1 January	4,835,764	2,972,636
Payment during the year	(1,793,054)	(552,345)
Transfer to deferred tax (Note 13.1)	(203,989)	6,447
	5,069,226	4,835,764
Balance above is made up of :		
Company income tax	4,175,740	4,166,582
Education tax	839,184	637,902
Capital gains tax	279	279
Police trust fund levy	1,059	307
Nat. Agency for Science & Engineering Infrastructure Levy	52,963	30,693
	5,069,226	4,835,764
The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit before tax from operations	11,004,039	12,277,265

Expected income tax expense calculated at 30% (2023: 30%)	3,301,212	3,683,180
Education tax expense calculated at 3% (2023: 2.5%) of assessable profit	446,761	387,474
NASENI & Police levy	27,933	-
Effect of expenses that are not deductible in determining taxable profit	223,133	191,560
Effect of capital allowance on assessable profit	(1,972,523)	(1,846,741)
Timing difference recognised as deferred tax asset	203,989	(6,447)
Income tax expense recognised in profit or loss	2,230,505	2,409,026
Adjustments recognised in the current year in relation to the tax of prior years	-	-
	2,230,505	2,409,026

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

13.2 Deferred tax

Deferred tax assets and liabilities are attributable to the following;

	2024 N'000	2023 N'000
Deferred tax assets	2,380,282	2,213,519
Deferred tax liabilities	(533,406)	(162,655)
Deferred tax assets (net)	1,846,876	2,050,865

	Property, plant and equipment N'000	Provisions and others N'000	Total N'000
Deferred tax assets			
Balance at 1 January 2024	-	(2,213,519)	(2,213,519)
Charged to profit or loss	-	(166,763)	(166,763)
Balance at 31 December 2024	-	(2,380,282)	(2,380,282)

	Property, plant and equipment N'000	Provisions and others N'000	Total N'000
Deferred tax liabilities			
Balance at 1 January 2024	162,655	-	162,655
Charged to profit or loss	370,751	-	370,751
Balance at 31 December 2024	533,406	-	533,406

Deferred tax as at 31 December 2024 is mainly attributed to the result of differences between the rates of depreciation adopted for accounting purposes and the rates of capital allowances granted for tax purposes. Provision for bad and doubtful debt as well as provision for litigation claims also contributed to the deferred tax asset balance.

14. Basic earnings per share

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

Earnings	2024 N'000	2023 N'000
Earnings for the purposes of basic earnings per share being net profit attributable to equity holders of the Company	8,773,534	9,868,239

Number of shares	Number	Number
Weighted average number of ordinary shares for the purposes of basic earnings per share	693,952,117	693,952,117

	2024 Kobo per share	2023 Kobo per share
Basic earnings per 50k share		
From continuing operations	1,264	1,422
Diluted earnings per 50k share		
From continuing operations	1,264	1,422

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

15. Property, plant and equipment

Cost:	Freehold land N '000	Freehold buildings N '000	Plant & machinery N '000	Furniture & fittings N '000	Motor vehicles N '000	Computer equipment N '000	Work in progress N '000	Total N '000
As at 1 January 2023	147,766	6,953,739	12,117,922	4,388,254	2,209,178	1,084,261	-	26,901,120
Additions	-	33,150	549,844	7,619	142,000	2,050	-	734,663
At 31 December 2023	147,766	6,986,889	12,667,766	4,395,873	2,351,178	1,086,311	-	27,635,783
Additions	-	1,825,575	497,887	2,802	404,000	-	424,842	3,155,106
At 31 December 2024	147,766	8,812,464	13,165,653	4,398,675	2,755,178	1,086,311	424,842	30,790,889
Accumulated depreciation and impairment loss:								
As at 1 January 2023	-	5,953,394	11,952,502	4,319,669	2,209,169	1,056,801	-	25,491,534
Adjustment (Note 15.5)	-	-	-	-	-	-	-	-
Charge for the year	-	349,344	159,796	27,707	35,500	9,829	-	582,176
At 31 December 2023	-	6,302,738	12,112,298	4,347,376	2,244,669	1,066,630	-	26,073,710
Adjustment (Note 15.5)	-	-	-	-	-	-	-	-
Charge for the year	-	440,623	158,003	7,695	127,627	9,829	-	743,778
At 31 December 2024	-	6,743,362	12,270,301	4,355,071	2,372,296	1,076,458	-	26,817,488
Carrying amount								
At 31 December 2024	147,766	2,069,102	895,352	43,604	382,882	9,853	424,842	3,973,401
At 31 December 2023	147,766	684,150	555,468	48,497	106,510	19,681	-	1,562,073

