

2025

ANNUAL REPORT & ACCOUNTS

www.mrsoilnigplc.net

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OUR VISION

To be the leading integrated African Energy Company recognized for its people, excellence and values.



OUR MISSION

To be the preferred fuel marketer in the hearts and minds of the customers, mostly recognized because of the reliability, quality, cleanliness, and safety of the product and services offered.



OUR VALUES

- Performing our job with the highest integrity and ethics.
- Respect the laws of the countries we operate in.
- Training our people to become the best professionals.
- Being fair and honest towards the stakeholders we deal with.
- Applying our standards and procedures consistently across the corporation.
- Creating an attractive and competitive total Shareholders' return for our stakeholders.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty–Seventh Annual General Meeting of MRS Oil Nigeria Plc will hold at the, Polo House, 2, Tincan Island Port Road, Apapa, Nigeria, on September 22, 2026 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To lay the Audited Financial Statements for the year ended 31 December 2025 and the Report of the Directors together with the Audit Committee and Auditors Report thereon.
2. To re-elect Directors under Articles 90/91 of the Company's Articles of Association.
3. To authorize the Directors to fix the remuneration of the Auditors.
4. To elect the Members of the Audit Committee.
5. To disclose the remuneration of the Managers of the Company.

SPECIAL BUSINESS:
To consider and if thought fit, pass the following resolutions as Ordinary Resolutions:

6. To fix the remuneration of the Non-Executive Directors.
7. To renew the general mandate for "Related Party Transactions".

VOTING BY INTERESTED PERSONS:
In line with the provisions of Rules Governing Related Party Transactions of the National Association of Securities Dealers (NASD) OTC Securities Exchange, interested persons have undertaken to ensure that their proxies, representatives, or associates shall abstain from voting on the Special Business in item 7 above.

NOTES:

i. Proxy:
A Member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his/her stead. A proxy need not be a member of the Company. All instruments of proxy should be duly stamped by the Commissioner of Stamp Duties and deposited at the Registrar's Office, First Registrars and Investor Services, Plot 2, Abebe Village Road, Iganmu, Lagos, not later than 48 hours before the time for holding the Meeting. A corporate body being a member of the Company is required to execute a proxy under seal. A blank proxy form is attached to the Annual Report and Accounts and may also be downloaded from the Company's website at (http://mrsoilnigplc.net/investor/index.html).

ii. Shareholders Right to Ask Questions:
Prior to the Meeting, Members have a right to ask questions regarding concerns or observations that may arise from the 2025 Annual Report and Accounts, in writing and during the Annual General Meeting. Provided, that the questions in writing shall be submitted to the Company, not later than August 31, 2026. The 2025 Annual Report and Accounts of the Company is available on the Company's website at www.mrsoilnigplc.net.

iii. Register of Members and Transfer Books:
The Register of Members and Transfer Books of the Company will be closed from August 24, 2026 through August 28, 2026 (both dates inclusive) to enable the preparation of an up to date Register.

iv. Nomination for the Audit Committee:
In accordance with Section 404 (6) of the Companies and Allied Matters Act, 2020, any member may nominate a Shareholder as a member of the Audit Committee, by notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

v. Unclaimed Dividends:
We urge all Shareholders who are yet to update their contact details to kindly contact the Company's Registrar or the Company Secretary.

vi. E-Dividend/Bonus Mandate:
Notice is hereby given to all Shareholders to open a bank account, stockbroking account and CSCS account for the purpose of dividend payment. A detachable e-dividend form can be found in the Annual Report. The aforementioned form can also be downloaded from the Company's website at www.mrsoilnigplc.net or www.firstregistrarsnigeria.com/download-forms. Kindly fill out the form and submit to the Company's Registrar.

Duly completed forms should be returned to First Registrars and Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos or via email at info@firstregistrarsnigeria.com.

vii. E-Report:
The electronic version of the 2025 Annual Report and Accounts is available online for viewing and downloading via the Company's website www.mrsoilnigplc.net.

viii. The Securities and Exchange Commission (SEC) Rule on Complaints Management Framework:

Please note that SEC Rule No. 10(a) enjoins Shareholders who have complaints to register same on the website of the Company at www.mrsoilnigplc.net. This will ensure complaints from Shareholders are handled in a timely, effective, fair and consistent manner.

ix. Biographical Details of Directors for Re-election/Election:

The biographical details of Directors standing for re-election/election are provided in the 2025 Annual Report and Accounts of the Company on page 11 to 14.

x. Website:

A copy of this Notice, a list of unclaimed dividends for the year ended 31 December 2025 and other information relating to the AGM can be found on the Company's website – www.mrsoilnigplc.net

(BY ORDER OF THE BOARD)



O.M. Jafojo (Mrs.)
Company Secretary
FRC NO: 2013/NBA/00000002311

Registered Office
2, Tincan Island Port Road,
Apapa, Lagos,
Nigeria.

Dated: March 26, 2026

RESULT AT A GLANCE

YEAR ENDED 31 DECEMBER

	2025 NGN'000	2024 NGN'000
Revenue	694,269,102	312,229,522
Cost of Sales	(663,010,059)	(288,331,759)
Tax Charge	(4,692,624)	(3,350,106)
Profit for the Year	5,870,396	6,496,917
Proposed Dividend Per 50k Share(Naira)	1.49	-
Earnings Per 50k Share (Naira)	17.12	18.95
Net Assets Per 50k Share	85.48	82.56

CORPORATE INFORMATION

RC 6442, TIN: 01061308-0001

Board Of Directors	
Mr. Patrice Alberti	Chairman
Mr. Marco Storari	Managing Director
Mr. Charles E. Onum	Deputy Managing Director
Mr. Matthew Akinlade	Independent Director
HRM Sir Sunday N. Nwosu	Non-Executive Director
Dr. Amobi D. Nwokafor	Non-Executive Director
Mrs. Priscilla Ogwemoh	Non-Executive Director
Mr. Aliyu K. Abubakar	Non-Executive Director
Company Secretary	Mrs. O. M. Jafojo
Heaquarters Office	2, Tin Can Island, Port Road, Apapa P. O. Box 166, LAGOS Tel: +234(809)030-0000 Fax: +234 (1) 621-2145 E-mail: inquiries@mrsholdings.com
Registrar	First Registrars and Investor Services Limited, Plot 2, Abebe Village Road, Iganmu Lagos, PMB 12692 Marina, Lagos.
Auditors	SIAO 18b, Olu Holloway Road Ikoyi, Lagos.
Principal Bankers	Access Bank Plc First Bank of Nigeria Limited Stanbic IBTC Bank Plc Sterling Bank Limited Union Bank of Nigeria Plc Wema Bank Plc Zenith Bank Plc

LEADERSHIP TEAM

Marco Storari	Managing Director
Charles Onum	Deputy Managing Director
Oluwakemi M. Jafojo	Company Secretary
Muideen Salami	Chief Finance Officer
Sunday Oyekale	Chief Internal Auditor
Olawale Badru	Chief Legal Counsel
Abraham Unubi	Quality Assurance Quality Control Manager
Col. Adebisi Adesanya	*Chief Security Officer
Dhikrullah Ameen-Ikoyi	**Treasury Manager
Joshua Oyeleke	***Treasury Manager
Oluwatoyin Olufunsho-Godson	Sales and Marketing Manager
Farouk Magaji	Operations Manager
Rita Agbasi	Human Resources Manager
Abdulrazaq Suleiman	Project Engineer Manager
Mathias Ameh	Customer Care Retail Manager
Mr. Chinedu Emeshili	Logistics Manager

Effective Date:
*Resigned on September 16th, 2025
**Resigned on March 4th, 2025
***Appointed on March 4th, 2025

BOARD OF DIRECTORS



MR. PATRICE ALBERTI
Chairman



MR. MARCO STORARI
Managing Director



MR. CHARLES ELLA ONUM
Deputy Managing Director



MR. MATTHEW AKINLADE
Independent Director



HRM SIR. SUNDAY NNAMDI NWOSU (KSS)
Director



DR. AMOBI DANIEL NWOKAFOR
Director



MRS. PRISCILLA OGWEMOH
Director



MR. ALIYU KALGO ABUBAKAR
Director

BOARD OF DIRECTORS

The profile of all the Directors appear under this section for your information.

MR. PATRICE ALBERTI, Chairman



Mr. Alberti holds a Bachelor's Degree in Economics from the Paris Academy and has been with the MRS Group since 2004. He is currently the Vice Chairman of MRS Group of Companies and a Director on the Board of Corlay Global S.A.

Prior to joining MRS Group, he held a number of positions over a period of 20 years in various banks in Europe namely: BNP Paribas, Paribas, Banque Arabe Internationale D'Investitsment, Banco Central SA, to mention a few.

Mr. Alberti was appointed as the Chairman of MRS Oil Nigeria Plc on July 12, 2017.

MR. MARCO STORARI, Managing Director



Mr. Storari is a seasoned leader with over three (3) decades of experience in shipping, trading and the management of terminal operations in the industry. He has held various high level positions where he recorded business successes from Companies in Italy, Monaco and Nigeria.

Until his appointment as Director and Managing Director, he was the Group Executive Director (Storage and Terminal) of MRS Holdings Limited. He has been a driving force in the transformation of the MRS Group over the last fifteen years.

On the 3rd of August 2021, the Shareholders ratified the appointment of Mr. Marco Storari as Director and Managing Director of the Company.

MR. CHARLES ELLA ONUM, Deputy Managing Director



Mr. Onum has over 20 years of diverse work experience in Marketing, with strong work ethics driven by deep commitment to excellence, integrity, consistency and hard work. He obtained a first Degree in Marketing from Benue Polytechnic and a Masters in Business Administration from the University of Jos, Plateau. He is a Member of the Nigerian Institute of Management (NIM) and the Nigerian National Institute of Marketing (NNIM).

Mr. Onum has held many high level positons in the course of his career in reputable organizations namely, GM. – Operations Department (MRS CORLAY CAMEROUN), GM. – Terminal Operation, MRS Oil and Gas Limited, GM – Lube Operations, MRS Oil and Gas Limited, GM. – Commercial and Industrial Sales –(C&I), MRS Oil Nigeria Plc, Executive Head, Fuels Supply and Distribution, Dangote Industries Limited, amongst others.

Prior to his appointment as Deputy Managing Director, (DMD), he held the position, Managing Director of MRS Corlay Cameroun. He was appointed on the Board of the Company on July 2, 2025.

MR. MATTHEW AKINLADE, Independent Director



Mr. Akinlade (FCA) started his accounting career about 54 years ago. He is an experienced and seasoned professional of the accounting profession and has experience spanning the manufacturing and engineering industries.

He has served on the Board of a number of listed companies such as Nampak Nigeria Plc, NCR Nigeria Plc, amongst others. He is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN), a Member of the Chartered Institute of Taxation of Nigeria (CITN) and a Fellow of the Chartered Institute of Management Accountants (FCMA), U.K. He is also a member of the Institute of Directors.

Mr. Akinlade (FCA) was appointed on April 27, 2017 and was re-designated to the Board as Independent Director on October 26, 2017.

HRM SIR SUNDAY NNAMDI NWOSU (KSS), Director



HRM Sir Nwosu, KSS, GCOA, F.IOD, is the founder and former National Coordinator of the Independent Shareholders Association of Nigeria (ISAN). He is a Fellow of the Institute of Directors, Member of the Security and Exchange Commission, Rule/Legislation Committee and the current President of the Boys Brigade of Nigeria.

He has several years of private work experience and he is a major player in the Nigerian Capital Market. HRM Sir Nwosu (KSS) is the Chairman of R. T Briscoe Plc and currently serves on the Board of Kajola Integrated Investments Plc, Obuchi Limited and Sunnaco Nigeria Limited. He is also on the Committee of several listed companies in Nigeria.

HRM Sir Nwosu (KSS) was appointed to the Board on April 27, 2017.

DR. AMOBI DANIEL NWOKAFOR, Director



Dr. Nwokafor (FCA) is a seasoned professional accountant with over 41 years of work experience in the accounting profession. Dr. Nwokafor (FCA) holds a B.Sc. from the University of Nigeria, Enugu Campus and a Masters Degree in Banking and Finance from the Delta State University, Abraka.

He is the managing partner of Amobi Nwokafor & Co and he is a member of the Institute of Directors, a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN), a Fellow of the Chartered Institute of Taxation of Nigeria (CITN) and a Member of the Chartered Institute of Arbitrators (ACIArb), to mention a few.

He has several years of work experience in private practice and has worked in a number of insurance firms. He rose to the position of Assistant General Manager and Head of Finance and Accounts, in International Standard Insurers Limited, before he resigned to manage his auditing firm in 1998.

Dr. Nwokafor (FCA) was appointed to the Board on April 27, 2017.

MRS. PRISCILLA OGWEMOH, Director



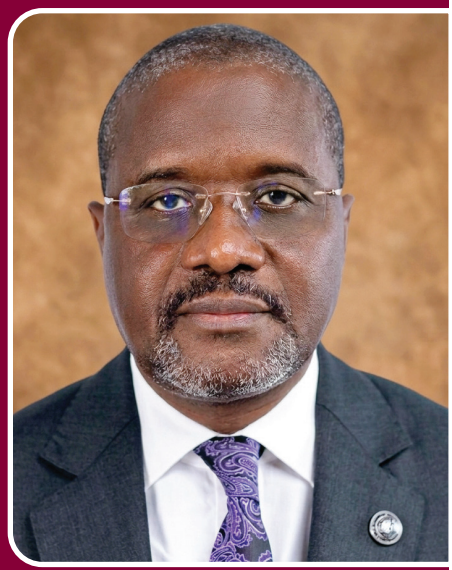
Mrs. Ogwemoh is currently the Managing Partner of the law firm of Kevin Martin Ogwemoh Legal. A graduate of Law from Ahmadu Bello University with a Masters Degree in Law.

Mrs. Ogwemoh is a Fellow of the Nigeria Institute of Chartered Arbitrators of Nigeria, a CEDR-UK Accredited Mediator, a Member of the Panel of Neutrals, Lagos Multi Door Court House (LMDC), a Member of the Panel of Neutral Lagos Court of Arbitration (LCA), a Council Member, Nigerian Bar Association-Section on Business Law (NBA-SBL), the Chairperson of the Chartered Institute of Arbitrators (Nigeria) Maritime Committee.

With over 35 years' experience in Legal Practice, Mrs. Ogwemoh serves on the Board of a few companies and she carries out multilevel tasks in branding, marketing, management and professional services.

Mrs. Ogwemoh was appointed to the Board on February 28, 2019.

MR. ALIYU KALGO ABUBAKAR, Director



Mr. Abubakar holds a B.Sc in Economics from the Ahmadu Bello University, Zaria and a Masters in Business Administration from Enugu State University of Science and Technology.

With a successful career spanning over three decades in the financial service industry, he has worked primarily in the business development of financial services and operations management. He has held several Executive Management positions with the most recent being Group Head (Office of the Managing Director) Asset Management Corporation of Nigeria (AMCON). He attended executive leadership trainings in the following prestigious institutions: Harvard, Wharton and Columbia Business Schools in the US, IMD Business School in Lausanne, Switzerland and the London Business School, UK.

Until his appointment as Director on the Board of the Company, he was the Group Executive Director-Finance of MRS Holdings Limited.

Mr. Abubakar was appointed on the Board of the Company on July 2, 2025.

CORPORATE PROFILE

The Company was incorporated as a privately owned Company in 1969 and was converted to a Public Limited Liability Company quoted on the Nigerian Exchange Limited (formerly known as the Nigerian Stock Exchange) in 1978, as a result of the 1977 Nigerian Enterprises Promotions Decree. The Company is domiciled in Nigeria and its shares are now listed on the National Association of Securities Dealers (NASD) OTC Securities Exchange.

The marketing of products in Nigeria commenced in 1913 under the Texaco brand, when products were distributed exclusively by CFAO, a French Multinational Retail Company. In 1964, Texaco Africa Limited started the direct marketing of Texaco products; selling through service stations and kiosks acquired from the said multinational retail Company, on lease terms. It also entered into the aviation business.

On August 12, 1969, Texaco Nigeria Limited was incorporated as a wholly owned subsidiary of Texaco Africa Limited, thus inheriting the business formerly carried out in Nigeria by Texaco Africa Limited. With the promulgation of the Nigeria Indigenization Decree in 1978, 40% of Texaco Nigeria Limited shares was sold to Nigerian individuals and organizations by Texas Petroleum Company.

In 1990, the Companies and Allied Matters Decree came into force and this necessitated the removal of Limited from the Company's corporate name, to the prescribed 'Public Limited Liability Company' (PLC) with its shares quoted on the Nigerian Exchange Limited.

Following the creation of ChevronTexaco in 2001 from the merger between Chevron Corporation and former Texaco Inc., Texaco Nigeria Plc became an integral part of the new corporation. As Chevron considered the acquisition of former Union Oil Company of California (UNOCAL), the Board of ChevronTexaco decided to eliminate 'Texaco' from the corporate name and retain only Chevron as the new name of the enlarged corporation.

Effective September 1 2006, the Company's name changed from Texaco Nigeria Plc to Chevron Oil Nigeria Plc following a directive from Chevron Corporation's headquarters to all affiliate companies. This was designed to present a clear, strong and unified presence of Chevron Corporation throughout the world.

On March 20, 2009, there was an acquisition of Chevron Holdings Limited, (a Bermudian Company) by Corlay Global S.A. of Moffson Building, East 54th Street, Panama, Republic of Panama. By virtue of this foreign transaction, Chevron Nigeria Holdings Limited, Bermuda changed its name to MRS Africa Holdings Limited, Bermuda. The new management of the Company announced a change of name of the Company from Chevron Oil Nigeria Plc to MRS Oil Nigeria Plc ('MRS') effective December 2, 2009, following the ratification of the name change of the Company at the 40th Annual General Meeting of the Company on September 29, 2009.

The Nigerian Exchange Limited (NGX) on July 28, 2025 approved the Company's application to delist from NGX. Following the approval of Shareholders at the 55th Annual General Meeting of the Company, the National Association of Securities Dealers (NASD) OTC Securities Exchange approved the listing of the Company on August 11, 2025.

Currently, **342,884,706 shares** are held by about **21,223 Nigerian Shareholders** and 1 foreign shareholder (MRS Africa Holdings Limited, Bermuda, a subsidiary of Corlay Global S.A.) in MRS Oil Nigeria Plc; a Company with the main business of marketing and/or manufacturing of petroleum related products in Nigeria.

With about 85 active Company-owned outlets and 477 third-party-owned operating outlets, MRS Oil Nigeria Plc is a major player in Nigeria's petroleum products marketing industry and a leading producer of quality lubricating oils and greases.

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE FINANCIAL STATEMENTS.

The Directors of MRS Oil Nigeria Plc ("the Company") are responsible for the preparation of the Financial Statements that give a true and fair view of the financial position of the Company as at 31 December 2025 and the results of its operations, cash flows and changes in the equity for the year then ended, in compliance with the International Financial Reporting Standards ("IFRS") and in the manner required by the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

In preparing the Financial Statements, the Directors are responsible for:

- Properly selecting and applying accounting policies;
- Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information; and
- Assessing the Company's ability to continue as a going concern.