15.1 Contractual commitment for capital expenditure

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

15.2 Assets pledged as security

No asset was pledged as security as at 31 December 2024 (2023: nil)

15.3 Work in progress

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

16. Intangible assets

	2024 N'000	2023 N'000
Computer software:		
Cost:		
As at 1 January	133,290	133,290
Additions during the year	-	-
At 31 December	133,290	133,290
Accumulated amortisation:		
As at 1 January	133,280	133,280
Charge for the year	-	-
At 31 December	133,280	133,280
Carrying amount		
At 31 December	10	10

17. Investment property

Building:		
Cost:		
As at 1 January	993,000	993,000
Additions during the year	-	-
At 31 December	993,000	993,000
Accumulated depreciation:		
As at 1 January	992,990	943,350
Charge for the year	-	49,640
At 31 December	992,990	992,990
Carrying amount		
At 31 December	10	10

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

18. Other financial assets

Investment in Nigerian Yeast and Alcohol Manufacturing Plc

Cost	1,846	1,846
Impairment	(1,836)	(1,836)
	10	10

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

19. Prepayments

	2024 N'000	2023 N'000
Current		
Prepaid rent and insurance	56,978	96,120
	56,978	96,120
Non-current		
Prepaid rent	123,563	94,762
	123,563	94,762

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

20. Inventories

	2024 N'000	2023 N'000
White products (Note 20.1)	23,512,911	12,345,924
Lubricants	5,741,295	4,193,109
LPG	729	729
	29,254,935	16,539,763

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

21. Trade and other receivables

	2024 N'000	2023 N'000
Trade debtors	44,104,711	34,282,459
Allowance for bad and doubtful debts	(6,215,381)	(6,215,381)
	37,889,330	28,067,078
Bridging claims receivable (Note 21.3)	4,575,356	4,575,356
Advance from related company (Note 32)	354,985	160,055
Advance for product supplies	24,511,770	28,272,675
Deposit for litigation claims (Note 35.2)	4,347,126	4,347,126
Other debtors (Note 21.1)	219,493	222,668
	71,898,060	65,644,958

21.1 Other debtors balance includes:

Advance deposits	523,044	523,519
Insurance claims receivables	29,641	29,641
Employee advances	3,753	6,452
Retail outlet statutory fees	-	-
Provision for doubtful advance deposits	(336,944)	(336,944)
	219,493	222,668

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

The Company does not hold any collateral over these balances.

	2024 N'000	2023 N'000
Ageing of trade debtors		
Current	32,574,497	24,128,476
Less than 90 days	5,214,025	3,873,899
91 - 180 days	123,559	91,801
181 - 360 days	16,919	12,571
Above 360 days	6,175,711	6,175,711
Total	44,104,711	34,282,458

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

21. Trade and other receivables (Continued)

	2024 N'000	2023 N'000
Ageing of allowance for bad and doubtful debts		
Less than 90 days	-	-
91 - 180 days	-	-
181 - 360 days	-	-
Above 360 days	6,215,381	6,215,381
Total	6,215,381	6,215,381

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

	2024 N'000	2023 N'000
Allowance for bad and doubtful debts		
As at 1 January	6,215,381	5,913,998
Provision for the year	-	301,383
As at 31 December	6,215,381	6,215,381

21.3 Bridging claims receivable

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

22. Cash and cash equivalents

	2024 N'000	2023 N'000
Cash and bank	7,264,201	11,326,753
Bank overdraft	(28,675,018)	(32,005,917)
Cash and cash equivalents	(21,410,817)	(20,679,164)

The Company did not have any restricted cash at the reporting date (2023: nil).

23. Share capital

	2024 N'000	2023 N'000
Authorised		
700,000,000 ordinary shares of 50k each	350,000	350,000
Issued and fully paid		
693,952,117 ordinary shares of 50k each	346,976	346,976
Share premium account		
At 31 December	3,824,769	3,824,769

24. Retained earnings

	2024 N'000	2023 N'000
At 1 January	28,973,828	20,840,469
Dividend declared and paid	(2,428,832)	(1,734,880)
Profit for the year	8,773,534	9,868,239
At 31 December	35,318,531	28,973,828

At the Annual General Meeting held on November 15, 2024, the shareholders approved that dividend of 350 kobo per share be paid to shareholders (total value N2,428,832,409.50) for the year ended 31 December 2023. In respect of the current year, the Directors proposed that a dividend of 350 kobo per ordinary share be paid to shareholders. The dividend is subject to approval by shareholders at the Annual General Meeting and deduction of withholding tax at the appropriate rate. Consequently, it has not been included as a liability in these financial statements.

24.1 Dividend

	2024 N'000	2023 N'000
Summary		
As at 1 January	141,429	141,429
Dividend declared	2,428,832	1,734,880
	2,570,261	1,876,309
Payments - Meristem Registrars	(2,428,832)	(1,734,880)
As at 31 December	141,429	141,429

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

	Year	No. of Shareholders	2023 N
Dividend No. 15	2005	84,678	96,704,118
Dividend No. 16	2006	92,078	129,651,096
Dividend No. 17	2007	101,602	175,789,166
Dividend No. 18	2008	98,854	155,953,368
Dividend No. 19	2009	97,128	60,051,838
Dividend No. 20	2010	105,918	117,335,900
Dividend No. 21	2011	106,339	159,632,278
Dividend No. 22	2012	107,944	186,618,512
Dividend No. 23	2013	97,516	75,999,695
Dividend No. 24	2014	97,618	265,140,714
Dividend No. 25	2015	103,594	65,389,328
Dividend No. 26	2016	107,525	213,490,548
Dividend No. 27	2017	110,679	226,378,430
Dividend No. 28	2018	115,673	162,508,651
Dividend No. 29	2019	115,919	160,194,278
Dividend No. 30	2020	110,516	141,119,053.80
Dividend No. 31	2021	110,660	106,125,981.75
Dividend No. 32	2022	110,835	176,609,293.75
Dividend No. 33	2023	110,792	178,304,817.75
Dividend No. 34	2024	111,214	246,866,860.80
			3,099,863,927.73

- 24.3 Dividend per share is based on the issued and fully paid up shares as at 31 December 2024.

25. Borrowings

	2024 N'000	2023 N'000
Unsecured borrowing at amortised cost		
Bank overdraft	28,675,018	32,005,917

Bank overdrafts are repayable on demand. The average effective interest rate on bank overdrafts approximates 32% (2023: 19%) per annum and is determined based on NIBOR plus lender's mark-up.

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

26. Trade and other payables

	2024 N'000	2023 N'000
Trade creditors - Local	13,813,565	2,591,157
Bridging contribution (Note 26.2)	5,058,625	4,047,539
Payable to related parties	32,995	-
Value added tax payable	927,803	1,732,202
Withholding tax payable	820,842	539,493
PAYE payable	475,672	397,310
Payables to PPPRA	-	44,816
Staff Pension and similar obligations (Note 26.3)	1,608	1,608
Unclaimed dividend (Note 24.1)	141,429	141,429
Other creditors and accruals (Note 26.1)	19,301,926	17,237,368
	40,574,465	26,732,921

26.1 Other creditors and accruals

Non-trade creditors (Note 26.4)	11,270,395	9,522,263
Litigation claims	4,481,773	4,481,773
Rent	2,277,358	2,133,266
Insurance premium	1,004,810	870,900
Employees payables	92,673	24,371
Lube incentives	54,505	89,301
Surcharges	69,037	70,494
Audit fees	51,375	45,000
	19,301,926	17,237,368

26.2 Bridging contributions

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

26.3 Staff pension

	2024 N'000	2023 N'000
At 1 January	1,608	18,145
Contributions during the year	193,601	103,118
Remittance in the year	(193,601)	(119,655)
At 31 December	1,608	1,608

26.4 Non-trade creditors represent sundry creditors balances for various supplies and contracts carried out but unpaid for as at 31 December 2024.

27. Distributors' deposit

	2024 N'000	2023 N'000
At 1 January	486,099	486,599
New deposits	8,000	1,000
Refunds	(2,000)	(1,500)
At 31 December	492,099	486,099

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

28. Decommissioning liability

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

	2024 N'000	2023 N'000
At 1 January	109,048	102,329
Addition		
Asset decommissioned	-	-
Accretion	7,912	6,719
Balance at 31 December	116,960	109,048

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

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

29. Financial instrument

29.1 Significant accounting policies

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

29.2 Significant accounting policies

Financial asset	2024 N'000	2023 N'000
Cash and bank balance	7,264,201	11,326,753
Loans and receivables	71,678,567	65,422,290
	78,942,768	76,749,042
Financial liabilities		
Financial liabilities at amortized cost:		
Trade and other payables	38,350,148	24,063,917
Borrowings	28,675,018	32,005,917
	67,025,166	56,069,834

29.3 Fair value of financial instruments

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

30. Financial risk management

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

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

The second level is performed by the Executive Management Committee (EXCOM).