The Directors are responsible for:

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

Going Concern:

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

The Financial Statements of the Company for the year ended 31 December 2025 were approved by Directors on March 26, 2026.

On behalf of the Directors of the Company



Mr. Marco Storari
(Managing Director)
FRC/2021/003/00000022038



Mr. Charles E. Onum
(Deputy Managing Director)
FRC/2026/PRO/DIR/003/687551

CHAIRMAN'S STATEMENT

MRS OIL NIGERIA PLC



INTRODUCTION

Distinguished Shareholders, Members of the Board of Directors, esteemed representatives of regulatory institutions, our valued customers and business partners, members of Management and staff, ladies and gentlemen. It gives me great pleasure to welcome you to the 57th Annual General Meeting of MRS Oil Nigeria Plc and to present the Annual Report and Audited Financial Statements for the year ended 31 December 2025.

The year under review represented a period of structural recalibration for Nigeria's downstream petroleum industry. Following the transition to a fully deregulated market environment, the sector experienced pricing liberalization, intensified competition, margin compression and increased exposure to foreign exchange volatility.

In this evolving landscape, the Company remained focused on operational resilience, disciplined capital management, strengthened supply partnerships and network expansion, positioning it to sustain growth and protect long-term shareholder value.

THE GLOBAL ECONOMIC ENVIRONMENT

The global economy in 2025 continued to navigate the after-effects of geopolitical tensions, energy market realignments and sustained monetary tightening across major economies. Crude oil prices remained moderately volatile, influenced by OPEC+ production quota adjustments, ongoing Russia–Ukraine tensions, Middle East security developments and the gradual normalization of global supply chains.

While extreme volatility moderated relative to prior years, structural uncertainty persisted across energy markets. At the same time, tighter global liquidity conditions and increasing investment in energy transition initiatives continued to reshape long-term demand dynamics. These factors directly influenced product pricing benchmarks, import parity structures and financing costs within Nigeria's downstream sector.

THE DOMESTIC ECONOMIC ENVIRONMENT

Nigeria's macroeconomic environment in 2025 remained challenging, characterized by, elevated inflation levels, exchange rate volatility, tight monetary policy conditions and ongoing fiscal reforms. Foreign exchange instability continued to impact petroleum pricing, working capital requirements and financing costs.

However, improved domestic refining activity enhanced product availability and reduced certain supply-side constraints while the Company maintained its focus on prudent treasury management, inventory optimization and cost discipline

THE POLITICAL AND REGULATORY ENVIRONMENT

The Petroleum Industry Act (PIA) continued to shape the downstream sector, with policy emphasis on the consolidation of deregulation, expansion of private refining capacity, strengthening domestic energy security, promotion of gas utilization and the enforcement of compliance and environmental standards. The Company maintained full regulatory compliance across all operational and statutory requirements.

THE INDUSTRY OVERVIEW AND MARKET DYNAMICS

The Nigerian downstream sector went through a structural realignment in 2025, driven by expanding domestic refining capacity and increased product availability. While this improved supply stability, it also intensified competition across the Retail networks, bulk and industrial supply and Aviation fuel markets. Premium Motor Spirit (PMS) increasingly became a volume-driven, low-margin product, with margin compression observed across the industry. Competitive positioning in this environment was driven by supply reliability, distribution efficiency, network optimization, cost discipline and working capital strength.

*"Revenue increased significantly to **₦694.27 billion**, compared with **₦312.22 billion** in 2024, representing a growth of **122%.** This performance reflects pricing adjustments under deregulation, increased product throughput, expanded participation across key segments."*

PERFORMANCE REVIEW

The Company strengthened its supply relationships and expanded its distribution capacity during the year.

The total sales volume was 643.44 million litres, representing strong growth relative to both budget and prior year performance. This reflects improved supply consistency, enhanced logistics capability, and expanded retail partnerships.

FINANCIAL PERFORMANCE

The Company delivered strong financial performance, underpinned by improved market participation and disciplined execution.

Revenue Growth

Revenue increased significantly to ₦694.27 billion, compared with ₦312.22 billion in 2024, representing a growth of 122%. This performance reflects pricing adjustments under deregulation, increased product throughput, expanded participation across key segments. The Board notes however, that this growth was largely market-driven, influenced by pricing dynamics and foreign exchange movements.

Profitability

- Gross profit increased to ₦31.26 billion and moderated to approximately 31%, reflecting elevated product landing costs, foreign exchange volatility and increased competitive pricing pressure. Operating profit rose to ₦10.52 billion, representing an 8% increase, supported by cost discipline and operational efficiency.
- Profit before tax stood at ₦10.52 billion, while profit after tax closed at ₦5.87 billion, compared with ₦6.50 billion in the prior year.
- Earnings Per Share: improved slightly to 17.12, indicating stable shareholder value creation.

While revenue growth was significant, profitability expansion remained constrained, reflecting margin compression, higher finance costs and elevated operating cost pressures.

FINANCIAL POSITION

The Company's balance sheet strengthened during the year: Total assets stood at ₦91.92 billion, Total liabilities declined by 19% to ₦62.61 billion and Shareholders' equity increased by 4% to ₦29.31 billion. This reflects improved working capital management, reduced leverage and enhanced liquidity position.

CAPITAL EXPENDITURE AND INVESTMENT

Capital expenditure during the year was strategically directed to strengthen long-term competitiveness, particularly in logistics capacity, retail infrastructure and operational efficiency. Fleet expansion and infrastructure investments improved product evacuation efficiency and reduced reliance on third-party logistics providers.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board continues to prioritize strong governance, risk management and internal control systems. The key focus areas include, working capital risk management, foreign exchange exposure monitoring, credit risk management and inventory control and reconciliation.

HUMAN CAPITAL AND HSE

The Company maintained strong focus on workforce development, safety compliance, operational integrity, while Health, Safety and Environmental standards remained fully embedded across the business operations.

OUTLOOK FOR 2026

The outlook for 2026 is shaped by an increasingly complex and uncertain global energy landscape, characterized by heightened geopolitical tensions, evolving supply dynamics and persistent macroeconomic pressures.

Of particular significance is the increasing tension among the United States, Israel and Iran. The Middle East remains central to global crude oil production, refining capacity and maritime transport. Any sustained military confrontation or expansion of hostilities in the region had material implications for global energy supply chains, price stability and market confidence.

A critical focal point within this risk environment is the Strait of Hormuz, through which a substantial proportion of globally traded crude oil and refined petroleum products is transported. Even in the absence of a direct physical disruption, heightened security risks in this corridor, typically trigger precautionary market responses, including crude price volatility, elevated freight rates, tighter vessel availability and increased marine insurance premiums.

GLOBAL MARKET TRANSMISSION CHANNELS

From a market transmission perspective, these geopolitical developments are expected to influence the downstream petroleum sector both globally and within Nigeria through multiple interconnected channels:

"Gross profit increased to ₦31.26 billion and moderated to approximately 31%, reflecting elevated product landing costs, foreign exchange volatility and increased competitive pricing pressure. Operating profit rose to ₦10.52 billion, representing an 8% increase, supported by cost discipline and operational efficiency."

- **Crude Oil Price Volatility:**

The increase in geopolitical tension is likely to exert upward pressure on Brent and other benchmarked crude prices.

Within Nigeria's fully deregulated downstream market, these price movements are transmitted almost immediately into ex-depot and retail pricing structures. While higher prices may temporarily expand, nominal revenue levels as observed in 2025 will also significantly increase working capital requirements, inventory financing exposure and liquidity demands.

This dynamic situation reflects a key lesson from the 2025 financial year, where strong revenue growth was accompanied by increased capital intensity and constrained margin expansion.

- **Refined Product Pricing and Crack Spread Instability:**

Heightened geopolitical risk may distort global refining margins, resulting in increased volatility in crack spreads. For downstream operators, this introduces complexity in inventory valuation, procurement timing, pricing strategy and margin predictability. Sudden movements in crack spreads may result in timing mismatches between cost and selling price, potentially amplifying margin compression, particularly in high-volume, price-sensitive products such as PMS.

- **Freight and Insurance Cost Escalation**

Geopolitical instability typically drives increased war-risk insurance premiums, higher freight costs and shipping route disruptions. Although Nigeria has benefited from increased domestic refining capacity, the market remains partially exposed to global logistics benchmarks, particularly for supplemental imports, blending components, and feedstock movements. Consequently, elevated logistics costs may continue to exert upward pressure on product landing costs, leading to further compressed margins.

- **Foreign Exchange Pressure**

Geopolitical shocks often trigger capital flight toward safe-haven assets, strengthening the U.S. dollar. For Nigeria, this translates into increased exchange rate volatility, higher naira-denominated cost of petroleum products and expanded financing requirements across the value chain. Given the Company's exposure to foreign currency-linked procurement and pricing mechanisms, foreign exchange risk remains a critical driver of cost structure and profitability.

- **Global Inflationary Feedback Effects**

Sustained oil price increase may reintroduce inflationary pressures globally, prompting tighter monetary policy responses in advanced economies. This could indirectly impact emerging markets through reduced global liquidity, higher borrowing costs and increased cost of capital. These dynamics were already evident in 2025, where rising finance costs impacted net profitability despite strong operating performance.

THE IMPLICATIONS FOR NIGERIA'S DOWNSTREAM SECTOR

In aggregate, these factors are expected to shape the operating environment for Nigeria's downstream petroleum sector in 2026 through increased earnings volatility driven by rapid input cost fluctuations expansion of working capital cycles due to higher product values, continued margin compression where competitive pressures limit full cost, pass-through elevated short-term borrowing costs linked to tighter liquidity conditions and potential supply chain disruptions arising from global shipping realignments.

While increased domestic refining capacity provides a degree of insulation from historical import dependency, domestic pricing remains linked to globally benchmarked crude. As such, cost pressures will continue to transmit into the local market.

2025 PERFORMANCE

The financial outcome of 2025 provides the following context: Revenue growth was significant; driven largely by pricing dynamics rather than margin expansion; Gross margins declined due to elevated landing costs and competitive pressures and Finance costs increased reflecting tighter liquidity conditions and higher working capital requirements.

The Company strengthened its balance sheet through liability reduction and improved capital structure. These trends underscore the need for heightened financial discipline and risk management in 2026, particularly in managing liquidity, preserving margins and sustaining operational efficiency.

SCENARIO ASSESSMENT

1. Contained Tension Scenario

Under a scenario where tensions remain elevated

without major supply disruption, crude prices may exhibit episodic volatility within manageable ranges, competitive dynamics will remain volume-driven; margins will remain compressed but relatively stable; and working capital requirements will remain elevated but manageable. This represents the base case scenario, with continued operational pressure but no systemic disruption.

2. Moderate Supply Disruption Scenario

In the event of partial supply disruptions or constrained maritime flows, crude prices may experience sustained upward pressure; lead to significant increase in freight and insurance costs, material expansion in inventory financing requirements; and pronounced margin volatility. In this scenario, liquidity management and pricing agility become critical success factors.

3. Severe Escalation Scenario

In the event of a broader regional conflict affecting multiple supply corridors, extreme crude price spikes may occur, severe freight dislocations and supply disruptions may arise, liquidity constraints and credit risk across the sector may intensify and short-term earnings compression may be unavoidable.

This scenario represents a high-impact, low-probability risk, requiring contingency preparedness.

STRATEGIC RESPONSE FRAMEWORK FOR 2026

In light of these risks and the financial lessons from 2025, the Company adopted a disciplined and risk-sensitive strategic posture. The key priorities to the strategies include strengthening liquidity buffers and optimizing cash conversion cycles, maintaining disciplined inventory management to mitigate price volatility exposure, deepening domestic refinery partnerships to reduce import sensitivity, enhancing dynamic pricing mechanisms across retail and bulk segments, tightening cost controls to preserve margin resilience and closely monitoring foreign exchange exposures and financing structures. Capital allocation will remain measured and flexible, with emphasis on preserving balance sheet strength and maintaining financial resilience.

THE CONCLUDING OUTLOOK PERSPECTIVE

The geopolitical environment entering 2026 introduces elevated external risk factors beyond those experienced in 2025. While volatility may create episodic revenue opportunities, the dominant near-term impact is expected to increase cost pressures, increased liquidity demands and continued margin compression. The following structural strengthening were achieved in 2025: improved balance sheet position, reduced leverage, enhanced logistics capacity, strengthened supply partnerships and disciplined working capital management, provided a strong foundation for navigating uncertainty.

Accordingly, the Board approaches 2026 with disciplined caution, strategic flexibility and a firm commitment to safeguarding shareholder value, while positioning the Company to respond effectively to both risks and emerging opportunities within a rapidly evolving energy landscape.

CONCLUSION

The 2025 financial year marked a significant transition for Nigeria's downstream petroleum sector. Despite a challenging environment characterized by margin compression and macroeconomic pressures, the Company demonstrated, strong revenue growth, operational resilience and improved balance sheet strength. The Board remains confident in the Company's long-term prospects and its ability to navigate future uncertainties.

APPRECIATION

On behalf of the Board, I thank our Shareholders for their continued trust, our regulators for their guidance, our customers and partners for their loyalty and the management and employees of the Company, for their dedication.

We remain committed to delivering sustainable value and strengthening the Company's position within Nigeria's downstream energy sector.



PATRICE ALBERTI
Chairman

MANAGING DIRECTOR'S STATEMENT

MRS OIL NIGERIA PLC



INTRODUCTION

It is with great honour and a deep sense of responsibility that I welcome you to the 57th Annual General Meeting of MRS Oil Nigeria Plc (the Company) and present the Annual Report and Accounts for the financial year ended 31 December 2025.

On behalf of Management, I extend my sincere appreciation to the Chairman, Mr. Patrice Alberti, the Board of Directors, valued Shareholders, business partners, regulators and the dedicated employees of the Company. Your continued confidence, guidance, and commitment has enabled the Company to navigate an increasingly complex and evolving energy landscape with resilience and discipline.

The 2025 financial year was shaped by heightened geopolitical tensions across key oil-producing regions; this disrupted crude supply expectations and introduced volatility across downstream markets. Domestically, the Nigerian economy experienced sustained inflationary pressures, exchange rate instability and continued regulatory adjustments within the fully deregulated petroleum sector.

Despite these headwinds MRS Oil Nigeria Plc, delivered a strong financial and operational performance, underpinned by disciplined execution, strategic agility and prudent financial management.

OPERATIONAL PERFORMANCE AND BUSINESS EXECUTION

The Company sustained operational excellence across its core business segments—retail, aviation, Liquefied Petroleum Gas (LPG), lubricants and commercial fuels—through focused execution and continuous improvement initiatives.

Expansion and Optimization of Retail Network:

In 2025, MRS continued the expansion of its Company-Owned Retailer-Operated (CORO) and Retailer-Owned Retailer-Operated (RORO) outlets, strengthening nationwide distribution through, strategic onboarding of additional RORO operators, increased geographic penetration into underserved markets, reinforcement of supply partnerships, targeted capital investment in retail infrastructure modernization, improved dispensing efficiency, customer experience and safety compliance across key locations.

Strategic Collaboration with Dangote Refinery

A major highlight of the Company's operational performance in 2025 was the strategic collaboration with Dangote Refinery, which significantly strengthened product availability and supply stability across the nationwide retail and commercial network.

This collaboration enhanced supply chain efficiency, reduced supply disruptions, improved market penetration and supported the expansion of CORO, RORO and independent stations outlets across key locations nationwide. The collaboration contributed significantly to increased sales volumes, particularly in PMS, AGO and ATK and played a key role in driving the Company's strong revenue growth to approximately ₦694.27 billion in 2025, compared to ₦312.22 billion in 2024.

Additionally, improved supply reliability and operational efficiency supported stronger performance and reinforced the Company's competitive position within Nigeria's deregulated downstream petroleum sector.

Asset Optimization and Market Activation:

Underperforming assets were rigorously evaluated and rationalized based on defined return thresholds, ensuring efficient capital allocation. Market-facing initiatives—including mechanic village activations, lubricant campaigns and retail promotions—supported sustained market presence and volume stability.

HEALTH, SAFETY AND ENVIRONMENT (HSE)

Safety remained a non-negotiable priority throughout the year. The Company recorded, Zero lost time incidents (LTI), no major environmental breaches or sanctions, continued compliance with ISO 45001 standards. Routine maintenance

programmes, regulatory audits and emergency preparedness initiatives were executed without incident, reinforcing the Company's commitment to operational integrity and sustainability.

TECHNOLOGY AND DIGITAL TRANSFORMATION

In 2025, MRS accelerated its digital transformation agenda for operational efficiency and decision-making. The key milestones include expanded ERP integration for real-time reporting, strengthened enterprise IT infrastructure, enhanced cybersecurity framework, automation of finance and reconciliation processes, deployment of advanced data analytics tools. These initiatives improved productivity, reduced operational risk and strengthened enterprise-wide visibility.

OUR PEOPLE

Our people remain central to the Company's success. As at 31 December 2025, the Company maintained a workforce of 173 employees, reflecting a disciplined and efficiency-driven structure.

The key initiatives include, launch of the Graduate Trainee Programme, implementation of the Certified Customer Officer (CCO) sales pathway, continued investment in employee wellness, training and professional development. We remain committed to fostering high-performance culture anchored on integrity, accountability and continuous improvement.

MARKET SEGMENT PERFORMANCE

The Company recorded the following notable progress across its key product segments:

- **Lubricants:** Expanded product portfolio and strengthened distribution.
- **LPG:** Continued strong growth driven by infrastructure expansion and retail penetration.
- A**viation (ATK):** Recovery in airline activity supported increased Jet A-1 volumes.
- **AGO:** Stable demand supported by industrial consumption and strategic customer acquisition.

LPG remains the fastest-growing segment, reflecting increasing adoption of cleaner energy alternatives.

FINANCIAL PERFORMANCE AND POSITION – 2025

The 2025 financial year was characterized by a more dynamic operating environment shaped by foreign exchange volatility, inflationary pressures, global crude price movements and continued adjustment within Nigeria's fully deregulated downstream petroleum sector.

Against this backdrop, the Company delivered exceptional revenue growth, sustained operational performance and strengthened its balance sheet through disciplined commercial execution and prudent financial management.

Revenue Performance:

The Company revenue was ₦694.27 billion, representing a significant increase of 122% compared with ₦312.22 billion in 2024. This growth was primarily driven by, the full impact of downstream deregulation and price liberalization, elevated product pricing across key segments, expanded market participation and improved distribution coverage.

It is important to note that while performance was strong, revenue expansion was largely market-driven, influenced by pricing dynamics and foreign exchange movements, rather than purely volume-led growth.

Profitability and Margin Performance:

Gross profit increased by 31% to ₦31.26 billion. However, gross margin moderated to 4.8%, reflecting a disproportionate increase in cost of sales. This margin compression was driven by, elevated product landing costs, foreign exchange volatility, intensified competition within the deregulated market. This trend is consistent with industry-wide dynamics, where operators experienced significant top-line expansion alongside margin pressure.

Operating Performance:

Operating profit increased by 8% to ₦10.52 billion, reflecting, effective cost containment measures, improved operational efficiency, disciplined management of overheads. Despite margin compression, the Company sustained operating profitability growth, demonstrating strong execution discipline.