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

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

30.1 Financial risk management objectives

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

30.2 Interest rate risk management

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

Interest rate risk

Sensitivity Analysis

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

Variable rate instruments:	Average rate	2024 N'000	2023 N'000
Financial assets	-	-	-
Bank overdrafts	32% (2023: 19%)	28,675,018	32,005,917
		28,675,018	32,005,917

Sensitivity Analysis of variable rate instruments

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

	Interest charged		Effect of Increase/ Decrease in Exchange Rate
31 December 2024	3,945,834	+/-2	386,528
31 December 2023	1,948,619	+/-2	190,884

30.3 Foreign currency risk

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

The carrying amounts of the Company's foreign denominated monetary assets and monetary liabilities as at 31 December 2024 are as follows:

	2024 N'000	2023 N'000
Assets		
Cash and bank balance	371,072	3,321,741
	371,072	3,321,741
Liabilities		
Financial liabilities at amortized cost:		
Trade and other payables	32,995	-
	32,995	-

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

Effect in thousands of Naira 31 December 2024	Foreign Currency US\$'000	Naira Balance N'000	Exchange Rate	Effect of Increase/ Decrease in Exchange Rate N'000
USD	242	371,072	1,535.82	7,421.44

Effect in thousands of Naira 31 December 2023	Foreign Currency US\$'000	Naira Balance N'000	Exchange Rate	Effect of Increase/ Decrease in Exchange Rate N'000
USD	3,210	3,321,741	1,034.78	66,434.82

The weakening of the naira against the above currencies at 31 December would have had an equal but opposite effect on the above currencies to the amount shown above where other variables remain constant.

30.4 Credit risk management

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

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

30.5 Liquidity risk management

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

Financing facilities

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

	2024 N'000	2023 N'000
Amount used	28,675,018	32,005,917
Amount unused	16,324,982	12,994,083
	45,000,000	45,000,000

Liquidity and interest risk tables

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

31 December 2024	Weighted Average Effective Interest rate %	0 - 3 Months N'000	3 month -1 year N'000	Total N'000
Trade and other payables	-	40,574,465	-	40,574,465
Borrowings	19.00	28,675,018	-	28,675,018
		69,249,483	-	69,249,483

31 December 2023	Weighted Average Effective Interest rate %	0 - 3 Months N'000	3 month -1 year N'000	Total N'000
Trade and other payables	-	26,732,921	-	26,732,921
Borrowings	19.00	32,005,917	-	32,005,917
		58,738,838	-	58,738,838

31. Gearing ratio and capital risk management

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

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

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

	2024 N'000	2023 N'000
Debt	28,675,018	32,005,917
Equity	39,490,276	33,145,573
Net debt to equity ratio	0.73	0.97

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

32. Related party transactions

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

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

31 December 2023	Sales of Goods N'000	Purchase of Goods N'000	Balance due from N'000	Deposits N'000	Overdraft and Term loan N'000
Sterling Bank Plc	-	-	2,994,793	-	-
Glo Mobile Limited	563	-	-	-	-
Conoil Producing Limited	35,628	-	15,579	-	-
Southern Air Limited	201,352	-	76,402	-	-
Proline (WA) Limited	-	-	-	-	-
Synopsis Enterprises Limited	-	-	-	-	-
SETA Investment Limited	-	-	68,074	-	-
	237,543	-	160,055	-	-

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

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

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

As at 31 December 2024, N15.6 million was due from Conoil Producing Limited (2023: N44.9 million), N36.1 million (2023: N166.5 million) was due from Southern Air Limited, N303.273 million (2023: N0.47 million) was due from Seta Investment Limited and N33 million (2023: N28.2 million) was due to Proline (WA) Limited.

The Company also carried out banking transactions with Sterlings Bank Plc during the period. As at 31 December 2024, the Company had deposits totalled N3 billion (2023: N3.0 billion) with the Bank.

33. Capital commitment

There were no capital commitments as at 31 December 2024 (2023: Nil).

34. Financial commitment

As at 31 December 2024, the Company had outstanding letters of credit to the tune of N5.8 billion with First Bank of Nigeria Limited (2023: N5.8 billion).

35. Contingent liabilities

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

36. Post balance sheet events

There were no material events after the reporting period which could have had material effect on the state of affairs of the Company as at 31 December 2024 and the profit for the year then ended date that have not been adequately provided for or recognised in the financial statements.

37. Securities Trading Policy

In compliance with Rule 17.15 Disclosure of Dealings in Issuers' Shares, Rulebook of The Exchange 2015 (Issuers' Rule), Conoil Plc maintains a Security Trading Policy (Policy) which guides Directors, Audit Committee members, employees and all individuals categorized as insiders in relation to their dealings in the Company's securities. The Policy undergoes periodic review by the Board and is updated accordingly. The Company has made specific inquiries of all its Directors and other insiders and is not aware of any infringement of the Policy during the period which may impact on its financial position for the year ended 31 December 2024.