Finance Costs and Treasury Position:

Finance costs increased by 61% to ₦218.11 million, while finance income declined by 2% to ₦260.74 million. This reflects, higher borrowing costs driven by increased interest rates, elevated working capital requirements, reduced treasury gains. The Company continues to prioritize liquidity management and cost-efficient funding strategies.

Net Profit and Shareholder Value:

Profit before tax increased by 7% to ₦10.56 billion, while profit after tax reduced by 10% to ₦5.87 billion. The relatively modest growth in net profit, despite strong revenue expansion, reflects, margin compression, increased finance costs, broader cost pressures. Earnings per share reduced slightly to ₦17.12, indicating stable shareholder value creation.

Overall, the 2025 financial year can be characterized as, a year of strong revenue expansion, disciplined cost management and stable profitability.

Statement of Profit or Loss:

Description	2025	2024	% Variance
	(₦'000)	(₦'000)	
Revenue	694,269,102	312,229,522	122%
Gross Profit	31,259,043	23,897,763	31%
Operating Profit	10,520,385	9,716,207	8%
Finance Income	260,742	266,432	(2%)
Finance Costs	(218,107)	(135,616)	61%
Profit Before Tax	10,563,020	9,847,023	7%
Profit After Tax	5,870,396	6,496,917	(10%)
Earnings Per Share (₦)	17.12	18.95	(10%)

BALANCE SHEET STRENGTH AND CAPITAL STRUCTURE

The Company maintained a robust and improving financial position during the year. Total assets stood at ₦91.92 billion, reflecting optimization of working capital and improved asset utilization.

A key highlight of the year was the significant reduction in total liabilities, which declined by 19% to ₦62.61 billion, driven by improved working capital management and reduced short-term obligations. Total equity increased by 4% to ₦29.31 billion, supported by retained earnings. This resulted in, reduced leverage, improved liquidity, a stronger and more resilient capital structure.

Statement of Financial Position:

Description	2025	2024	Variance
	(₦'000)	(₦'000)	%
Non-Current Assets	33,380,998	34,016,297	(2%)
Current Assets	58,535,949	71,756,870	(18%)
Total Assets	91,916,947	105,773,167	(13%)
Total Equity	29,309,608	28,309,052	4%
Non-Current Liabilities	2,084,362	1,731,770	20%
Current Liabilities	60,522,977	75,732,345	20%
Total Liabilities	62,607,339	77,464,114	(20%)

OUTLOOK – 2026

The outlook for 2026 remains shaped by, continued geopolitical uncertainty, oil supply and pricing volatility, foreign exchange instability, inflationary pressures, energy transition dynamics. In response, the Company will prioritize, strengthened foreign exchange risk management, enhanced liquidity buffers, expansion of LPG infrastructure, continued digital transformation, disciplined capital allocation.

SUSTAINABILITY AND SOCIAL COMMITMENT

MRS remains committed to environmental responsibility, safe and compliant operations, ethical business practices, community engagement, long-term stakeholder value creation.

CONCLUSION

The 2025 financial year reaffirmed the resilience and adaptability of MRS Oil Nigeria Plc. Despite a challenging macroeconomic environment, the Company delivered strong revenue growth, stable profitability and a strengthened financial position. Through disciplined execution and prudent financial management, MRS remains well positioned to navigate future uncertainties and capitalize on emerging opportunities.

VOTE OF THANKS

On behalf of Management, I express my sincere gratitude to the Chairman, the Board of Directors, esteemed Shareholders, employees, regulators, customers and business partners. Your continued trust and partnership remain fundamental to the sustained business progress. Together, we will continue to lead with resilience, discipline and strategic foresight.

Mr. Marco Storari
Managing Director

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors present their Annual Report on the state of affairs of the Company, together with the Audited Financial Statements for the year ended 31 December 2025.

Incorporation and Legal Status of the Company
The Company was incorporated as a privately owned Company in 1969 and was converted to a Public Limited Liability Company quoted on the Nigerian Exchange Limited (formerly known as the Nigerian Stock Exchange) in 1978, as a result of the 1977 Nigerian Enterprises Promotions Decree. The Company is domiciled in Nigeria and its shares are now listed on the National Association of Securities Dealers (NASD) OTC Securities Exchange.

The marketing of products in Nigeria commenced in 1913 under the Texaco brand, when products were distributed exclusively by CFAO, a French Multinational Retail Company. In 1964, Texaco Africa Limited started the direct marketing of Texaco products; selling through service stations and kiosks acquired from the said multinational retail Company, on lease terms. It also entered into the aviation business.

On August 12, 1969, Texaco Nigeria Limited was incorporated as a wholly owned subsidiary of Texaco Africa Limited, thus inheriting the business formerly carried out in Nigeria by Texaco Africa Limited. With the promulgation of the Nigeria Indigenization Decree in 1978, 40% of Texaco Nigeria Limited shares was sold to Nigerian individuals and organizations by Texas Petroleum Company.

In 1990, the Companies and Allied Matters Decree came into force and this necessitated the removal of Limited from the Company's corporate name, to the prescribed 'Public Limited Liability Company' (PLC) with its shares quoted on the Nigerian Exchange Limited.

Following the creation of ChevronTexaco in 2001 from the merger between Chevron Corporation and former Texaco Inc., Texaco Nigeria Plc became an integral part of the new corporation. As Chevron considered the acquisition of former Union Oil Company of California (UNOCAL), the Board of ChevronTexaco decided to eliminate 'Texaco' from the corporate name and retain only Chevron as the new name of the enlarged corporation.

Effective September 1 2006, the Company's name changed from Texaco Nigeria Plc to Chevron Oil Nigeria Plc following a directive from Chevron Corporation's headquarters to all affiliate companies. This was designed to present a clear, strong and unified presence of Chevron Corporation throughout the world.

On March 20, 2009, there was an acquisition of Chevron Holdings Limited, (a Bermudian Company) by Corlay Global S.A. of Moffson Building, East 54th Street, Panama, Republic of Panama. By virtue of this foreign transaction, Chevron Nigeria Holdings Limited, Bermuda changed its name to MRS Africa Holdings Limited, Bermuda. The new management of the Company announced a change of name of the Company from Chevron Oil Nigeria Plc to MRS Oil Nigeria Plc ('MRS') effective December 2, 2009, following the ratification of the name change of the Company at the 40th Annual General Meeting of the Company on September 29, 2009.

The Nigerian Exchange Limited (NGX) on July 28, 2025 approved the Company's application to delist from NGX. Following the approval of Shareholders at the 55th Annual General Meeting of the Company, the National Association of Securities Dealers (NASD) OTC Securities Exchange approved the listing of the Company on August 11, 2025.

Currently, 342,884,706 shares are held by about 21,223 Nigerian Shareholders and 1 foreign shareholder (MRS Africa Holdings Limited, Bermuda, a subsidiary of Corlay Global S.A.) in MRS Oil Nigeria Plc; a Company with the main business of marketing and/or manufacturing of petroleum related products in Nigeria.

With about 85 active Company-owned outlets and 477 third-party-owned operating outlets, MRS Oil Nigeria Plc is a major player in Nigeria's petroleum products marketing industry and a leading producer of quality lubricating oils and greases.

Principal Activities:
The Company remains principally engaged in the business of marketing and distribution of refined petroleum products.

The Company's Result:
The summary of the results of the Company as included in the Financial Statements are as follows:

Year ended 31 December	2025	2024
	NGN'000	NGN'000
Revenue	694,269,102	312,229,522
Cost of Sales	(663,010,059)	(288,331,759)
Tax Charge	(4,692,624)	(3,350,106)
Profit for the Year	5,870,396	6,496,917
Proposed Dividend Per 50k Share (Naira)	1.49	
Earnings Per 50k Share (Naira)	17.12	18.95
Net Assets Per 50k Share	85.48	82.56

Board Changes:
During the period under review, there were two appointments and one resignation, on the Board of the Company.

Board Induction:
The Company carries out an induction program to familiarize new Directors appointed on the Board, with the Company's operation, the business environment and the Management of the Company. For the year under review, the induction of two (2) new Directors on the Board of the Company was conducted.

Election/Re-election of Directors:
In accordance with Articles 90/91 of the Company's Article of Association, Dr. Amobi Daniel Nwokafor and Mrs. Priscilla Ogwemoh who are retiring by rotation offer themselves for re-election.

The Directors:
The Directors in office during the year are listed below and except where stated, served on the Board in 2025:

Name	Nationality	Designation	Appointments/ Resignations (A/R)
Mr. Patrice Alberti	French	Chairman	March 20, 2009 (A)
Mr. Marco Storari	Nigerian	Managing Director	August 3, 2021 (A)
*Mr. Charles Ella Onum	Nigerian	Deputy MD	July 2, 2025 (A)
*Ms. Amina Maina	Nigerian	Non-Executive Director	July 11, 2025 (R)
Mr. Matthew Akinlade	Nigerian	Independent Director	April 27, 2017 (A)
HRM Sir Sunday Nnamdi Nwosu	Nigerian	Non-Executive Director	April 27, 2017 (A)
Dr. Amobi Daniel Nwokafor	Nigerian	Non-Executive Director	April 27, 2017 (A)
Mrs. Priscilla Ogwemoh	Nigerian	Non-Executive Director	February 28, 2019 (A)
*Mr. Aliyu Kalgo Abubakar	Nigerian	Non-Executive Director	July 2, 2025 (A)

*Ms. Amina Maina resigned her appointment on the Board effective July 11, 2025.
**Mr. Aliyu Kalgo Abubakar and Mr. Charles Ella Onum were appointed on the Board on July 2, 2025.

Directors' Interest in the Issued Share Capital of the Company:
The direct and indirect interests of Directors in the issued share capital of the Company, are as recorded in the Register of Directors' Shareholdings and/or as notified by the Directors for the purpose of Sections 301 of the Companies and Allied Matters Act, 2020 and the listing requirements of the National Association of Securities Dealers (NASD) OTC Securities Exchange are as follows:

Mr. Patrice Alberti, (indirect holding), Mr. Matthew Akinlade, HRM Sir Sunday Nnamdi Nwosu, Dr. Amobi Daniel Nwokafor and Mrs. Priscilla Ogwemoh directly own shares in the Company as follows:

Name	2025	2024
Mr. Patrice Alberti (Indirect Holdings)	205,730,806	205,730,806
HRM Sir Sunday Nnamdi Nwosu	5,914	5,914
Mr. Matthew Akinlade	642	642
Mrs. Priscilla Ogwemoh	1,382	-
Dr. Amobi Daniel Nwokafor	10,000	10,000

Directors' Interest in Contracts:
For the purpose of Section 303 of the Companies and Allied Matters Act, 2020, none of the Directors have notified the Company of any direct or indirect interest in any contract or proposed contract with the Company.

Significant Shareholders:
According to the Register of Members as at 31 December 2025, the following Shareholders of the Company hold more than 5% of the issued ordinary share capital of the Company:

	2025		2024	
Name	Unit	Percentage %	Unit	Percentage %
MRS Africa Holdings Limited	205,730,806	60%	205,730,806	60%
CardinalStone Securities/Clients 8- TRA	35,909,817	10.47%	35,909,817	10.47%
First Reg/MRS Plc- Escrow	30,371,077	8.86%	30,371,077	8.86%

Mr. Patrice Alberti represent MRS Africa Holdings Limited on the Board of the Company. There is no representative of CardinalStone Securities/Clients 8- TRA on the Board.

From the Register of Members, the Directors are not aware of any other person or persons who holds more than 5% of the fully issued and paid shares of the Company.

Analysis of Shareholding:
According to the Register of Members at 31 December 2025, the spread of shareholding in the Company is presented below:

Number of holding		Number of shareholders	Number of shares held	Percentage of shareholding
1	1000	11,812	3,564,904	1.04
1001	5000	6,473	14,444,863	4.21
5001	10000	1,943	11,914,824	3.47
10001	50000	866	15,829,809	4.62
50001	100000	75	4,878,540	1.42
100001	500000	43	7,989,561	2.33
500001	1000000	5	3,706,677	1.08
1000001	5000000	4	8,543,828	2.49
10000001	50000000	2	66,280,894	19.33
100000001	342884706	1	205,730,806	60.00
Total		**21,224**	**342,884,706**	**100.00**

Number of holding	Number of Shareholders	Number of shares held	Percentage of shareholding
Local shareholders	21,223	137,153,900	40%
Foreign shareholder	1	205,730,806	60%
	21,224	**342,884,706**	**100%**

Acquisition of its Own Shares:
The Company did not acquire its own shares during the year (2024: Nil).

The Managing Director/CEO is responsible for the conduct of the Company's activities in the safest and most efficient manner and has the obligation to deliver value to its stakeholders.

Employment Policy:
The employment policy of the Company prioritizes a diverse and high-performing team through a transparent hiring process, based on merit, competencies, qualifications, abilities and skills. This ensures equal opportunities for all job applicants, regardless of gender, race, ethnicity or religion. Key principles include internal promotion, objective evaluation, equal treatment and compliance with applicable labour laws.

Employee Wellness and Wellbeing:
At MRS Oil Nigeria PLC, employee wellness embraces a holistic approach of physical, mental and social wellbeing. As an organization, the importance of a healthy workforce cannot be over emphasized; MRS is committed to comprehensive wellness programs that boost morale, productivity and overall satisfaction.

Mental Health Support:
The Company collaborated with wellness experts to host mental health sessions, help employees spot red flags and access the requisite support.

Physical Health Support:
The Company promotes physical wellness amongst employees, through workshops, health articles and health talks with wellness partners.

Work-Life Balance:
The company also set clear expectations and boundaries to prevent burnouts and create avenues for employees to recharge and enhance overall well-being.

Wellness Initiatives Implemented in the Current Financial Year:
The Company shows its commitment to employees' wellbeing with the implementation of compulsory Annual Health Checks, promoting a proactive approach to health and reflecting on MRS's core values.

Employee Engagement Initiatives:
- **Town Hall Meetings:** The Company hosts quarterly town hall meetings, where employees and Management discuss business results, strategies and recognize individual achievements.
- **Strategy Sessions:** Strategic sessions are held to align Company resources with strategic goals and objectives.
- **Buddy Program:** The buddy program was initiated to pair new employees with existing employees, for a seamless onboarding process and to assist employees understand the Company culture, processes and procedures.

Employee Learning and Development:
The Company invested in employee development through various trainings, including Leadership Coaching, HSE Compliance Evaluation and technical skills like Solar Energy Training. These initiatives boost skills, create alignment with business needs and yield positive returns on investment.

Professional Membership:
The Company ensures that professionally certified employees are updated through Mandatory Continuing Professional Education (MCPE) such as The Nigeria Bar Association (NBA), Chartered Institute of Personnel Management (CIPM), Council of Registered Engineers of Nigeria (COREN), Institute of Chartered Accountants of Nigeria (ICAN), The Chartered Governance Institute, UK and Ireland, (formerly known as the Institute of Chartered Secretaries and Administrator), amongst others and their subscriptions are up-to-date.

In-House Training:
The training focused on product knowledge, new processes and the automation of the customized Enterprise Resource Planning (ERP) portals. Quality management ISO 45001:2018 OHS-MS trainings were also organized to create awareness of the procedures and processes to support certification.

Graduate Trainee Internship:
The internship program, deployed in March 2025, was an oriented initiative, designed to develop and create a leadership pipeline, offering fresh graduates, practical experience and learning opportunities for corporate success.

Expanding Opportunity for Graduates in Sales:
The Company introduced the Customer Care Officer (CCO) roles for young graduates interested in sales. This role offers practical, hands-on experience in customer engagement and sales operations, alongside the Graduate Trainee Program.

Workforce Management:
The Company aligns workforce management with business goals through strategies like manpower planning, performance management and succession planning. MRS leverages on tools like Enterprise Resource Planning (ERP) and workforce analytics to boost productivity and diversity, fostering an inclusive culture with 173 employees (2024:75) and a robust blend of gender, ethnicity and religious background as at December 31, 2025.

Health, Safety and Environment (HSE) Performances in 2025:

In 2025, there was significant emphasis placed on Health, Safety and Environment (HSE) and this contributed to the sustainability of the occupational health and safety management system of the Company.

- **Team Involvement:**
  MRS fostered a safety culture through the active involvement of employees in HSE activities: toolbox training, inductions, feedback sessions (safety observation cards) and open communication, which encouraged shared responsibility for safety amongst employees.

- **Accident-Free Record and Data:**
  The accident-free performance record for 2025 is a significant achievement and a testament to the collective effort of all personnel. It reinforced the commitment of terminal operatives to the protection of lives, assets and the environment. Sustaining this performance will require continued vigilance, adherence to safety procedures and active participation by Company personnel.

- **ISO 9001 Certification:**
  MRS received the ISO 9001 certification in October 2025. This reinforced a culture of Quality and Customers satisfaction across the organization.

- **Safety Culture Participation:**
  Participation in safety culture, encouraged compliance across workstations and employee well-being. A safety program and culture are interconnected.

- **Fire Warden Training:**
  The training of fire wardens sensitized all fire marshals on their responsibilities and involvement in emergency and firefighting techniques.

- **Emergency Response:**
  The annual drills were carried out with employees actively participating in tank farm fire drills, vehicle collision drills, spill and contingency plans drills, civil unrest drills etc.

- **Regulatory Requirements:**
  Several regulatory audits were conducted within the year and the Company was presented with Licenses (NMDPRA), Fire Certificate, OSCP, EMR and other related documents.

Retail Outlets Environmental Audit Compliance:
There were environmental audits conducted at 26 Company Owned Company Operated (COCO), Company Owned Retailer Operated (CORO) Outlets and ongoing audits at 141 RORO Outlets in Lagos, to reinforce compliance and commitment to shared values.

Information Technology Upgrades:
The Information Technology Department of the Company is responsible for providing reliable, secure and efficient technology services that support the business downstream and corporate operations. In 2025, the department focused on strengthening infrastructure resilience, improving service quality and supporting business continuity in alignment with the organization's ISO 9001:2015 Quality Management System (QMS).

- **IT Governance and Quality Management Alignment:** In line with ISO 9001:2015 requirements, the IT team applied risk-based thinking to the planning, operation and monitoring of IT services. Key activities were aligned with actions to address risks and opportunities, provision and maintenance of infrastructure, operational planning and control, performance monitoring and evaluation as well as, continual improvement.

- **Key IT Infrastructure and Security Improvement:** As part of the improvement initiatives for the year under review, the IT team implemented the Fortinet FortiGate next-generation firewall solutions to enhance network control and security across critical business systems. This deployment delivered the following improvements:

- Improved control and reliability of network-dependent business processes;
- Reduced risk of service disruption arising from cyber or network-related incidents;
- Enhanced monitoring and visibility of network traffic to support timely resolution of issues;
- Improved protection of corporate and operational data, to support the oil and gas operations.

The implementation of the infrastructure and IT security improvements directly supports stable service delivery and aligns with the organization's commitment to consistent process performance.