38. Information on Directors and employees

38.1 Employment costs:

	2024 N'000	2023 N'000
Employment cost including Directors' salaries and wages, staff training and benefit scheme	1,904,778	1,784,780

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

	2024 Number	2023 Number
Up to 1,000,000	9	9
N1,000,001 - N2,000,000	34	36
N2,000,001 - N3,000,000	16	18
N3,000,001 - N4,000,000	20	20
N4,000,001 - N5,000,000	10	12
N5,000,001 - Above	59	54
	148	149

38.3 Average number of employees during the year:

Managerial staff	12	14
Senior staff	121	120
Junior staff	15	15
	148	149

38.4 Directors' emoluments:

	2024 N'000	2023 N'000
Emoluments of the chairman	-	-
Directors' fees	1,000	1,500
Emoluments of executives	55,000	35,962
	56,000	37,462

38.5 The emoluments of the highest paid Director were N40 million (2023: N29.9 million)

	2024 Number	2023 Number
Directors receiving no emolument	5	7

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

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

STATEMENT OF VALUE ADDED

FOR THE YEAR ENDED 31 DECEMBER 2024

	2024 N'000	%	2023 N'000	%
Revenue	323,127,667		201,387,053	
Other operating income	35,977		113,810	
Other gains and losses	60,618		1,541,626	
	323,224,263		203,042,489	
Bought in materials and services:				
Imported	-		-	
Local	(305,413,934)		(186,386,178)	
Value added	17,810,329	100	16,656,311	100
Applied as follows:				
To pay employees' salaries, wages, and social benefits:				
Employment cost including Directors salaries and wages, staff training and benefit scheme	1,904,778	11	1,784,780	11
To pay providers of capital:				
Interest payable and similar charges	3,953,746	22	1,955,338	12
To pay government:				
Taxation	2,230,505	13	2,409,026	14
To provide for maintenance and development				
Depreciation	743,778	4	645,375	4
Deferred tax	203,989	1	(6,447)	(0)
Retained earnings	8,773,534	49	9,869,239	58
Value added	17,810,329	100	16,657,311	100

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

FIVE YEAR FINANCIAL SUMMARY

Statement of financial position

	2024 N'000	2023 N'000	2022 N'000	2021 N'000	2020 N'000
Assets					
Property, plant and equipment	3,973,401	1,562,072	1,409,586	1,870,222	2,299,567
Other non-current assets	123,583	94,782	74,878	248,633	261,563
Other financial assets	10	10	10	10	10
Total current assets	108,474,174	93,607,594	62,217,402	49,676,595	43,928,844
Deferred tax assets	2,380,282	2,213,519	2,207,361	2,185,886	2,374,681
Total assets	114,951,450	97,477,977	65,909,238	53,981,346	48,864,665
Liabilities					
Total current liabilities	74,318,709	63,574,603	40,145,152	31,400,602	28,379,854
Non-current liabilities	609,059	757,802	751,872	584,793	563,407
Deferred tax liabilities	533,406	-	-	206,584	401,385
Total liabilities	75,461,174	64,332,405	40,897,024	32,191,978	29,344,646
Equity					
Share capital	346,976	346,976	346,976	346,976	346,976
Share premium	3,824,769	3,824,769	3,824,769	3,824,769	3,824,770
Retained earnings	35,318,531	28,973,828	20,840,469	17,617,623	15,348,274
Total equity	39,490,276	33,145,573	25,012,214	21,789,368	19,520,019
Equity and liabilities	114,951,450	97,477,978	65,909,238	53,981,346	48,864,665
Revenue and profit					
Revenue	323,127,667	201,387,053	131,422,272	117,470,576	139,758,285
Profit before taxation	11,004,039	12,277,265	6,134,762	2,145,493	2,832,469
Taxation	(2,230,505)	(2,409,026)	(1,177,036)	(705,308)	(860,147)
Profit after taxation	8,773,535	9,868,239	4,957,726	1,440,185	1,972,322
Profit for the year retained	8,773,534	9,868,239	4,957,726	4,957,726	1,796,042
Earnings per share (Kobo)	1,264	1,422	1,422	714	284
Dividend per share (Kobo)	350	250	250	150	200
Net Asset per share (Kobo)	5,691	4,776	4,776	3,604	2,805

Note:

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

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

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

CORPORATE DIRECTORY

Registered Office

Bull Plaza, 38/39, Marina,
PMB 12915, Lagos
Tel: 08113684003

Operations Office

Conoil/Ap Road, near Naval Base,
P.O. Box 45, Apapa, Lagos
Tel: 07050205753

Regional Offices

Aviation Services

General Aviation Terminal
Opposite Aero Contractor Terminal,
Local Airport, Ikeja.
Tel: 08055446741

Congas

37, Mobolaji Johnson Way,
Oregun Industrial Estate
Ikeja, Lagos
Tel: 08112657860
Abuja

Conoil Service Station,

Herbert Macaulay Way, opp. NNPC,
Central Business District, Abuja.
Tel: 07050205746

Kano

H.W. Romain Road, Kano.
Tel: 07052181643

Ibadan

Along Magazine Road,
Jericho, Ibadan.
Tel: 08050444333

Port Harcourt

1, Reclamation Road, Port Harcourt.
Tel: 07052181643

Warri

Edewor Shopping Complex,
50, Effurun/Warri Road, Warri
Tel: 08053638802

Enugu

1, Upper Ogui Road, Enugu
Tel: 08057216431

Jos

13, Jengere Road, Oppo. Leventis Motors, Jos.
Tel: 08056670012

Maiduguri

Opposite Flour Mills, Off Baga Road, Maiduguri.
Tel: 07052181643

Ilorin

Olorunsogo Road, Adewole, Ilorin
Tel: 08051192928

Business Information Enquiries

Retail

Tel: 08054663301
E-mail: retail@Conoilplc.com

Aviation

Tel: 08111499497
E-mail: aviation@Conoilplc.com

Lubricants

Tel: 08113611222
E-mail: lubricants@Conoilplc.com

Commercial and Industrial Sales

Tel: 08059544214
E-mail: commercialsales@Conoilplc.com

Congas

Tel: 08112657860
E-mail: congas@Conoilplc.com

Supply and Distribution (Transport)

Tel: 08070680940
E-mail: supply@Conoilplc.com

Investor Relations

Tel: 07053763632
E-mail: investors@Conoilplc.com

Corporate Communications

Tel: 07053763632
E-mail: communications@Conoilplc.com

Legal Services

Tel: 08113684003
E-mail: legal@Conoilplc.com
100

PROXY FORM



The 55th Annual General Meeting of Conoil Plc will be held at the Ibom Resort & Hotels Limited, Uyo, Akwa Ibom State on **Friday, December 19, 2025** at 11am.

I / We _____

of _____

Being a shareholder / shareholders of Conoil Plc, I hereby appoint _____

_____ or failing him/her,

_____ as my/our Proxy to act and vote for me/us on my/our behalf at the 55th Annual General Meeting of the Company to be held on Friday, December 19th 2025 and any adjournment thereof.

Dated this _____ day of _____ 2025.

Shareholder's Signature _____

NOTE

- (i). A Member (shareholder) entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his stead. All proxy forms, together with the power of attorney of other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited at the office of the Registrars, Meristem Registrars Limited, 213 Herbert Macaulay way, Yaba, Lagos not later than 48 hours before the time of holding the meeting;
- (ii). In the case of joint Shareholders, any of such may complete the form, but the names of all joint Shareholders must be stated;
- (iii). If the Shareholder is a corporation, this form must be under its common seal or the hand of an officer or attorney duly authorized;
- (iv). The proxy must produce the Admission slip (below) with the Notice of Meeting to obtain entrance to the meeting.
- (v). It is the requirement of the law under the Stamp Duties Act, CAP 58, Laws of the Federation of Nigeria 2004 that all instruments of Proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear the appropriate stamp duty from the Stamp Duties Office (not adhesive postage stamps).

ORDINARY BUSINESS		FOR	AGAINST
1.	To lay before the members, the Report of the Directors and the Statement of Financial position as at 31 December, 2024 together with the Statement of Profit or Loss and Other Comprehensive Income for the year ended on that day and the Reports of the Auditors and the Statutory Audit Committee thereon.		
2.	To declare a dividend.		
3.	To elect and re-elect Directors.		
4.	To disclose the remuneration of Managers of the company in compliance with Section 257 of CAMA 2020		
5.	To ratify the appointment of the new Auditors and to authorize the Directors to fix the remuneration of the Auditors for the ensuing year.		
6.	To elect/re-elect the members of the Statutory Audit Committee.		
SPECIAL BUSINESS / ORDINARY RESOLUTION			
7.	To fix the remuneration of the Non-Executive Directors		

Please indicate with an 'X' in the appropriate box how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.