- **Operational Performance and Service Delivery:** In the year under review, the IT Department maintained the availability of core IT services and supported business operations through improved infrastructure management and preventive controls. The strengthened firewall environment contributed to the improvement of system uptime, reduction of operational risk, customer satisfaction support and internal service quality objectives.

- **Compliance and Documented Information Control:** The IT team ensured that IT systems and supporting documentation were managed in accordance with internal quality procedures and regulatory requirements. The FortiGate deployment supports controlled access to information systems, contributes to effective management of documented information in line with ISO 9001:2015 Clause 7.5.

- **Continual Improvement and Future Focused:** In accordance with ISO 9001:2015 Clause 10, the IT Department remains committed to continual improvement. Focus areas include ongoing infrastructure optimization, enhanced monitoring and reporting, staff capacity development and proactive risk management, to support business growth and operational excellence.

The 2025 initiatives of the IT team, strengthened the reliability, security and effectiveness of IT services at the Company. The implementation of Fortinet FortiGate firewalls represents key improvements that support quality objectives, operational continuity and the Company's broader strategic goals.

Internal Audit Function and Internal Controls in 2025:
MRS Oil Nigeria Plc maintains an independent Internal Audit Function and Internal Control System designed to support the achievement of its strategic objectives, safeguard assets, ensure the reliability of financial and operational information and promote compliance with applicable laws, regulations and industry standards.

The Board of MRS Oil Nigeria Plc is responsible for the establishment, oversight and continuous review of the Company's system of internal control and the effectiveness of the Internal Audit Function. The Board, through its Statutory Audit Committee, ensures that appropriate policies, procedures and control mechanisms are provided to safeguard the Company's assets, ensure the integrity and reliability of financial and operational information, promote operational efficiency and ensure compliance with applicable laws, regulations and industry standards.

Internal Audit Function:
The Internal Audit Function operates in accordance with an approved Internal Audit Charter and adopts a risk-based audit approach. It reports functionally to the Statutory Audit Committee of the Board and administratively to Management, thereby ensuring independence and objectivity. The Chief Internal Auditor provides assurance to the Board through the conduct of periodic reviews and the evaluation of the effectiveness and efficiency of internal control systems, to determine their adequacy. The Internal Auditor report regularly to the Statutory Audit Committee of the Company.

In the year under review, the Internal Audit team, conducted audits and reviewed key downstream operations, including depot and terminal activities, retail outlet operations, departmental audit and compliance with applicable laws and regulations. Audit findings and recommendations reported to Management and the Statutory Audit Committee, were followed up with reviews, to monitor the implementation of corrective actions.

Internal Control System:
The Company's internal control system is designed in line with the COSO Internal Control Framework and tailored to address the specific risks associated with the downstream oil and gas operations. Key elements of the system include a defined governance structure, documented policies and procedures, risk assessment processes, control activities such as authorization limits, segregation of duties, inventory and stock reconciliations, monitoring through management reviews and internal audit activities.

The Board, through the Statutory Audit Committee, continues to oversee the effectiveness of the Internal Audit Function and the Internal Control System. The Company remains committed to continuous improvement in governance, risk management and internal control practices in line with industry best practice.

Auditors:
Messrs. SIAO Professional Services, having satisfied the relevant corporate governance rules on their tenure in office, have indicated their willingness to continue in office as Auditor to the Company.

In accordance with Section 401 (2) of the Companies and Allied Matters Act Cap C.20, Laws of the Federation of Nigeria, 2020 and SEC Code of Corporate Governance, the Auditors will be re appointed at the next Annual General Meeting of the Company without any resolution being passed.

By Order of the Board

O. M. Jafojo (Mrs.)
Company Secretary
FRC NO: 2013/NBA/00000002311
26 March, 2026

CORPORATE GOVERNANCE REPORT

Corporate Governance Report:

The Board considers the maintenance of high standards of corporate governance, central to the achievement of the Company's objective to maximize Shareholders' value. The Board has a schedule of matters reserved specifically for its decision and the Directors have access to knowledge development and the learning of appropriate professional skills.

Ethical Standards:

In line with the Companies and Allied Matters Act, 2020, the Securities and Exchange Commission's Rules and Code of Corporate Governance for public companies, the National Association of Securities Dealers (NASD) Securities Exchange Rules and other statutory regulations, the Directors continue to act with the utmost integrity and high ethical standards and are aware of primary responsibilities in their business dealings with the Company.

Board Composition:

The Company's Board currently comprises of a Non-Executive Chairman, 2(two) Executive Directors, 4(four) Non-Executive Directors and an Independent Director. The Managing Director has extensive knowledge of the oil and gas industry, while the Non-Executive Directors bring their broad knowledge of business, financial, commercial and technical expertise to the Board.

Annually, the Board reviews its structure and ensures there is a satisfactory balance in the Board Composition. The balance may be reviewed in an ongoing basis, bearing in mind the size of the Company and its ownership structure. There are eight (8) Directors on the Board, with each Director bringing their wealth of experience to bear in Board deliberations.

Separation of Powers:

The position of the Chairman of the Company and the Managing Director/CEO are held by separate individuals in line with best practice and corporate governance standards. The Managing Director/CEO is responsible for the management of the day-to-day business operations and the implementation of the overall business strategy.

The Company Secretariat:

The Company Secretary is the custodian of the Company's historical records and is responsible for keeping the Board, abreast of statutory and corporate governance policies. The Company Secretary also provides support, guidance and legal advice to the Directors as required.

The Secretariat is the liaison office between the Shareholders and the Directors and a warehouse of up-to-date statutory records, statutory registers and other records of the Company.

Meetings:

The register of attendance of Directors at Board and Committee meetings is available for inspection during normal business hours (8:00 am - 5:00 pm), at the registered office of the Company and at each Annual General Meeting of the Company.

Board Meetings:

The Board meets at least 4 (four) times a year for regularly scheduled meetings to review the Company's operations and trading performance; to set and monitor strategies as well as consider new business options. The Board also meets for unscheduled meetings for specific matters that require attention.

Attendance at Board and Committee Meetings:

The attendance of Directors at Board and Committee meetings in the year under review:

MRS Oil Nigeria Plc – 2025 Board Meetings:

DIRECTORS	Designation	27 Mar '25	30 April '25	30 July '25	10 Sept '25	18 Sept '25	29 Oct '25	1 Dec '25
Mr. Patrice Alberti	Chairman	√	√	√	√	√	√	√
Mr. Marco Storari	MD	√	√	X	√	√	√	√
*Mr. Charles E. Onum	Deputy MD	N/A	N/A	√	√	√	√	√
*Ms. Amina Maina	Member	√	√	N/A	N/A	N/A	N/A	N/A
Mr. Matthew Akinlade	Member	√	√	√	√	√	√	√
HRM Sir Sunday N. Nwosu	Member	√	√	√	√	√	√	X
Dr. Amobi D. Nwokafor	Member	√	√	√	√	√	√	√
Mrs. Priscilla Ogwemoh	Member	√	√	√	√	√	√	√
*Mr. Aliyu K. Abubakar	Member	N/A	N/A	√	√	√	√	√

*Ms. Amina Maina resigned her appointment on the Board effective July 11, 2025.
** Mr. Charles Ella Onum and Mr. Aliyu Kalgo Abubakar were appointed on the Board on July 2, 2025.
√= Present, x = Absent, N/A = Not Applicable: Not a member at the stated date

Board Performance Appraisal:
The Board did not conduct a formal evaluation of its performance in the year under review.

Sub Committees of the Board:
The Board has established Committees, with approved Terms of Reference. There are four (4) sub-committees of the Board and the Chairman is not a Member of any of the Committees. The sub-committees are established to assist the Board in the effective and efficient performance of its guidance and oversight functions, amongst others.

The Terms of Reference for all the Committees are available for inspection at the registered office of the Company.

The attendance of Members in the year under review:

The Audit Committee:

Members	Designation	26 Mar '25	29 Apr '25	29 Jul '25	28 Oct '25
Mr. Emmanuel N. Okafor	Chairman	√	√	√	√
*Ms. Amina Maina	Member	√	√	N/A	N/A
Mrs. Priscilla Ogwemoh	Member	√	√	√	√
Mr. Babajide A. Adetunji	Member	√	√	√	√
Mr. Oladimeji B. Adeleke	Member	√	√	√	√
**Dr. Amobi D. Nwokafor	Member	N/A	N/A	N/A	√

*Ms. Amina Maina resigned on July 11, 2025.
** Dr. Amobi Nwokafor was nominated by the Board on July 30, 2025.
√= Present, x = Absent, N/A = Not Applicable: Not a member at the stated date.

On the invitation of the Chairman of the Audit Committee, representatives of Management and the External Auditors are invited to attend Committee meetings. The Audit Committee is responsible for the review of the quarterly and annual financial reports of the Company before the final approval of the Board.

The Audit Committee also makes recommendation on the appointment of External Auditors, reviews the nature and scope of their work and makes recommendations on the Company's accounting procedures and internal controls.

In the year under review, the Audit Committee met 4 (four) times.

Board Nominations and Corporate Governance Committee:

Members	Designation	1 July'25	December 18 '25
HRM Sir Sunday N. Nwosu	Chairman	√	√
Mr. Matthew Akinlade	Member	√	√
Dr. Amobi D. Nwokafor	Member	√	√
Mrs. Priscilla Ogwemoh	Member	√	√
*Mr. Aliyu K. Abubakar	Member	N/A	√
Mr. Marco Storari	In attendance	X	√

*Mr. Aliyu Kalgo Abubakar was nominated by the Board on July 30, 2025.
√= Present, x = Absent, N/A = Not Applicable: Not a member at the stated date.

The Board Nominations and Corporate Governance Committee (BN&CGC) is responsible for the nomination of candidates to be appointed to the Board, bearing in mind the necessary balance and structure. The Committee also considers corporate governance issues and ensures strict compliance with best practices. The BN&CGC makes recommendation to the Board on issues pertaining to, but not limited to the membership

of the Audit, the Risk, Strategic and Finance Planning and the Human Resources Committees, in consultation with the Chairman of each Committee.

In the year under review, the Board Nominations and Corporate Governance Committee met twice.

The Risk, Strategic and Finance Planning Committee:

Members	Designation	18 March '25	11 November '25
Mr. Matthew Akinlade	Chairman	√	√
*Ms. Amina Maina	Chairman	√	N/A
Mr. Marco Storari	Member	√	√
HRM Sir Sunday N. Nwosu	Member	√	√
Dr. Amobi D. Nwokafor	Member	√	√
*Mr. Aliyu K. Abubakar	Member	N/A	√
*Mr. Charles E. Onum	Member	N/A	X

*Ms. Amina Maina resigned on July 11, 2025.
** Mr. Aliyu Kalgo Abubakar and Mr. Charles Ella Onum were nominated by the Board on July 30, 2025
√= Present, x = Absent, N/A = Not Applicable: Not a member at the stated date.

The Risk, Strategic and Finance Planning Committee, is responsible for assisting the Board of Directors in the effective and efficient performance of its guidance and oversight functions and is specifically charged with managing the organization's exposure to financial and other risks. This Committee is also responsible for defining the Company's strategic objectives, determining its financial and operational priorities, making recommendations on the dividend policy of the Company and evaluating the long-term productivity of the business operations.

In the year under review, the Risk, Strategic and Finance Planning Committee met twice.

The Human Resources Committee:

Members	Designation	29 Sept '25	15 Oct '25	24 Oct '25
*Mr. Aliyu K. Abubakar	Chairman	√	√	√
Mr. Matthew Akinlade	Member	√	√	√
HRM Sir Sunday N. Nwosu	Member	X	√	√
Mrs. Priscilla Ogwemoh	Member	√	√	√

* Mr. Aliyu Kalgo Abubakar was nominated by the Board on July 30, 2025.
√= Present, x = Absent, N/A = Not Applicable: Not a member at the stated date

The Human Resources Committee is responsible for the review of contract terms, remuneration and other benefits of Executive Directors and Senior Management of the Company. The Committee also reviews the reports of external consultants for services rendered, to assist the Committee in the execution of its duties.

The Chairman and other Directors are invited to attend meetings of the Committee but are not involved in the decision-making process that directly affect their remuneration. The Committee undertakes an external and independent review of remuneration policies at all levels and on a periodic basis, for strict adherence to employment policies.

In the year under review, the Human Resources Committee met three times.

Shareholders Rights:

The Board is committed to the continuous engagement of its Shareholders and the protection of Shareholders' rights. The Board further ensures effective communication to its Shareholders regarding the notice of meetings and necessary statutory information.

Statement of Compliance:

The Company has a Securities Trading Policy, which guides its Directors, Executive Management, Officers and Employees on insider trading as well as,

the trading of the Company's shares. The Company continues to carry out its operations in line with procedures consistent with excellence through partnership and transparency.

MRS Oil Nigeria Plc has an established Complaints Management Policy with guidelines, on responses to feedback from investors, clients and other stakeholders. The Policy provides an impartial, fair and objective process for handling stakeholders' complaints as well as an established monitoring and implementation procedure. The Company efficiently and effectively responds to feedback, to improve and exceed customer expectations, client experience and the delivery of excellent service to its stakeholders.

Based on the recommendations of the Securities and Exchange Commission (SEC), the National Association of Securities Dealers (NASD) OTC Securities Exchange Rules as well as other international best practices, the Company has complied with corporate governance requirements and best practices.

MRS Oil Nigeria Plc is committed to the continued sustenance of the principles of sound corporate governance.

Whistle Blowing:

The Company is committed to complying with all laws in Nigeria that are relevant to its operations. In line with the provisions of the Securities and Exchange Commission, Code of Corporate Governance and the Nigerian Code of Corporate Governance, a Whistle Blowing Policy exists, for the reporting of serious, actual and suspected concerns of integrity and unethical behaviour. An extract of this Policy can be found on the Company's website.

By Order of the Board

O. M. Jafojo (Mrs.)
Company Secretary
FRC NO: 2013/NBA/00000002311

26 March 2026

REPORT OF THE AUDIT COMMITTEE

For the year ended 31 December, 2025

TO THE MEMBERS OF MRS OIL NIGERIA PLC

In accordance with Section 404(4) of the Companies and Allied Matters Act, 2020, we the Members of the Audit Committee of MRS Oil Nigeria Plc, have reviewed the Audited Financial Statements of the Company for the year ended 31 December, 2025 and based on the documents and information available to us, report as follows:

(a) We ascertain that the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices;

(b) We have reviewed the scope and planning of the Audit requirements;

(c) We have reviewed the findings on management matters in conjunction with the External Auditor and management responses thereon;

(d) We have kept under review the effectiveness of the Company's system of accounting and internal control.

Members of the Audit Committee in 2025.

1.	Mr. Emmanuel N. Okafor	-	Chairman
2.	Mr. Babajide A. Adetunji	-	Member
3.	Mr. Oladimeji B. Adeleke	-	Member
4.	*Ms. Amina Maina	-	Member
5.	Mrs. Priscilla Ogwemoh	-	Member
6.	**Dr. Amobi D. Nwokafor	-	Member

*Ms. Amina Maina resigned on July 11, 2025.
**Dr. Amobi Nwokafor was nominated by the Board on July 30, 2025.



MR. EMMANUEL OKAFOR
Chairman, Audit Committee
FRC/2021/002/00000022583

26 March, 2026

CERTIFICATION PURSUANT TO SECTION 88 (2) OF INVESTMENT AND SECURITIES ACT OF 2025

We the undersigned hereby certify the following with regards to the financial report for the year ended December 31, 2025 that:

(a) We have reviewed the Report;

(b) To the best of our knowledge, the Report does not contain:
- (i) Any untrue statement of a material fact, or
- (ii) Omit to state a material fact, which would make the statements, misleading in the light of the circumstances under which such statements were made;

(c) To the best of our knowledge, the Financial Statements and other financial information included in the Report fairly present in all material respects the financial condition and the results of the operation of the Company and for the periods presented in the Report.

(d) We:
- (i) Are responsible for establishing and maintaining internal controls.
- (ii) Have designed such internal controls to ensure that material information relating to the Company, particularly during the period in which the periodic reports are being prepared;

(e) We have disclosed to the Auditors of the Company and the Audit Committee:
- (i) Any fraud, whether or not material, that involves management or other employees who have significant roles in the Company's internal controls.

Mr. Marco Storari
(Managing Director)
FRC/2020/003/00000022083

Mr. Muideen Salami
(Chief Finance Officer)
FRC/2024/PRO/ICAN/001/099517

Mr. Charles E. Onum
(Deputy Managing Director)
FRC/2026/PRO/DIR/003/687551

26 March, 2026

MANAGEMENT REPORT ON THE ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING FOR THE YEAR ENDED 31ST DECEMBER 2025

The Management of MRS Oil Nigeria Plc is responsible for establishing and maintaining an adequate system of internal control over financial reporting, including the safeguarding of assets against unauthorized acquisition, use or disposition. This system is designed to provide reasonable assurance to management and the board of directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

MRS Oil Nigeria Plc's system of internal control over financial reporting is supported with written policies and procedures, contains self-monitoring mechanisms and it is audited by the internal audit function. Appropriate actions are taken by management to correct deficiencies as they are identified. All internal control systems have inherent limitations, including the possibility of circumvention and overriding of controls and, therefore can provide only reasonable assurance as to the reliability of financial statement preparation and such asset safeguarding.

Management has assessed the effectiveness of its internal control over financial reporting as of December 31, 2025. In making this assessment, management used the COSO 2013 "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and the SEC guidance on implementation of section 60-63 of the Investment and Securities Act 2025 "the ICFR framework". Based on this assessment, management believes that, as of December 31, 2025, the Company's internal control over financial reporting is designed and operating effectively. Additionally, based upon management's assessment, the Company determined that there were no material weaknesses in its internal control over financial reporting as of December 31, 2025.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2025 has been audited by SIAO Partners, an independent registered public accounting firm, as stated in their report which appears on page 39-45.



Marco Storari
Managing Director
FRC/2020/003/00000022083
March 26, 2026



Muideen Salami
Chief Financial Officer
FRC/2024/PRO/ICAN/001/0099517
March 26, 2026

CERTIFICATION PURSUANT TO SECTION 88 (2) OF INVESTMENT AND SECURITIES ACT OF 2025

I, Marco Storari, certify that:

a) I have reviewed this Internal Control over Financial Reporting (ICFR) report of MRS Oil Nigeria 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 company as of, and for, the periods presented in this report;

d) The company's other certifying officer(s) and I:
   1) are responsible for establishing and maintaining internal controls;
   2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, is made known to us by other entities, particularly during the period in which this report is being prepared;
   3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   4) have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.

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

   1) There were no significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
   2) There was no fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.

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



Marco Storari
Managing Director
FRC/2020/003/00000022083
March 26, 2026

CERTIFICATION PURSUANT TO SECTION 88 (2) OF INVESTMENT AND SECURITIES ACT OF 2025

I, Muideen Salami, certify that:

a) I have reviewed this Internal Control over Financial Reporting (ICFR) report of MRS Oil Nigeria 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 company as of, and for, the periods presented in this report;

d) The company's other certifying officer(s) and I:
   1) are responsible for establishing and maintaining internal controls;
   2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, is made known to us by other entities, particularly during the period in which this report is being prepared;
   3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   4) have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.