This Proxy form shall be void if I / We physically attend the Annual General Meeting.



ADMISSION SLIP

Please admit _____ to the 55th Annual General Meeting of Conoil Plc to be held at Ibom Resort & Hotels Limited, Uyo, Akwa Ibom State on Friday, 19th December 2025 at 11:00am.

This Admission Slip must be produced by the proxy in order to obtain entrance to the Annual General Meeting.

Name & Address of Shareholder(s): _____

Number of Shares held: _____

Signature: _____

To:

The Registrar/CEO

Meristem Registrars Limited
213, Herbert Macaulay Way,
Adekunle, Yaba,
Lagos.

Affix Current Passport

(To be stamped by Bankers)

Write your name at the back of
your passport photograph

**This service costs ₦150.00 per
approved Mandate per Company.**



E-DIVIDEND MANDATE ACTIVATION FORM

Instruction

Please complete all sections of this form to make it eligible for processing and return to the address below

The Registrar

Meristem Registrars And Probate Services Limited
213, Herbert Macaulay Way
Adekunle-Yaba
Lagos State

I/We hereby request that henceforth, all my/our Dividend Payment(s) due to me/us from my/our holdings in all the companies ticked at the right hand column be credited directly to my \ our bank account detailed below:

Bank Verification Number

Bank Name

Bank Account Number

Account Opening Date

Shareholder Account Information

Surname/Company's Name First Name Other Names

Address:

City State Country

Previous Address (If address has changed)

CHN CSCS A/c No

Name of Stockbroker

Mobile Telephone 1 Mobile Telephone 2

Email Address

Signature(s) Company Seal (If applicable)

Joint/Company's Signatories

TICK	NAME OF COMPANY	SHARE A/C NO
	AELLA FINANCIAL SOLUTIONS BOND	
	AFRINVEST EQUITY FUND	
	BERGER PAINTS NIG PLC	
	CASAFINA CAPITAL LIMITED BOND	
	CEAT FIXED INCOME FUND	
	CITITRUST HOLDINGS PLC	
	CONOIL PLC	
	CONSOLIDATED HALLMARK INS. PLC	
	CUSTODIAN INVESTMENT PLC	
	COVENANT SALT NIGERIA LIMITED	
	DEVELOPMENT BANK OF NIGERIA PLC	
	EMPLOYEE ENERGY LIMITED	
	ENERGY COMPANY OF NIGERIA PLC [ENCON]	
	eTRANZACT INTERNATIONAL PLC	
	FBN HOLDINGS PLC	
	FIDSON HEALTHCARE PLC	
	FOOD CONCEPTS PLC	
	FTN COCOA PROCESSORS PLC	
	GDL INCOME FUND	
	GEO-FLUIDS PLC	
	GEREGU POWER PLC	
	IMPERIAL AFRICA PLC	
	INTERNATIONAL ENERGY INSURANCE PLC	
	INTERNATIONAL TOBACCO COMPANY LIMITED	
	JUBILEE LIFE MORTGAGE BANK LTD	
	MAMA CASS RESTAURANTS LIMITED	
	MCN DIOCESE OF REMO	
	MCN LAGOS CENTRAL	
	MCN TAILORING FACTORY [NIGERIA] LIMITED	
	MULTI-TREX INTEGRATED FOODS PLC	
	NASCON ALLIED INDUSTRIES PLC	
	NEIMETH INT'L PHARMS PLC	
	NEWRESTASL NIGERIA PLC	
	NIGER INSURANCE PLC	
	NIGERIA MORTGAGE REFINANCE COMPANY [NMRC] PLC	
	NIGERIA MORTGAGE REFINANCE COMPANY PLC [NMRC] BOND	
	ONWARD PAPER MILLS PLC	
	PACAM BALANCED FUND	
	PAINTCOM INVESTMENT PLC	
	PROPERTYGATE DEVT. & INVEST. PLC	
	R.T. BRISCOE NIGERIA PLC	
	RADIX HORIZON FUND	
	RAEDIAL FARMS LIMITED BOND	
	REGENCY ALLIANCE INSURANCE PLC	
	SMART PRODUCTS NIGERIA PLC	
	SOVEREIGN TRUST INSURANCE PLC	
	TANTALIZERS PLC	
	THOMAS WYATT PLC	
	TRANSPORT SERVICES LIMITED BOND	
	VITAFOAM NIGERIA PLC	
	ZENITH EQUITY FUND	
	ZENITH ETHICAL FUND	
	ZENITH INCOME FUND	

Help Desk Telephone No/Contact Centre Information for Issue resolution or
clarification: 01-2809250-4



Meristem Registrars And Probate Services Limited

Web: www.meristemregistrars.com; email: info@meristemregistrars.com

To:

The Registrar/CEO

Meristem Registrars Limited
213, Herbert Macaulay Way,
Adekunle, Yaba,
Lagos.

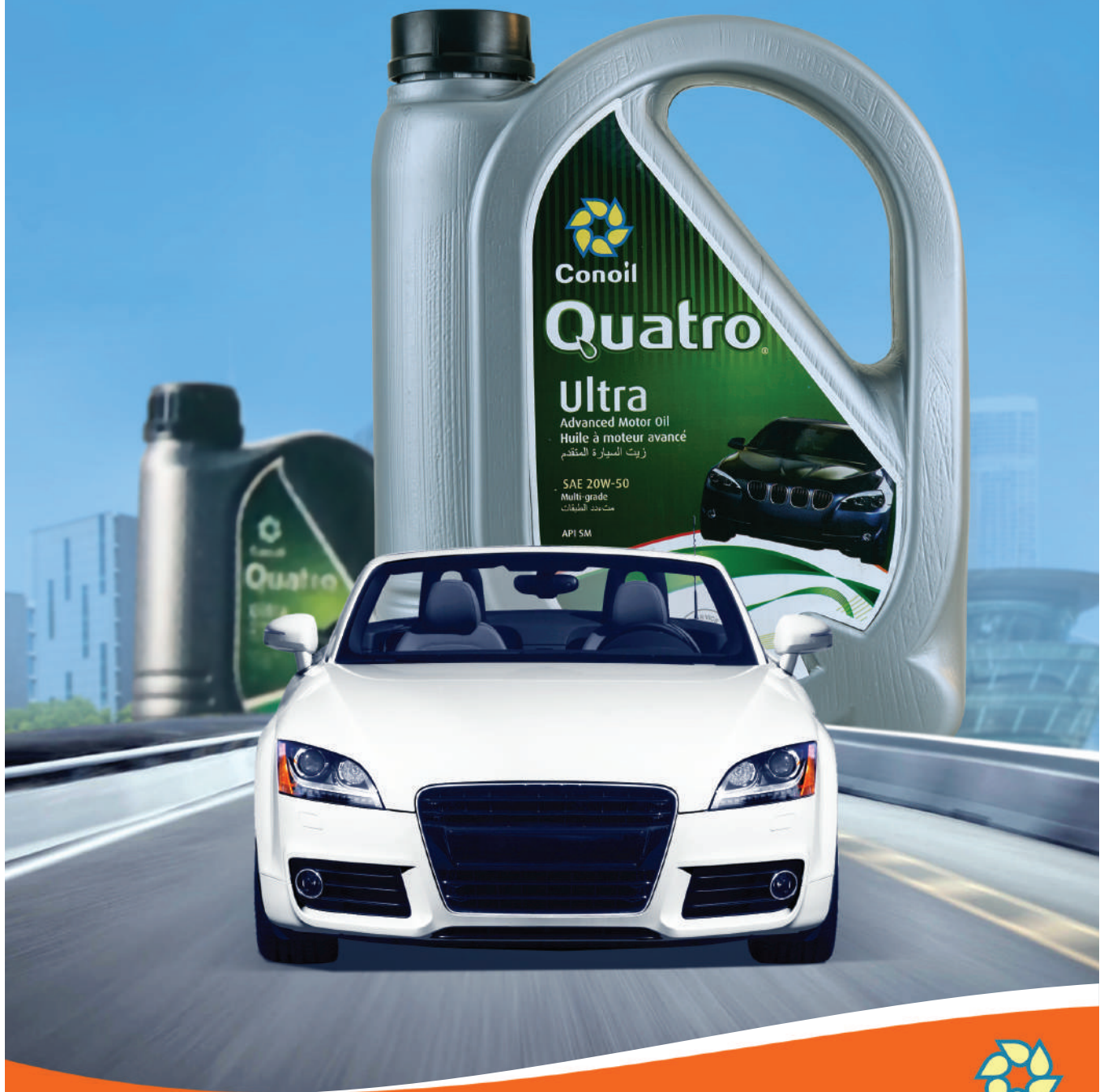
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NOTE

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Quatro Ultra Oil BEHIND EVERY SMOOTH RIDE



Conoil

...we go the extra mile.



Conoil

We go the extra mile

Motor Oil
Huile à moteur

زيت المحرك

SAE 40

AS 1500

Motor Oil

Huile à moteur

زيت المحرك

SAE 20W-50

Hybrid grade

مختلطة

SAE 40

AS 1500