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

   1) There were no significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
   2) There was no fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.

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



Muideen Salami
Chief Finance Officer
FRC/2024/PRO/ICAN/001/099517
March 26, 2026

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Central Business District Area, Abuja-FCT.
Tel: 02092912463, 02092912462
E-mail: enquiries@siao-ng.com
Website: www.siao-ng.com

Assurance Report of Independent Auditor

To the Shareholders of **MRS Oil Nigeria Plc.**

Assurance Report on Management's Assessment of Controls over Financial Reporting

We have performed a limited assurance engagement in respect of the systems of internal control over financial reporting of **MRS Oil Plc** as of 31 December 2025, in accordance with the FRC Guidance on assurance engagement report on Internal Control over Financial Reporting and based on criteria established in the Internal Control —

Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) ("the ICFR framework"). MRS Oil Plc's management is responsible for maintaining effective internal control over financial reporting and for assessing the effectiveness of internal control over financial reporting including the accompanying Management's Report on Internal Control over Financial Reporting.

We have also audited, in accordance with the International Standards on Auditing, the financial statements of the company and our report dated 27/3/2026 expressed unmodified opinion.

Limited Assurance Conclusion

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

Definition of internal control over financial reporting Internal control over financial reporting is a process designed by, or under the supervision of, the entity's principal executive and principal financial officers, or persons performing similar functions, and effected by the entity's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that:

Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

SIAO

Inherent limitations

Our procedures included the examination of historical evidence of the design and implementation of the company system of internal control over financial reporting for the year ended 31 December 2025. Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Our limited assurance report is subject to these inherent limitations.

Directors' and Management's Responsibilities

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

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

Section 7(2f) of the Financial Reporting Council of Nigeria Act 2023 (as amended) further requires that management perform an assessment of internal controls, including information system controls. Management is responsible for maintaining evidential matters, including documentation, to provide reasonable support for its assessment of internal control over financial reporting.

Our Independence and Quality Control

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

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

Auditor's Responsibility and Approach

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

We performed our work in accordance with the FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting and the International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements other than the Audits or Reviews of Historical Financial Information (ISAE 3000) revised.

SIAO

That Standard requires that we comply with ethical requirements and plan and perform the limited assurance engagement to obtain limited assurance on whether any matters come to our attention that causes us to believe that the company did not establish and maintain an effective system of internal control over financial reporting in accordance with the ICFR framework.

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

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

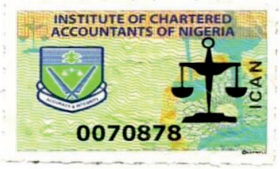
Accordingly, we do not express a reasonable assurance opinion on whether the company established and maintained an effective system of internal control over financial reporting.

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

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

For: SIAO Partners (Chartered Accountants)

FRC/2022/COY/932774



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Joshua Ansa

Partner

FRC/2013/ICAN/00000001728

Date: 27th March 2026

SIAO

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Website: www.siao-ng.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders of MRS Oil Plc

Report on the Audit of the Financial Statements for the year ended 31st December, 2025

Opinion

We have audited the financial statements of MRS Oil Plc (**the Company**), which comprise the statement of financial position as at December 31, 2025 and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of **MRS Oil Plc** as at December 31, 2025 and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) applicable and in the manner required by the Financial Reporting Council Act 2011 as amended, Companies and Allied Matters Act, 2020 and the Investments and Securities Act 2025.

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 International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. 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 judgment, 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. The following key audit matters were identified:

Key Audit Matters	How our audit addressed the key Audit Matters
Valuation of Employee Benefit Obligation ***Refer to note 22a in the financial statements*** Management has estimated the value of employee benefit liabilities in the financial statements to be N90.96 million as at year ended 31st December, 2025 based on a liability adequacy test carried out by an external firm of actuaries. The valuation depended on a set of key assumptions, and significant judgements including supposition that: ---- The information and explanations provided by MRS Oil Plc are correct and complete as at material time; ---- The projects are based on a number of assumptions as to future conditions and events, The outcome of these conditions and events may be different from the assumptions; ---- The difference between the discount rate and the salary increase assumption is more important than their absolute values.	Our procedures in relation to management's valuation of employee benefit liabilities using a firm of Actuaries include: - Evaluate and validate controls over employee benefit obligation; - Evaluate the independent external actuary's competence, capability and objectivity; - Assessing the methodologies used and the appropriateness of the key assumptions are stated below: - Checking the accuracy and relevance of data provided to the actuary by management; - Reviewing the result based on the transactions. - Confirm the value's registration with FRC.

-The economic assumptions used in this valuation are based on a standard set of IAS19 economic assumptions determined using the best estimate approach.

The discount rate used is in line with reference to yields on Nigeria Government bonds with the nearest expected duration as complied by the Financial Markets Dealers Quotation (FMDQ).

We assessed the disclosures on note 22a and found them to be appropriate based on the assumptions and test result.

Share Repurchase

Refer to note 21a in the financial statements

During the year, the company successfully completed the process for delisting from the NGX Resulting from the delisting, the repurchased 32,288,127 Ordinary shares from dissenting shareholders at the price of N135 per share. The total of N4,358,897,145.00 was paid for the repurchased shares. The 32,288,127 ordinary shares represent 9.42 percent of the total Ordinary shares of the company.

How our audit addressed the key Audit Matters

Our procedures in relation to management's disclosures include:
-Reviewed the board of directors' minutes of meetings and resolutions on delisting and the repurchased shares.
-Confirmed process undertaken by management.
-Check the price per share agreed with dissenting shareholders;
-Confirm the total value of share repurchased;

Other information

Management is responsible for the Other Information. The Other Information comprises all the information in the **MRS Oil Plc** 2025 annual report other than the financial statements and our auditors' report thereon ("the Other Information").

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

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

Based on the work we have performed on the other information obtained prior to the date of this auditors' report, if we conclude that there is a material misstatement of the Other Information; we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standard (IFRSs) and in the manner required by the Companies and Allied Matters Act, 2020, Financial Reporting Council Act 2011 and the Investments and Securities Act 2025. This responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Company's financial reporting process.

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. We report our opinion solely to you, as a body, in accordance with section 359 (1) of the Companies and Allied Matters Act, 2020 and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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 financial statements.

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

- Identify and assess the risks of material 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 our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the g audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee 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 the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationship and other matters that may reasonably be thought to bear on our independence.

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

Report on Other Legal and Regulatory Requirements

Contravention of Regulatory Guidelines

The company did not contravene any law or regulation during the year.

Compliance with the FRC guidance for reporting the effects of COVID-19 on business operations

The Company complied with the guidance provided by the Financial Reporting Council (FRC) for reporting the impact of COVID-19 on its operations. Also, we confirm that we have obtained sufficient appropriate audit evidence regarding going concern applicability. We conclude, based on the audit evidence obtained up to the date of our auditor's report that no material uncertainty exists about the Company's ability to continue as a going concern.

Compliance with the requirements of the Companies and Allied Matters Act, 2020

The Companies and Allied Matters Act require that in carrying out our audit we consider and report to you on the following matters. We confirm:

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

ii) In our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books;

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

INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
0070877
ICAN

For: S I A O
(Chartered Accountants)
Ikoyi, Lagos

Engagement Partner: Joshua Ansa, FCA
FRC/2013/ICAN/00000001728

Date: 27th March, 2026

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	Notes	31 Dec. 2025	31 Dec. 2024
		₦'000	₦'000
Revenues	5	694,269,102	312,229,522
Cost of sales	8	(663,010,059)	(288,331,759)
Gross profit		**31,259,043**	**23,897,763**
Other income	6	1,347,897	646,777
Administrative expenses	10	(15,537,594)	(9,727,448)
Selling and distribution expenses	9	(4,171,944)	(1,736,830)
Net foreign exchange gain/(loss)	12a(ii)	(832,023)	(1,289,519)
Impairment loss on financial assets	30a	(1,544,995)	(2,074,536)
Operating profit		**10,520,385**	**9,716,207**
Finance income	11	260,742	266,432
Finance costs	11	(218,107)	(135,616)
Net finance costs	11	42,635	130,816
Profit before Taxation		**10,563,020**	**9,847,023**
Income tax expense	14b	(4,692,624)	(3,350,106)
Profit after tax		5,870,396	6,496,917
Profit after tax for the year		5,870,396	6,496,917
Other Comprehensive Income, net of income tax		-	-
Total comprehensive income for the year		5,870,396	6,496,917
Earnings per share			
Basic and diluted earnings per share (Naira)	13	17.12	18.95

The accompanying notes on pages 51 to 90 form an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	31 Dec. 2025	31 Dec. 2024
		₦'000	₦'000
Assets			
Non-current assets			
Property, plant and equipment	15	32,670,855	33,325,681
Right of use assets	29(i)	473,782	545,941
Intangible assets	16	236,361	144,675
Total non-current assets		**33,380,998**	**34,016,297**
Current Assets			
Inventories	19	36,235,772	25,733,928
Withholding tax receivables	18	95,587	56,928
Prepayments	27	211,622	317,591
Trade and other receivables	17	10,120,074	27,190,870
Cash and cash equivalents	20	11,872,894	18,457,553
Total current assets		**58,535,949**	**71,756,870**
Total assets		**91,916,947**	**105,773,167**
Equity			
Share capital	21(a)	171,442	171,442
Retained earnings	21(b)	29,138,166	28,137,610
Total equity		**29,309,608**	**28,309,052**
Liabilities			
Non-current liabilities			
Employee benefit obligation	22(a)	90,956	8,072
Provisions	28	220,404	173,206
Lease liabilities	29(iii)	202,305	119,119
Deferred tax liabilities	14(e)	1,570,697	1,431,373
Total non-current liabilities		**2,084,362**	**1,731,770**
Current liabilities			
Contract liabilities	23	846,244	5,270,417
Dividend payable	24(b)	1,034,003	685,616
Trade and other payables	25	53,092,455	66,355,409
Lease liabilities	29(iii)	581,942	503,446
Tax payable	14(d)	4,968,333	2,917,457
Total current liabilities		**60,522,977**	**75,732,345**
Total liabilities		**62,607,339**	**77,464,115**
Total equity and liabilities		**91,916,947**	**105,773,167**

Approved by the Board of Directors on 26 March 2026 and signed on its behalf by:



Mr. Marco Storari
(Managing Director)
FRC/2020/003/00000022083



Dr. Amobi D. Nwokafor
(Director)
FRC/2013/ICAN/000000002770



Mr. Muideen Salami
(Chief Finance Officer)
FRC/2024/PRO/ICAN/001/099517

The accompanying notes on pages 51 to 90 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the Year Ended 31 December 2025

	Share capital	Retained earnings	Total equity
	₦'000	₦'000	₦'000
Balance as at 1 January 2024	171,442	22,439,789	22,611,232
Total comprehensive income:			
Profit for the year	-	6,496,917	6,496,917
Total comprehensive income for the year	-	6,496,917	6,496,917
Transactions with owners of the Company			
Dividend declared		(809,208)	(809,208)
Write-back of statute barred dividend Note 24 (b)	-	10,111	10,111
Total transactions with owners of the Company	**-**	**(799,097)**	**(799,097)**
Balance as at 31 December 2024	**171,442**	**28,137,610**	**28,309,052**

	Share capital	Retained earnings	Total equity
	₦'000	₦'000	₦'000
Balance as at 1 January 2025	171,442	28,137,610	28,309,052
Total comprehensive income:			
Profit for the year	-	5,870,396	5,870,396
Total comprehensive income	-	5,870,396	5,870,396
Transactions with owners of the Company			
Dividend declared		(510,898)	(510,898)
Treasury shares	-	(4,358,941)	(4,358,941)
Total transactions with owners of the Company	**-**	**(4,869,840)**	**(4,869,840)**
Balance as at 31 December 2025	**171,442**	**29,138,166**	**29,309,608**

STATEMENT OF CASH FLOWS

For the Year Ended 31 December 2025

	Notes	31 Dec. 2025	31 Dec. 2024
		₦'000	₦'000
Cash flows from operating activities:			
Profit after tax		5,870,396	6,496,917
Adjustments for:			
Depreciation on PPE	15	1,746,362	1,135,072
Depreciation on Right of Use Assets	29(i)	132,199	322,630
Amortisation of intangible assets	16	115,519	83,128
Finance income	11	(260,742)	(266,432)
Finance costs	11	218,107	135,616
Loss on sale of property, plant and equipment	6,10	1,079,897	41,242
Loss on Reversal of Expired ROU Asset	-	-	6,179
Non cash addition to lease	29(iii)	-	13,483
Net foreign exchange loss	12(a(ii)	832,023	1,289,520
Provision for/(Reversal of)/ long service award	22(c)	82,884	(451)
Impairment of Impairment loss on trade receivables	30(a)	1,528,901	2,052,257
Impairment of Petroleum Equalization Fund receivables	30(a)	8,888	8,888
Impairment of Related party receivables	30(a)	7,206	13,392
(Reversal)/Impairment of impairment on Inventory	19(a)	-	7,855
Taxation	14	4,692,624	3,350,106
		16,054,264	**14,689,402**
Changes in:			
- Inventories		(10,501,844)	(18,110,352)
- Trade, other receivables		16,220,897	(8,322,292)
- Prepayments		105,969	(128,926)
- Contract liability (Customer Advance received)		(4,424,173)	(565,312)
- Trade and other payables		(13,848,535)	43,164,024
Cash generated from operations		**3,606,577**	**30,726,545**
Income taxes paid	14(d)	(2,502,424)	(1,432,486)
Net cash generated from operating activities		**1,104,153**	**29,294,059**
Cash flows from investing activities:			
Proceeds from sale of property, plant and equipment		3,327,458	224,811
Purchase of property, plant and equipment	15	(5,498,892)	(15,305,971)
Additions to ROU assets	29(i)	(55,000)	(210,169)
Purchase of Intangible Assets	16	(207,205)	-
Interest received	11	260,742	266,432
Net cash used for investing activities		**(2,172,897)**	**(15,024,897)**
Cash flows from financing activities:			
Short term borrowings	26	-	1,411,105)
Lease terminated/divested	29(iii)	(14,265)	(37,376)
Lease Payment	29(iii)	-	(11,400)
Dividends paid	24	(162,511)	(218,050)
Treasury shares	24	(4,358,941)	-
Interest paid	11	-	(5,046)
Net cash used in financing activities		**(4,535,718)**	**(1,682,977)**
Net change in cash and cash equivalents		(5,604,462)	12,586,185
Cash and cash equivalents at 1 January		18,457,553	5,907,533
Effect of movements in exchange rates on cash held		(980,197)	(36,165)
Cash and cash equivalents at 31 December 2025	20	**11,872,894**	**18,457,553**

The accompanying notes on pages 51 to 90 form an integral part of these financial statements.

FINANCIAL STATEMENTS

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NOTES TO THE FINANCIAL STATEMENTS

1. REPORTING ENTITY

The Company was incorporated as Texaco Nigeria Limited (a privately owned Company) on 12 August 1969 and was converted to a Public Limited Liability company quoted on the Nigerian Stock Exchange in 1978, as a result of the 1977 Nigerian Enterprises Promotions Decree. The Company is domiciled in Nigeria and its shares are listed on the Nigerian Stock Exchange (NSE). The Company's name was changed to Texaco Nigeria Plc. in 1990 and again on 1 September 2006 to Chevron Oil Nigeria Plc.

On 20 March 2009, there was an acquisition of Chevron Africa Holdings Limited, (a Bermudian Company) by Corlay Global SA of Moffson Building, East 54th Street, Panama, Republic of Panama. By virtue of this foreign transaction, Chevron Nigeria Holdings Limited, Bermuda changed its name to MRS Africa Holdings Limited, Bermuda.

The new management of the Company announced a change of name of the Company from Chevron Oil Nigeria Plc to MRS Oil Nigeria Plc ("MRS") effective 2 December 2009 following the ratification of the name change of the Company at the 40th Annual General Meeting of the Company on 29 September 2009.

The Company is domiciled in Nigeria and has its registered office address at: 2, Tincan Road Lagos, Nigeria.

The Company is principally engaged in the business of marketing and distribution of refined petroleum products, blending and selling of lubricants and manufacturing and selling of greases.

2. BASIS OF PREPARATION

a. Statement of compliance

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

b. Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

c. Composition of Financial statements

The financial statements comprise:

i. Statement of profit or loss and other comprehensive income
ii. Statement of financial position
iii. Statement of changes in equity
iv. iv. Statement of cash flows

d. Financial Period

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

e. Functional and presentation currency

These financial statements are presented in Nigerian Naira, which is the Company's functional currency. All financial information presented in Naira have been rounded to the nearest thousand unless stated otherwise.

f. Significant changes in the current reporting year

Some notable developments with significant impact on our industry took place during the year. Dangote refinery has since became operational producing refined petroleum products. Following increase in local refining capacity and government' full deregulation policy in force, the industry has been characterized with stiff competition emanating from the price war between the importers and the Dangote refinery and therefore resulted in significant margin contraction. These developments brought a lot of changes into the downstream sector of the economy. While the operations at the Dangote refinery has enhanced product supply, putting an end to the incessant scarcity experienced in the past, the implementation of full deregulation caused a massive increase in the pump price of PMS and other petroleum products. The industry witnessed a healthy competition as marketers have options between importing and buying locally. On the supply side, the industry witnessed significant reduction in importation of petroleum products since the commencement of Dangote refinery production. This trend would continue as the refinery gears towards reaching its full production capacity. Given the positive developments in the industry with potential to make Nigeria self-sufficient in the energy production for local consumption and a net exporter of refined products, the company has focused its strategies on sustaining it recent successes and gaining more competitive advantage in the market.

g. Going Concern

The directors have evaluated all the events and conditions that may cast significant doubts on the ability of the company to continue as a going concern and also its operations in the foreseeable future and reached a conclusion that, the Company will continue in business without the existence of a material uncertainty about the company's ability to operate as a going concern.

3. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATING UNCERTAINTY

Use of judgements and estimates

In applying the Company's accounting policies, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make 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 estimates are recognized in the year in which the estimates are revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future year.

Critical judgements in applying the Company's accounting policies.

In the current year, the management have not made any significant or critical judgments in applying accounting policies that would have significant effects on the amounts recognized in these financial statements.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may 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.

i. Recoverability of financial assets-Account receivables

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

The Company has recognized a loss allowance of 100% against all receivables over 365 days past due, because historical experience has indicated that these receivables are generally not recoverable. There has been no change in the estimation techniques or significant assumptions made during the current reporting year. The Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, except where there is adequate security. None of the trade receivables that have been written off are subject to enforcement activities. Trade receivables are considered to be past due when they exceed the credit period granted. Note 30 explains more about the impairment of financial assets.

ii. Impairment assessment of cash generating unit

The Company assesses whether there are any possible indicators of impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable, or at least at every reporting date. Such indicators include changes in the, Company's business plans, changes in commodity prices, evidence of physical damage and, for oil and gas properties, significant downward revisions of estimated recoverable volumes or increases in estimated future development expenditure. At the end of the year, the Company's market capitalization exceeded its carrying amount of net assets by NGN41.2b which confirms that there is no indication for impairment. The Company has a single CGU, whose carrying amount is reflected in the net assets position.

An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is higher of its fair value less costs of disposal and value -in -use. The company performed a value in use computation, which required an estimation of future cash flows from the cash generating unit, the estimation of future growth rates, considering historical performance and external macroeconomic variables, the determination of an appropriate discount rate and other internal and market based assumption.

The directors applied significant judgments in determining the appropriate inputs used for the value in use computation. Changes in these inputs, could have a material impact on the recoverable amount of the CGU.

Based on the above the directors have determined that the recoverable amount as at 31 December 2025 of the CGU is higher than the carrying amount, and accordingly no impairment of the CGU is required as at that date.

4. ACCOUNTING POLICIES

The accounting policies set out below have been

applied consistently to all periods presented in these financial statements except where otherwise indicated.

A. Foreign currency transactions

Transactions denominated in foreign currencies are translated and recorded in Nigerian Naira at the spot rates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the rates of exchange prevailing at that date. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate on the date of the transaction.

Foreign currency differences arising on translation are recognized in profit or loss within the administrative expenses.

B. Financial instruments

Financial assets and financial liabilities are recognized in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Cash and cash equivalents

In the statement of financial position, cash and bank balances comprise cash (i.e. cash on hand and demand deposits) and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

Bank balances for which use by the Company is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. During the reporting period, the Company does not have any Contractual restrictions affecting use of bank balances. If the contractual restrictions to use the cash extend beyond 12 months after the end of the reporting period, the related amounts are classified as non-current in the statement of financial position.

C. Recognition and initial measurement

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. 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 recognized immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized 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 recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

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

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flow.
- 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.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit impaired on initial recognition), 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) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortized cost of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted

for any loss allowance. The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI are measured at FVTPL. Specifically.

Investments in equity instruments are classified as at FVTPL, unless the Company designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition. Debt instruments that do not meet the amortized cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortized cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Company has not designated any debt instruments as at FVTPL.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on investments in debt instruments that are measured at amortized cost or at FVTOCI, trade receivables and contract assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The Company always recognizes lifetime expected credit losses (ECL) for trade receivables, contract assets and lease receivables.

The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

D. Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

E. Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

F. Offsetting

Financial assets and financial liabilities are off-set and the net amount presented in the statement of financial position when, and only when the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

G. Property, plant and equipment

i. Recognition and measurement

Property, plant and equipment are tangible items that are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes and are expected to be used during more than one period. Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. Property, plant and equipment under construction are disclosed as capital work-in-progress.

The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a

working condition for their intended use including, where applicable, the costs of dismantling and removing the items and restoring the site on which they are located and borrowing costs on qualifying assets. If significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

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

ii. Subsequent expenditure

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

iii. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, and capitalized at such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in profit or loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

iv. Depreciation

Depreciation is calculated to write off the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment which reflects the expected pattern of consumption of the estimated useful lives for the current and comparative years are as follows:

Freehold Land	Not depreciated
Buildings	10 to 25 years
Plant and Machinery	10 to 20 years
Furniture and Fittings	5 years
Automotive equipment	4 to 10 years
Computer equipment	3 years
Office equipment	5 years

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

The Company has carried out a review of the residual values and useful lives of property, plant and equipment during the year and that has not highlighted any requirement for an adjustment to the residual lives and remaining useful lives of the assets for the current or future periods.

Capital work-in-progress is not depreciated. The attributable cost of each asset is transferred to the relevant asset category immediately the asset is available for use and depreciated accordingly.

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

v. Impairment of property, plant and equipment and intangible assets

At each reporting date, the company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with an indefinite useful life

are tested for impairment at least annually and whenever there is an indication at the end of a reporting period that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

H. Intangible assets

i. Recognition and measurement

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses.

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

ii. Subsequent expenditure

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

iii. Amortization of intangible assets

Amortization is calculated over the cost of the asset, or other amount substituted for cost, less its residual

value. Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. The useful life for computer software is 3 years.

Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized. Impairment of intangible assets is assessed at the end of each reporting period where there is an indication that the carrying amount is higher than its recoverable amount. Impairment assessment involves comparing the asset's carrying amount with the higher of it fair value less cost to sell and its value in use.

I. Leases

The Company has applied IFRS 16 in reporting assets under lease in which case Right of Use assets and corresponding lease liabilities is recognized accordingly. The details of accounting policies under IFRS 16 are disclosed hereunder.

i As a lessee

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

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

The incremental borrowing rate depends on the term, currency and start date of the lease and is determined based on a series of inputs including: the risk- free rate based on government bond rates; a country- specific risk adjustment; a credit risk adjustment based on bond yields; and an entity-specific adjustment when the risk profile of the entity that enters into the lease is different to that of the Company and the lease does not benefit from a guarantee from the Company

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

- fixed payments, including in-substance fixed payments;
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

Notes to the financial statements

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' in the statement of financial position.

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

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

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

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

J. Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories includes expenditure incurred in acquiring the inventories, incurred in bringing them to their existing location and condition but excludes reimbursable costs or other costs subsequently recoverable by the Company.

In the case of manufactured/ blended inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

The bases of costing inventories are as follows:

Product Type	Cost Basis
Refined petroleum products AGO, ATK, PMS, LPG, Lubricants and greases	Weighted average cost

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Inventory values are adjusted for obsolete, slow-moving or defective items.

K. Impairment

i. Non-derivative financial assets

Financial assets not classified at fair value through profit or loss are assessed at each reporting date to determine whether there is objective evidence of impairment. Objective evidence that financial assets maybe impaired includes

- default or delinquency by a debtor;
  restructuring of an amount due to the Company on terms that the Company would not consider otherwise;
  indications that a debtor or issuer will enter

bankruptcy;
- adverse changes in the payment status of borrowers or issuers;
- the disappearance of an active market for a security; or
- observable data indicating that there is measurable decrease in expected cash flows from a Company of financial assets

The Company considers evidence of impairment for these assets at both an individual asset and collective level. All individually significant assets are individually assessed for impairment. Those found not to be impaired are then collectively assessed for any impairment that has been incurred but not yet individually identified. Assets that are not individually significant are collectively assessed for impairment. Collective assessment is carried out by Companying together assets with similar risk characteristics

In assessing collective impairment, the Company uses historical information on timing of recoveries and the amount of loss incurred, and makes adjustment if current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss is calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

ii. Non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest Company of assets that generates cash flows from continuing use that are largely independent of the cash flows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

L. Employee benefits

i. Defined contribution plan

A defined contribution plan is a post-employment benefit plan (pension fund) under which the Company 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 line with the provisions of the Pension Reform Act 2014, the Company has instituted a defined contribution pension scheme for its permanent staff. Employees contribute 8% each of their basic salary, transport and housing allowances to the Fund on a monthly basis. The Company's contribution is 10% of each employee's basic salary, transport and housing allowances. Staff contributions to the scheme are funded through payroll deductions while the Company's contribution is recognized in profit or loss as employee benefit expense in the years during which services are rendered by employees.

ii. Other long-term employee benefits

The Company's other long-term employee benefits represents a Long Service Award scheme instituted for all permanent employees. The Company's obligations in respect of this scheme is the amount of future benefits that employees have earned in return for their service in the current and prior years. The benefit is discounted to determine its present value. The discount rate is the yield at the reporting date on Federal Government of Nigeria issued bonds that have maturity dates approximating the term of the Company's obligation.

The calculation is performed using the Projected Unit Credit method. Remeasurements are recognized in profit or loss in the year in which they arise. Although the scheme was not funded, the Company

ensured that adequate arrangements were in place to meet its obligations under the scheme.

iii. Terminal benefits

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognizes costs for a restructuring. If the benefits are not expected to be settled wholly within 12 months of the end of the reporting year, then they are discounted.

iv. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonuses if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

M. Provisions, Contingent Liabilities and Assets

Provisions

Provisions comprise liabilities for which the amount and timing are uncertain. They arise from litigation and other risks. A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Restoration provisions

Provisions for the costs to restore leased plant assets to their original condition, as required by the terms and conditions of the lease, are recognized when the obligation is incurred, either at the commencement date or as a consequence of having used the underlying asset during a particular period of the lease, at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company, or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are only disclosed and not recognized as liabilities in the statement of financial position.

Contingent assets

A contingent asset is a possible asset whose existence will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the company. Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the company.

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. However, the company is required to disclose a brief description of the nature of the contingent assets at the reporting date. When the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the financial statements of the period in which the change occurs.

N. Revenue

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over its products to a customer.

Revenue recognition depends on whether the customer took delivery of the products directly from our depot using their own delivery vehicles or whether the Company delivered to the customer using the third party transporters. For the former, revenue is recognized when the customer picks up the products from the Company's depots and the latter, when delivery is made; the customer does the delivery confirmation on portal hence, revenue is recognized at that point in time.

If it is probable that discounts will be granted and the amount could be measured reliably, then the discount is recognized as a reduction of revenue as the sales are recognized.

In respect of Lubricants, the recognition of revenue is done upon customers taking control of the product

which is usually when the products are picked up from our various warehouses. The warehouse officers do the shipment, customer account is impacted and the revenue account is also credited.

Any payment received from customers for which the product has not been delivered is not recognized as revenue but contract liability pending when the product is delivered.

O. Finance income and finance costs

The Company's finance income and finance costs include:

- interest income;
- interest expense;
- interest on lease liabilities

Unwinding of the discount on provisions.

Interest income or expenses are recognized in profit or loss using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis. Finance costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the related assets. Finance costs that are directly attributable to the importation of Premium Motor Spirit (PMS) and other products are classified as part of the product landing cost.

Foreign currency gains and losses are reported on a net basis.

P. Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

The Company had determined that interest and penalties relating to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore are accounted for under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

i. Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates statutorily enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The Company is subject to the Companies Income Tax Act (CITA), Tertiary Education Trust Fund (Establishment Act 2011). Tertiary education tax is assessed at 3% of assessable profit while Company income tax is assessed at 30% of taxable profit.

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;

- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

- Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans approved by the board of the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date. The

measurement of deferred tax reflects the tax consequences that would follow from the manner the company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

iii. Minimum tax

The Company is subject to the Companies Income Tax Act (CITA). Total amount of tax payable under CITA is determined based on the higher of two components namely, Company Income Tax (based on taxable income (or loss) for the year); and Minimum tax (determined as 0.50% of the qualifying company's turnover less franked investment income).

Where the minimum tax charge is higher than the Company Income Tax (CIT), a hybrid tax situation exists. In this situation, the CIT is recognized in the income tax expense line in the profit or loss.

Q. Withholding tax receivables

Withholding taxes (WHT) are advance payments of income taxes deducted by the Company's customers at source upon payment. WHT receivables are measured at cost.

The Company utilizes WHT credits against current tax liabilities if, and only if, the entity has a legally enforceable right to set off the recognized amounts, and it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The tax asset is reviewed at each reporting date and written down to the extent that it is no longer probable that future economic benefit would be realized.

Tax asset written down are recognized in profit or loss as income tax expense.

R. Earnings per share (EPS)

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

S. Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses. All operating segments' results are reviewed regularly by the Managing Director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Managing Director include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

The company has identified three operating segments which are:

i. Retail/Commercial & Industrial- this segment is responsible for the sale and distribution of refined products to retail and industrial customers.
ii. Aviation- this segment involves in the sales of Aviation Turbine Kerosene (ATK).
iii. Lubricants - this sells lubricants and greases.

T. Statement of cash flows

The statement of cash flows is prepared using the indirect method. Changes in statement of financial position items that have not resulted in cash flows have been eliminated for the purpose of preparing the statement. Dividends paid to ordinary shareholders are included in financing activities. Finance costs paid is also included in financing activities while finance income is included in investing activities.

U. Joint arrangement

The Company's joint arrangement is in respect of its interests in joint aviation facilities held with other parties. These Financial Statements include the Company's share of assets, liabilities, revenue and expenses of the joint arrangement. The Company capitalizes, recognize as asset and depreciate accordingly its share of Capital budget of jointly owned facility. For operating expenses this is shared based on each partner's volume sold is recognized as profit or loss items.

V. Share capital

The Company has only one class of shares, ordinary shares. Ordinary shares are classified as equity. When new shares are issued, they are recorded in share capital at their par value. The excess of the issue price is recorded in the share premium reserve. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects are recognized as a deduction from equity.

W. Prepayments

Prepayments are payments made in advance for services to be enjoyed in future. The amount is initially capitalized in the reporting period in which the payment is made and subsequently amortized over the period in which the service is to be enjoyed

X. Contract liabilities

Contract liabilities are company's obligations to transfer goods or services for which payments have been received in advance from the customers. Contract liabilities are deferred revenue recognized under current liabilities pending when the obligation to transfer goods or services to the customer is fulfilled; when the liabilities would be recognized as revenue.

Y. Administrative expenses

Administrative expenses are recognized in respect of goods and services received incurred for running the company's operations other than its cost of sales. Accruals are made in respect of expenses that have been incurred in a particular period but yet to be paid for. Provision is made when an obligation exists for a future liability in respect of a past event and where the amount of the obligation can be reliably estimated. Administrative expenses are charged to profit or loss account in the period they are incurred under relevant expense heads.

Z. Cost of Sales and other incomes

Cost of sales relate to all costs associated with generating revenue in a given period. The cost includes amount incurred for buying petroleum and lubricant products, freight charges, regulatory fees associated with product supply. The cost of sales also includes write-downs of inventories, where deemed necessary by the management.

Other income

Other income is income arising from the activities outside of the main business of the company. This includes income from rental, gain on asset disposal and income from storage services. Other income is recognized at fair value in the profit or loss when the right to receive income is established, using the accrual concept.

4. NEW AND AMENDED IFRS STANDARDS

4.1 New and amended IFRS standards that are effective for the current year

In the current year, the company has applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2025. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

i. Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates titled Lack of Exchangeability

The IASB issued "Lack of Exchangeability" amendments to IAS 21 in August 2023, clarifying when a currency isn't exchangeable, how to estimate the appropriate exchange rate (often the first obtainable rate after exchangeability is restored), and required disclosures, ensuring consistency for entities translating foreign operations or net investments into a non-exchangeable currency. These amendments mandate a consistent approach for assessing lack of exchangeability, introducing guidance for determining the rate and detailing disclosures.

4.2 New and revised IFRS Standards in issue but not yet effective

At the date of authorization of these financial statements, the Company has not applied the following new and revised IFRS accounting standards that have been issued but are not yet effective:

New standards/Amendments	Description	Effective Date
Presentation and Disclosures in Financial Statements IFRS 18	Presentation and Disclosures in Financial Statements.	1 January 2027
"Amendments to IFRS 9 and IFRS 7"	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7, IFRS 9 Financial Instruments, IFRS 10 Consolidated Financial Statements, and IAS 7 Statement of Cash Flows	1 January 2026

The directors do not expect that the adoption of the standards listed above will have a material impact on the financial statement of the company in the future periods.

5 REVENUE

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Premium Motor Spirit (PMS)	653,759,640	272,476,112
Automotive Gas Oil (AGO)	11,801,712	13,250,031
Aviation Turbine Kerosene (ATK)	19,376,522	17,304,435
Lubricants and Greases	8,913,083	8,361,197
Liquefied Petroleum Gas (LPG)	418,144	837,748
	694,269,102	**312,229,522**

Revenue is recognised at a point in time and sales are mostly made to customers in Nigeria. Information on analysis of revenue by category is shown in Note 32.

6 OTHER INCOME

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Rental and lease income (Note 6(a))	3,260	-
Sundry income (Note 6(b))	1,141,358	99,900
Income on storage services	203,279	546,878
	1,347,897	**646,777**

a) Sundry income represents earnings from recoveries for solar installated in stations, non fuel revenues, other recoveries from station uniform and miscellaneous incomes.

b) Income from storage activities represents throughput earnings derived from storing third-party products in our facility.

7 EXPENSES BY FUNCTION

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Cost of sales (Note 8)	663,010,059	288,331,759
Selling and distribution expenses (Note 9)	4,171,944	1,736,830
Administrative expenses (Note 10)	15,537,594	9,727,448
	682,719,596	**299,796,037**

8 COST OF SALES

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Premium Motor Spirit (PMS)	621,875,678	248,705,177
Automotive Gas Oil (AGO)	11,595,221	12,515,168
Aviation Turbine Kerosene (ATK)	19,699,442	16,774,399
Lubricants and greases	8,497,242	7,447,706
Liquefied Petroleum Gas (LPG)	409,840	815,485
Freight expense	932,634	2,073,824
	663,010,059	**288,331,759**

9 SELLING AND DISTRIBUTION EXPENSES

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Rental of service stations, buildings and equipment	1,054,748	529,059
Advertising-Selling & Distribution	198,227	63,763
Station running expenses	29,213	61,325
Amortization expenses on Right of Use Assets (Note 29)	132,199	322,630
Other selling and Distribution expenses-Aviation Equipment Repairs	1,338,162	177,150
Other selling and Distribution expenses- Own truck diesel use	1,419,395	582,904
	4,171,944	**1,736,830**

10 (a) ADMINISTRATION EXPENSES

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Depreciation (Note 15(a))	1,746,362	1,135,072
Amortization of intangible assets (Note 16)	115,519	83,128
Fuel expenses for Office Generators & other admin use	2,448,797	1,646,594
Consultancy expense	614,998	197,879
Maintenance expense	1,223,070	273,985
Advertising expenses(Newspaper & Publications)	9,291	7,391
Management fees (Note 31 (c))	1,456,851	1,582,786
Directors' remuneration (Note 12(b)(iv))	94,438	114,852
Employee benefit expense (Note 12 (b)(i))	1,341,945	787,306
Bank Charges	306,940	204,914
Auditor's remuneration (Note 10(b(i))	31,520	31,520
Loss on sale of Property, plant and equipment	1,079,897	47,421
Local and international travel	350,852	94,533
Office expenses and supplies	731,325	653,320
Communication and postage	833,237	683,675
Insurance premium	1,222,237	670,815
Contract labour	1,455,602	1,066,279
Sponsorships and donations	3,439	-
Licenses and Levies	268,998	157,842
Utilities	20,045	22,457
Subscriptions	32,114	46,322
Board meetings and AGM expenses	62,364	120,420
Security	87,752	98,937
	15,537,594	**9,727,448**

(b (i)) Auditor's remuneration

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
	31,520	31,520
	31,520	**31,520**

(bii) Non-audit services paid to the statutory auditors

The company did not engage statutory auditor for Non-audit services during the year.

(biii) Loss on sale of Property, plant and equipment

TheCompanydisposesoffsomeofitsAGOpoweredtruckaspartofstrategicplantosupporttransitionto CNG-poweredfleetto achieve more cost optimization. This resulted in one-off cost under loss on disposal as shown above.

11 FINANCE INCOME AND FINANCE COSTS

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Finance Income		
Interest income on short-term bank deposits	260,742	266,432
Total finance income	**260,742**	**266,432**
Finance Cost Arising From Financial Liabilities Measuured At Amortised Cost		
Interest expense	-	5,046
Finance costs - others		
Unwind of discount on site restoration provision	47,199	27,433
Interest on lease liability ((Note 29(iii))	170,909	103,137
Total finance costs	**218,107**	**135,616**
Net finance costs (income)	**(42,635)**	**(130,815)**

a) Reconciliation of Finance Cost to Statement of Cash Flows

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Interest expense	-	5,046
Unwind of discount on site restoration provision	47,199	27,433
Interest on lease liability	170,909	103,137
Interest income on short-term bank deposits	(260,742)	(266,432)
Amount shown on the statement of cash flows	**(42,635)**	**(130,815)**

Analyzed as follows:

	31 Dec. 2024	31 Dec. 2023
	₦'000	₦'000
Interest income included in finance income(Note 11)	(260,742)	(266,432)
Finance cost shown on the Statement of Cash flows	218,107	135,616
	(42,635)	**(130,815)**

12 PROFIT BEFORE TAXATION

a(i) Profit before taxation is stated after charging (crediting):

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Depreciation (Note 15)	1,746,362	1,135,072
Amortisation of intangible assets (Note 16)	115,519	83,128
Management fees (Note 31(c))	1,456,851	1,582,786
Director's remuneration (Note 12(b)(iv))	94,438	114,852
Employee benefit expense (Note 12(b)(i))	1,341,945	787,306
Auditor's remuneration	31,520	31,520
Impairment of petroleum equalization fund receivables (Note 30(a)	8,888	8,888
(Reversal)/Impairment of related party receivables (Note 30)	7,206	13,392
Net movement of inventory write down	-	7,855
Impairment/(Reversal) of impairment on trade receivables (Note 30)	1,528,901	2,052,257
Net foreign exchange loss (Note 12 (b)	832,023	1,289,520

ii) Net foreign exchange gain/(loss)

Net foreign exchange loss is further broken down as follows:	31 Dec. 2025 ₦'000	31 Dec. 2024 ₦'000
(Gain)/loss on cash and bank balances	980,197	36,165
Gain/(loss) on vendor balances	585,581	1,462,957
(Gain)/loss on customer balances	(733,755)	(209,603)
	832,023	**1,289,519**

b) Directors and employees

i) Employee costs during the year comprise:

	31 Dec. 2025 ₦'000	31 Dec. 2024 ₦'000
Salaries and wages	934,476	603,349
Other employee benefits	241,599	126,832
Employer's pension contribution	82,986	57,576
Other long term employee benefit charge	82,884	(451)
	1,341,945	**787,306**

ii) The average number of full-time persons employed during the period (other than executive directors) was as follows:

	Number	
	31 Dec. 2025	31 Dec. 2024
Administration	33	29
Technical and production	13	8
Operations and distribution	62	24
Sales and marketing	65	14
	173	**75**

iii) Higher-paid employees of the Company and other than directors, whose duties were wholly or mainly discharged in Nigeria, received remuneration in excess of 1,000,000 (excluding pension contributions) in the following ranges:

	Number	
	31 Dec. 2025 ₦'000	31 Dec. 2024 ₦'000
1,000,001 - 2,000,000	26	-
2,000,001 - 3,000,000	4	-
3,000,001 - 4,000,000	10	-
4,000,001 - 5,000,000	27	-
5,000,001 - 6,000,000	10	1
6,000,001 - 7,000,000	6	2
7,000,001 - 8,000,000	8	11
8,000,001 - 9,000,000	7	2
9,000,001 - 10,000,000	9	2
10,000,001 - Above	66	57
	173	**75**

iv) Remuneration for directors of the Company charged to profit or loss account are as follows:

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Fees	5,500	5,500
Other emoluments	88,938	109,352
	94,438	**114,852**
The directors' remuneration shown above includes:		
Chairman	–	–
Highest paid director	**26,510**	**28,712**

Our directors received emoluments in the following ranges:

	Number	
	31 Dec. 2025	31 Dec. 2025
Nil	–	–
1,000,001 – 2,000,000	–	–
2,000,001 – 3,000,000	–	1
3,000,001 – 4,000,000	3	2
4,000,001 – 5,000,000	1	1
5,000,001 – 6,000,000	–	–
6,000,001 – 7,000,000	–	–
7,000,001 – above	3	3
	7	**7**

13 EARNINGS PER SHARE (EPS) AND DIVIDEND DECLARED PER SHARE

a) Basic EPS

	31 Dec. 2025	31 Dec. 2024
Earnings for the period attributable to shareholders (N'000)	5,870,396	6,496,917
Weighted average number of ordinary shares in issue (Unit'000)	342,885	342,885
Basic earnings per share	17.12	18.95

b) Diluted Earnings per share

The Company had no dilutive ordinary shares to be accounted for in these financial statements.

c) Dividend declared per share

The Company declared an interim dividends of N1.49k per share amounting to N510,398m during the year on 342,884,706 ordinary shares, being the ordinary shares in issue at the end of the year.

14 TAXATION

a) Applicablility of the Nigeria Tax Act 2025

The Nigeria Tax Act 2025 (the "Act") became effective from January 1, 2026, and introduced significant changes to some sections of the Companies Income Tax Act (CITA). The Company has applied the CITA related provisions of the Act in these financial statements.

bi) The Company has applied the provisions of the Nigeria Tax Act, which require that tax liability be determined based on the higher of the Income Tax payable or the Effective Tax Rate assessment, including the Development Levy. This applies in instances where a qualifying taxpayer does not have sufficient taxable profit to generate a conventional tax liability upon assessment.

ii) The tax charge for the period has been computed after adjusting for certain items of expenditure and income which are not deductible or chargeable for tax purposes, and comprises:

b) Amounts recognized in profit or loss

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Current tax expense:		
Income tax	3,903,749	1,987,572
Development levy	649,551	
Tertiary education tax	–	417,622
NASENI	–	24,618
Nigeria Police Trust Fund	–	4 92
Changes in estimate related to prior periods		–
	4,553,300	**2,430,305**
Deferred tax (credit)/expense:		
Origination and reversal of temporary differences	139,324	919,801
Income tax expense/(credit)	**4,692,624**	**3,350,106**

c) Reconciliation of effective tax rates

The tax on the Company's profit before tax differs from the theoretical amount as follows:

	31 Dec. 2025	31 Dec. 2024	31 Dec. 2025	31 Dec. 2024
	%	%	₦'000	₦'000
Profit before tax			10,563,020	9,847,023
Income tax using the statutory tax rate	30.00	30.00	3,168,906	2,954,107
Impact of tertiary education tax	–	3.00	–	295,411
Impact of (NASENI)	–	0.25	–	24,618
Impact of minimum tax	–	0.50	–	49,235
Impact of Police Trust Fund	–	0.01	–	4 92
Effect of tax incentives	–	(10.40)	–	(906,026)
Non deductible expenses	–	10.25	–	932,270
Difference in CIT rate and TET rate	–	–	–	–
Changes in estimates related to prior periods	–	–	–	–
Other differences	–		1,523,718	–
Total income tax expense in income statement			**4,692,624**	**3,350,106**

* CIT- Company Income Tax, TET- Tertiary Education Tax, NASENI-National Agency for Science and Engineering Infrastructure

d) Movement in current tax liability

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance at beginning of the period	2,917,457	1,919,638
Payments during the period	(2,502,424)	(1,432,486)
Current tax	4,553,300	2,430,305
Changes in estimate related to prior periods	–	–
	4,968,333	**2,917,457**

e) Recognised deferred tax assets and liabilities

	Assets		Liabilities		Net	
	31 Dec. 2025	31 Dec. 2024	31 Dec. 2025	31 Dec. 2024	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
Property, plant and equipment		-	3,985,374	3,180,595	3,985,374	3,180,595
Trade receivables	(1,845,408)	(1,508,478)	-	-	(1,845,408)	(1,508,478)
Inventories	(2,838)	(2,838)	-	-	(2,838)	(2,838)
Unrealized exchange loss	(157,026)	(90,893)	-	-	(157,026)	(90,893)
Intangible Asset	(175,505)	(137,384)	-	-	(175,505)	(137,384)
Provisions - ARO	(233,900)	(9,629)	-	-	(233,900)	(9,629
	(2,414,677)	**(1,749,222)**	**3,985,374**	**3,180,595**	**1,570,697**	**1,431,373**

f) Movement in temporary differences during the period

	1-Jan-24	Recognised in Profit or loss	31-Dec-24	Recognised in Profit or loss	31-Dec-25
	₦'000	₦'000	₦'000	₦'000	₦'000
Property, plant and equipment	1,633,409	1,547,187	3,180,595	804,779	3,985,374
Trade receivables	(884,862)	(623,616)	(1,508,478)	(336,930)	(1,845,408)
Inventories	(246)	(2,592)	(2,838)	-	(2,838)
Provisions - ARO	(47,529)	37,901	(9,629)	(224,271)	(233,900)
Unrealized exchange loss	(172,820)	81,927	(90,893)	(66,133)	(157,026)
Intangible Assets	(16,379)	(121,005)	(137,384)	(38,121)	(175,505)
	511,572	**919,802**	**1,431,373**	**139,324**	**1,570,697**

15 PROPERTY, PLANT AND EQUIPMENT

a) The movement on these accounts was as follows:

	Freehold Land	Building	Plant & Machinery	Automotive Equipment	Computer & Office Equipment	Furniture & Fittings	Capital Work in Progress	Total
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
Cost:								
Balance at 1st January 2024	7,978,887	7,042,925	11,045,557	1,420,831	1,641,927	265,894	4,032,633	33,428,655
Additions	162,688	2,784,577	1,091,225	6,774,475	438,036	30,751	4,024,219	15,305,971
Disposals	(172,349)	(116,630)	(97,660)	-	-	-	-	(386,639)
Balance as at 31st December 2024	7,969,226	9,710,872	12,039,122	8,195,306	2,079,963	296,645	8,056,852	48,347,986
Balance at 1st January 2025	7,969,226	9,710,872	12,039,122	8,195,306	2,079,963	296,645	8,056,852	48,347,986
Additions	102,000	670,655	751,690	3,647,491	319,292	7,764	-	5,498,892
Reclassification				2,758,546			(2,758,546)	-
Disposals	-	(30,472)	(15,084)	(4,924,938)	-	(41)	-	(4,970,535)
Balance as at 31 December 2025	8,071,226	10,351,055	12,775,728	9,676,404	2,399,255	304,368	5,298,306	48,876,343
Accumulated Depreciation And Impairment								
Balance as at 1st January 2024	-	3,034,819	8,781,735	1,007,335	973,376	210,551	-	14,007,816
Charge for the year	-	322,715	306,139	300,402	188,086	17,730	-	1,135,072
Disposal	-	(30,246)	(90,341)	-	-	-	-	(120,587)
Balance as at 31st December 2024	-	3,327,288	8,997,534	1,307,737	1,161,461	228,282	-	15,022,301
Accumulated Depreciation And Impairment								
Balance at 1st January 2025	-	3,327,288	8,997,534	1,307,737	1,161,461	228,282	-	15,022,301
Charge for the year	-	374,458	371,840	727,133	252,815	20,117	-	1,746,362
Disposal	-	(5,271)	(10,142)	(547,727)	-	(39)	-	(563,179)
Balance as at 31 December 2025		3,696,474	9,359,232	1,487,144	1,414,276	248,359	-	16,205,484
Carrying Amounts								
Balance as at 31 December 2025	8,071,225	6,654,580	3,416,496	8,189,260	984,979	56,009	5,298,306	32,670,855
Balance as at 31st December 2024	7,969,225	6,383,583	3,041,588	6,887,568	918,502	68,363	8,056,852	33,325,681

15 (b) CAPITAL WORK IN PROGRESS:

The capital expenditure relates to funds committed to the improvement of our retail stations and other revenue generating unit, including solarization projects (i.e, deployemnt of solar power solutions to our retail station as alternative energy soure) that is yet to be completed.

(c) Pledge as security. None of the company asset is pledged as security for loan or any facility.

16 INTANGIBLE ASSETS

Intangible assets relate to the Company's accounting software application package and license. The movement on these accounts during the year was as follows:

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Cost		
Balance as at 1 January	560,989	283,560
Additions	207,205	277,428
Balance	**768,194**	**560,989**
Accumulated amortisation		
Balance as at 1 January	416,314	333,186
Charge for the year (Note 10)	115,519	83,128
Balance	**531,833**	**416,314**
Carrying amount	**236,361**	**144,675**

The amortization of accounting software is included in administrative expenses (Note 10)

17 TRADE AND OTHER RECEIVABLES

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Trade receivables (Note 17(a))	1,388,605	1,538,965
Bridging claims (Note 17(b))	6,398,328	6,407,215
Receivables from related parties (Note 17(d))	1,223,583	18,470,181
Employee receivables	20,913	53,148
Due from joint arrangement partners (Note 17(g)	21	21
Receivables- Pylon	-	(0)
Receivables from Registrar (Note 17(e))	120,230	123,635
Sundry receivables	962,834	597,145
Total financial assets	**10,114,514**	**27,190,310**
Non financial assets		
Advances paid to suppliers (Note 17(f))	5,560	560
	10,120,074	**27,190,870**

a) Trade receivables

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Gross trade receivables	6,980,748	5,602,207
Impairment allowance(Note 30(a)(iv))	(5,592,143)	(4,063,242)
Net trade receivables	**1,388,605**	**1,538,965**

b) Bridging Claims

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Gross bridging claims	7,082,065	7,082,065
Impairment allowance (Note 30(a)(iv))	(683,738)	(674,850)
Net bridging claims	**6,398,328**	**6,407,215**

Bridging claims relate to reimbursables from Nigeria Midstream and Downstream Petroleum Regulatory Authority (NMDPRA) for the costs incurred on transportation of Petroleum Motor Spirit (PMS) from supply points to the retail stations.

c) Due From Related Parties

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Gross receivable from related parties (Note 31 (e))	1,248,634	18,488,025
Impairment	(25,051)	(17,845)
Balance	**1,223,583**	**18,470,180**

The Company's exposure to credit risk and currency risks related to trade and other receivables are disclosed in Note 30(a)

d) Receivables From Registrar

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance at 1st January	123,635	21,717
Additions/payment	(3,405)	101,918
Balance as 31 December	**120,230**	**123,635**

This relates to portion of unclaimed Dividend currently held by the Company Registrars

e) Advances paid to suppliers

This relates to payments made to Nigeria National Petroleum Corporation Limited (NNPCL) for the supply of petroleum product as at the end of the year..

f) Due from joint arrangement partners

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance at 1st January	21	46,467
Movement	–	(46,446)
Balance	**21**	**21**

18 WITHHOLDING TAX RECEIVABLES

The movement on the withholding tax receivable account was as follows:

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance at 1st January	56,928	40,960
Additions	38,659	15,968
Balance	**95,587**	**56,928**

Payments made by customers of the Company are subject to a withholding tax in accordance with the Nigerian tax laws. The amount withheld is available to offset the actual tax liabilities. Based on the current tax laws, these withholding taxes do not expire.

19 INVENTORIES

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Premium Motor Spirit (PMS)	22,632,496	18,848,066
Automotive Gas Oil (AGO)	1,067,451	1,719,694
Aviation Turbine Kerosene (ATK)	2,947,302	2,682,838
Lubricants and greases	445,291	2,313,319
Liquefied Petroleum Gas (LPG)	153,798	165,231
Pylon for RORO stations(Note 19 (b)	8,887,082	-
Packaging materials and other sundry items	102,353	4,780
	36,235,772	**25,733,928**

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Gross inventory	36,244,372	25,742,528
Inventory write down (Note 19 (a)	(8,600)	(8,600)
Net inventory	**36,235,772**	**25,733,92**

(a) The movement in the allowance for write down in respect of inventories during the year was as follows:

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance at 1 January	(8,600)	(745)
Net movement of inventory write down	-	(7,855)
Balance as 31 December	**(8,600)**	**(8,600)**

(a) Pylon for RORO Stations:

This represents capital investment in branded station signages (pylons) deployed at RORO stations as part of the onboarding requirements. The installation of these pylons is a key condition for integrating new RORO stations into the Company's network, ensuring brand visibility, uniformity, and enhanced market presence across all affiliated outlets.

20 CASH AND CASH EQUIVALENTS

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Cash at bank and on hand	11,512,979	18,443,753
Short term deposits with banks	359,915	13,800
Cash and cash equivalents in the statement of financial position	11,872,894	18,457,553
Bank overdrafts used for cash management purposes (Note 26)	-	-
Cash and cash equivalents in the statement of cash flows	**11,872,894**	**18,457,553**

The Company's exposure to credit risk and currency risks are disclosed in Note 30 (a).

21 EQUITY

a) Issued and fully paid:

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
At 1 January, 304,786,406 ordinary shares of 50k each	171,442	171,442
Bonus issue of 38,098,301 shares of 50k each	-	-
As at date, 342,884,706 ordinary shares of 50k each		
Issued and fully allotted:	171,442	171,442

All ordinary shares rank equally with regard to the Company's residual assets. Holders of these shares are entitled to dividends asdeclared from time to time and are entitled to one vote per share at general meetings of the Company.

During the year, the Company voluntarily delisted from NGX to NASD which resulted to 32,288,127 of its shares ranked as Treasury shares. This portion of shares represent the shares held by the disssenting shareholder and was paid off at the price of N135 per share. The total value of these shares is N4,358,897,145. This represent 9.42 percent of total shares.

b) Retained earnings

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance at 1 January	28,137,610	22,439,789
Profit for the year	5,870,396	6,496,917
Statute barred dividend	-	10,111
Treasury shares	(4,358,941)	-
Dividend declared	(510,898)	(809,208)
Balance	**29,138,166**	**28,137,610**

22 EMPLOYEE BENEFIT OBLIGATIONS

a) The amounts outstanding at the end of the year with respect to employee benefit obligations is shown below:

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Other long term employee benefits	90,956	8,072
Total employee benefit liabilities	**90,956**	**8,072**

b) Other long term employee benefits comprise long service awards and it is funded on a pay-as-you-go basis by the Company. The provision was based on an independent actuarial valuation performed by Wayne van JaarsveldFRC/2021/PRO/DIR/003/00000024507,of Alexander Fobes FRC/2012/0000000000504 (2024: Wayne van Jaarsveld FRC/2021/PRO/DIR/003/00000024507. The method of valuation used is the projected unit credit method and the last valuation was as at 31 December 2025.

(c) The movement on the provision for other long term employee benefits is as follows:

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance as at 1st January	8,072	8,523
Included in profit or loss:		
Current service cost/Provision	1,099	1,545
Interest cost	1,669	1,490
Remeasurement Loss/(gains)	80,116	(3,486)
Net charge to profit or loss	82,884	(451)
Benefits paid by the employer	-	-
Balance as 31 December	**90,956**	**8,072**

(d) Actuarial Assumptions

Key actuarial assumptions relating to measurements of employee benefit obligations involves estimates and assumptions, but is not considered to have a risk of material adjustment for the year ending 31 December 2025 as the balance is not material to the financial statements

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	31 Dec. 2025	31 Dec. 2024
	%	%
Long-term average discount rate (p.a.)	14.8%	14.8%
Future average pay increase (p.a.)	12.0%	12.0%
Average Duration in years (Long Service Awards)	10	10

These assumptions depict management's estimate of the likely future experience of the Company.

Due to unavailability of published reliable demographic data in Nigeria, the demographic assumptions regarding future mortality are based on the rates published jointly by the Institute and Faculty of Actuaries in the UK. The data were rated down by one year to more accurately reflect mortality in Nigeria as follows:

Withdrawal from Service:

	Rates	
	31 Dec. 2025	31 Dec. 2024
Age Band	%	%
≤ 34	3	3
34-44	5	5
45-55	3	3
56-59	2	2
60	100	100

It is assumed that all the employees covered by the long service award scheme would retire at age 60 (2025: age 60).

Sensitivity Analysis

Below is the sensitivity analysis of the principal actuarial assumptions adopted in determining the employee benefit liabilities:

Mortality in Service		Long Sevice Award
Sample age	%	₦'000
Discount rate	-1%	8,426
	+1%	7,746
Salary increase rate	-1%	7,692
	+1%	8,479
Mortality rate - Age rated down by 1 year	-1%	8,089
Age rated up by 1 year	+1%	8,054

23 CONTRACT LIABILITIES

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
At 1 January	5,270,417	5,835,729
Amount recognised as revenue during the year	(4,424,173)	(5,243,700)
Advance received from customers	-	4,678,388
Closing	**846,244**	**5,270,417**

a) Revenue is recognised when control of goods are transferred to customer, being at the point the goods are delivered to the customers. When the customer initially makes payment for the purchase of goods, the transaction price received at that point is recognised as contract liabilities until the goods have been delivered to the customer.

The Company's exposure to liquidity risk and currency risks are disclosed in Note 30(b).

24 DIVIDENDS

(a) Declared dividends

The Company declared an interim dividends of N1.49k per share amounting to N510,898 million during the year on 342,884,706 ordinary shares of 50 kobo each being the ordinary shares in issue at the end of the year.

(b) Dividend payable

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
At January	685,616	104,569
Declared dividend	510,898	809,208
Dividend payment	(162,511)	(218,049)
Unclaimed dividend written back to retained earnings (see 24(d))	–	(10,111)
At Closing	**1,034,003**	**685,616**

c) Included in the dividend payable balance at year end is an amount of NGN120.2million (2024: NGN21.72 million), which is heldwith the Company's registrar, First Registrars and Investor Services Limited. The dividend payable as at year end does not attract interest.

d) The dividend was invested in an interest bearing account and included in the short term deposit (Note 20) in line with law.

25 TRADE AND OTHER PAYABLES

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Trade payables (Note 25(a))	44,755,731	31,527,346
Accrued expenses	95,323	718,726
Amounts due to joint arrangement partners (Note 25(b))	133,352	111,134
Bridging allowance (Note 25(c))	6,249,744	6,249,744
Amounts due to related parties (Note 31(e))	1,232,780	27,192,180
Total financial liabilities	**52,466,931**	**65,799,130**
Non financial liabilities		
Statutory deductions (Note 25(d))	24,466	113,563
Security deposits (Note 25(e))	601,058	442,716
	625,524	556,279
	53,092,454	**66,355,409**

a) Included in trade payables is an amount of NGN986.3million, due to one of the Company's vendors which bears interest on expiration of credit policy granted to the Company. There was no interest charged on this during the year (Note 11(a)).

b) Amount relates to cash received from other parties of the Joint Aviation Facility for the running of the facility by the Company.

c) Bridging allowance represents amount due to the Petroleum Equalisation Fund Management Board now Nigeria Midstream and Downstream Petroleum Regulatory Authority as contribution to the Fund . It is charged on every litre of product lifted from Pipelines and Product Marketing Company. Effective 1st of June 2023 ,Federal government announced the discontinuation of fuel subsidy regime which has also stopped the accumulation of bridging allowance. However,there is unpaid balance in the book which is subject to reconciliation and offset against the bridging claims (Note 17b).

d) This represents statutory deductions which are mandated by law or statute. They include Value Added Tax (VAT), Withholding Tax (WHT) liabilities and Pay-As-You-Earn (PAYE) liabilities, which are to be remitted to the relevant tax authorities.

The Company's exposure to liquidity risk and currency risks are disclosed in Note 31(b).

e) These are collateral deposits paid by dealers who maintain credit facilities with the Company. These amounts are set-off against trade receivables from these dealers on a yeary basis to cater for probable losses from sales to customers. See Notes 30(a,iv).

These deposits do not bear interest and are refundable to the dealers at anytime they or the Company terminates the business arrangements in the event that the amount is in excess of the outstanding receivable.

26 SHORT TERM BORROWINGS

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance as at 1 January	–	1,411,105
Repayments	–	(1,411,105)
Balance (Note 17c)	–	–

27 PREPAYMENTS

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Other Prepayments-Rent, Insurances & others	211,622	317,591
	211,622	**317,591**

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Non-current portion	–	–
Current portion	211,622	317,591
	211,622	**317,591**

Movement in prepayment

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance as at 1st January	317,591	188,665
Addition	2,269,490	1,022,747
Release to profit or loss	(2,375,456)	(893,821)
Balance at 31 December	**211,622**	**317,591**

28 PROVISIONS

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance at 1st January	173,206	144,028
Decommissioning provisions made during the year on existing leases	47,198	27,433
On newly onboard leases	–	1,744
Balance at 31 December	**220,404**	**173,206**
Non-current-Asset Retirement Obligation	220,404	173,206
	220,404	**173,206**

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Asset Retirement Obligation	220,404	173,206
	220,404	**173,206**

Asset retirement obligation relates to the estimate of costs to be incurred by the Company in dismantling and removing the underground tank and other structures on the leased land after the expiration of the lease. The company occupies some retail stations under a lease agreement in which provision is made to take care of decommissioning costal the expiration of those leases.

The duration of the leases is ten years and some are with renewal clauses.

The relevant assumption used in determination of the asset retirement obligation has been disclosed in note 3(iii)

29 LEASE LIABILITIES

The Company leases land and thereafter constructs its fuelling stations. The leases typically run for an average year of 10 years, with an option to renew the lease after that date. Lease payments are usually renegotiated close to the expiration of the lease term to reflect market rentals.

Information about leases for which the Company is a lessee is presented below:

i) Right of Use Assets

Right of use assets related to leased land that do not meet the definition of investment property are presented as property, plant and equipment.

	Leasehold land	
	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Cost		
Cost as at 1 January	1,328,445	1,157,018
Cash additions	55,000	194,942
Other Additions	5,039	15,227
Lease terminated	-	(38,742)
Closing	**1,388,484**	**1,328,445**
Allowance for depreciation		
Balance at 1st January	782,504	492,438
Charge for the year	132,199	322,630
Depreciation on lease cancelled	-	(32,564)
Balance	**914,703**	**782,504**
Carrying Amount as at the year end	**473,782**	**545,941**

a) Amortization charge (as stated above) is included in selling and distribution expenses in the statement of profit or loss, because our retail stations are revenue generating unit.

b) The Company has leases for some of its retail outlets, with the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the statement of financial position as a right -of-use asset. The average lease term is ten years.

ii) Amounts recognised in profit or loss	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Depreciation expense on right-of-use assets (Note 9)	132,199	322,630
Interest expense on lease liabilities (Note 11)	170,909	103,137

iii) Lease liability

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Balance at 1st January	622,565	554,721
Interest on lease liability	170,909	103,137
Additions to lease liability	5,039	13,483
Lease liability terminated	(14,265)	(37,376)
Lease Payments	–	(11,400)
Balance as at year end	**784,247**	**622,565**

The Company's exposure to liquidity risk is disclosed in Note 30

The timing of the lease liabilities is as follows:	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Current	581,942	503,446
Non Current	202,305	119,119
	784,247	**622,565**

Maturity Analysis of lease liabilities	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
year 1	581,942	503,446
year 2	–	1,817
year 3 and above	202,305	117,301
	784,247	**622,565**

Extension options:
Some leases contain extension options exercisable by the Company at the expiration of the non- cancellable contract year. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility.

The extension options held are exercisable only by the Company and not by the lessors. The Company assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

30 FINANCIAL RISK MANAGEMENT & FINANCIAL INSTRUMENTS

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

Risk management framework
The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established the strategic and finance planning committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly by the strategic and finance planning committee to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

Internal Audit undertakes both regular and ad hoc reviews of compliance with established controls and procedures, the results of which are reported to Senior Management of the Company and the audit committee.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

Impairment losses on financial assets recognised in profit or loss were as follows:

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Impairment loss/(Reversal) on trade receivables Note 30(a)(iv)	1,528,901	2,052,257
Impairment of Petroleum Equalization Fund receivables (Note 30(a)(iv))	8,888	8,888
(Reversal)/Impairment loss on related party receivables (Note 30(a)(iv))	7,206	13,392
	1,544,995	**2,074,537**

(i) Maximum credit exposure

The maximum exposure to credit risk for trade and other receivables at the reporting date by type of counterparty was:

	31 Dec. 2025			31 Dec. 2024		
	Gross	Impairment	Net	Gross	Impairment	Net
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
Trade receivables	6,980,748	(5,592,143)	1,388,605	5,602,207	(4,063,241)	1,538,966
Due from related parties	1,248,634	(25,051)	1,223,583	18,488,025	(17,845)	18,470,180
Due from regulators (Government entities) :						
Petroleum Equalisation Fund (PEF)	7,082,065	(683,738)	6,398,328	7,082,065	(674,850)	6,407,215
Other receivables	1,103,998	–	1,103,998	773,949	–	773,949
Cash and cash equivalent	11,872,894	–	11,872,894	18,457,553	–	18,457,553
	28,288,339	**(6,300,931)**	**21,987,408**	**50,403,799**	**(4,755,936)**	**45,647,863**

(ii) Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Management has credit policies in place and the exposure to credit risk is monitored on an ongoing basis by an established credit committee headed by the Managing Director.

Management also considers the factors that may influence the credit risk of its customer base, including the

default risk associated with the industry in which customers operate.

The risk management committee has established a credit policy under which each new customer is analysed individually for credit worthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's credit assessment process includes collecting cash deposits from customers. These contract liabilities and security deposits are non-interest bearing and refundable, net of any outstanding amounts (if any) upon termination of the business relationship and are classified as current liability (Notes 23 and 25). Credit limits are established for qualifying customers and these limits are reviewed regularly by the Credit Committee. Customers that fail to meet the Company's benchmark creditworthiness may transact with the Company only on a prepayment basis.

The Credit Committee reviews each customer's credit limit in line with the customers' performance, feedback from sales team and perceived risk factor assigned to the customer. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the risk management committee.

The Company limits its exposure to credit risk from trade receivables by establishing a maximum payment year of 30 to 45 days for retail and commercial customers respectively.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, which are: retail, aviation and commercial/industrial.

The Company is taking actions to limit its exposure to customers in general. In the current year, the Company made certain changes to its credit policy; reducing the credit exposure to aviation customers by dealing with them on a cash and carry basis as the Company's experience is that these customers have a higher risk of payment default than others.

The Company does not require collateral in respect of trade and other receivables. The Company does not have trade receivable for which no loss allowance is recognised because of collateral.

At 31 December 2025, the exposure to credit risk for trade receivables and contract assets by type of counterparty was as follows.

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Retail customers	2,056,175	1,067,835
Commercial and industrial	4,334,932	4,201,668
Aviation	589,642	620,601
	6,980,748	**5,890,104**

(iii) Expected credit loss assessment as at 31 December 2025

Expected credit loss assessment for government and related party receivables at 31 December 2025

The Company allocate seach exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss (including but not limited to external ratings, audited financial statements and management accounts of customers) and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default and are aligned to external credit rating definitions from agencies (Moody's and Standard and Poors)

Exposures within each credit risk grade are segmented by counter party type (PEF, PPPRA and related parties) and an ECL rate is calculated for each segment based on the probability of default and a consideration of forward looking information.

Expected credit loss assessment for trade receivables at 31 December 2025

The Company uses an allowance matrix to measure the ECLs of trade receivables from customers, which comprise large number of small to medium balances.

Loss rates are calculated using a 'single default' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Single default rates are calculated separately for exposures in different segments based on common credit risk characteristics-mainly customer type.

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at 31 December 2025.

Retail Customers*

31 December 2025

In thousand of Naira	Weighted average loss rate %	Gross carrying amount ₦'000	Loss allowance ₦'000
*Not past due nor impaired	0.00%	19,342	-
Current (not past due)	56.42%	-	-
1–30 days past due	65.17%	953	621
31–60 days past due	76.22%	819,140	624,340
61–180 days past due	77.89%	0	0
181–365 days past due	82.66%	1,216,335	1,005,433
More than 365 days past due	100.00%	405	405
		2,056,175	**1,630,799**

* This has been adjusted with Contract liabilities and security deposits. (See Note 23 & Note 25).

Retail Customers*

31 December 2024

In thousand of Naira	Weighted average loss rate %	Gross carrying amount ₦'000	Loss allowance ₦'000
*Not past due nor impaired	0.00%	441,566	-
Current (not past due)	63.92%	208,076	133,006
1–30 days past due	74.52%	53,786	40,079
31–60 days past due	79.11%	-	-
61–180 days past due	80.91%	-	-
181–365 days past due	84.40%	-	-
More than 365 days past due	100.00%	409,112	409,112
		1,112,541	**582,198**

Commercial/Industries Customers

31 December 2025

In thousand of Naira	Weighted average loss rate %	Gross carrying amount ₦'000	Loss allowance ₦'000
*Not past due nor impaired	0.00%	-	-
Current (not past due)	36.03%	65,034	23,430
1–30 days past due	43.82%	532,395	233,277
31–60 days past due	54.07%	1,191,860	644,397
61–180 days past due	68.72%	54,678	37,572
181–365 days past due	82.90%	2,127	1,763
More than 365 days past due	100.00%	2,488,838	2,488,838
		4,334,932	**3,429,276**

Commercial/Industries Customers

31 December 2024

In thousand of Naira	Weighted average loss rate %	Gross carrying amount ₦'000	Loss allowance ₦'000
*Not past due nor impaired	0.00%	23,356	-
Current (not past due)	58.56%	1,609,485	942,474
1–30 days past due	67.17%	425,177	285,605
31–60 days past due	75.62%	727,985	550,511
61–180 days past due	70.68%	553,086	390,924
181–365 days past due	82.25%	182,992	150,504
More than 365 days past due	100.00%	727,200	727,200
		4,249,280	**3,047,219**

Aviation customers

31 December 2025

In thousand of Naira	Weighted average loss rate %	Gross carrying amount ₦'000	Loss allowance ₦'000
*Not past due nor impaired		57,557	-
Current (not past due)	68.59%	-	-
1–30 days past due	74.76%	70	52
31–60 days past due	81.62%	-	-
61–180 days past due	83.29%	-	-
181–365 days past due	86.69%	-	-
More than 365 days past due	100.00%	532,015	532,015
		589,642	**532,067**

Aviation customers

31 December 2024

In thousand of Naira	Weighted average loss rate %	Gross carrying amount ₦'000	Loss allowance ₦'000
Current (not past due)	86.52%	23,427	20,268
1–30 days past due	88.67%	864	766
31–60 days past due	88.72%	-	-
61–180 days past due	88.72%	-	-
181–365 days past due	88.92%	-	-
More than 365 days past due	100.00%	644,477	644,477
		668,767	**665,511**

* Not past due nor impaired represent the receivables with security deposit or bank guaranty and therefore were not considered for impairment.

Loss rates are based on actual credit loss experienceoverthepasttwotothreeyears.Theseratesareadjusted to reflect economic conditions for the year over which the historical data has beencollected, current conditions and the Company's view of economic conditions over the expected lives of the receivables (forward looking information). Forward looking information is re-evaluated at every reporting date.

For instance, the Company determined that the Gross Domestic Product (GDP) has the most significant impact on the abilityof the counterparties tosettle receivables.Therefore, ifGDPgrowthrate isexpected tosignificantlydeteriorate, over thenextyear,whichcanresult in increased default, the historical default rate is adjusted.

iv) Movements in the allowance for impairment of financial assets

The movement in the allowance for impairment in respect of financial assets during the year was as follow:

	Balance 1-Jan-2024	Net remeasurement of loss allowance	Balance 31-Dec-2024	Recognised in profit or loss	Balance 31- Dec-2025
	₦'000	₦'000	₦'000	₦'000	₦'000
Trade receivables	2,010,985	2,052,257	4,063,242	1,528,901	5,592,142
PEF receivables	665,963	8,888	674,851	8,888	683,739
Related party receivables	4,453	13,392	17,845	7,206	25,051
Total	**2,681,401**	**2,074,537**	**4,755,938**	**1,544,995**	**6,300,933**

The Directors have applied judgement in the Company's assessment of the recoverability of its trade and other receivables which are past due but not impaired. The significant judgement involved estimation of future cash flows and the timing of those cash flows. Based on the assessment of the Directors, the unimpaired balances are recoverable and accordingly, no further impairment is therefore recorded.

v) Due from Government entities

This relates to amounts receivable from PEF with respect to bridging claims.
Determination of amounts due are based on existing regulations/guidelines and impairment is only recognized when changes occur in the regulations that prohibit or limit recovery of previously recognized amounts. For bridging claims amounting to ₦6.41billion (Dec 2024: ₦6.41 billion) recognized as receivable (Note 17), possibilities exist depending on negotiations that settlement will occur via a set off to the extent of bridging allowances amounting to ₦6.25billion (Dec 2024: ₦6.25billion) recorded as a liability (Note 25). However, as the right of set off does not exist, the amounts have been presented gross in these financial statements.

vi) Due from related parties

The Company has transactions with its parent and other related parties by virtue of being members of the MRS Group. Payment terms are usually not established for transactions within the Group companies and amounts receivable from members of the Group are contractually settled on a net basis. Related party receivable balances were assessed for impairment in accordance with IFRS 9. See Note 30(a)(iv)).

vii) Other receivables

Other receivables includes employee receivables and other sundry receivables. The Company reviews the balances due from this category on a yearly basis taking into consideration functions such as continued business/employment relationship and ability to offset amounts against transactions due to these parties. Where such does not exist, the amounts are impaired. There were no impairment loss recognised in this category of receivables during the year. (Dec 2024: Nil).

viii) Cash and cash equivalents

The Company held cash and cash equivalents of ₦11.9 billion as at 31 December 2025 (Dec 2024: ₦18.5 billion), which represents its maximum credit exposure on these assets. The credit risk on this is not significant as cash and cash equivalent reside with banks that have good credit ratings issued by reputable international rating agencies.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company has a clear focus

on ensuring sufficient access to capital to growth and to refinance maturing debt obligations. As part of the liquidity management process, the Company has various credit arrangement with some banks which can be utilised to meet its liquidity requirements.

Typically, the credit terms with customers are more favourable compared to payment terms to its vendors in order to help provide sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disaster.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements.

Non-derivative financial liabilities

31 December 2025	Notes	Carrying amount	Contractual cash flows	6 months or less
		₦'000	₦'000	₦'000
Dividend payable	24(b)	1,034,003	1,034,003	1,034,003
Trade and other payables	25	52,466,931	52,466,931	52,466,931
Lease Liability	29	784,247	784,247	784,247
		54,285,180	**54,285,180**	**54,285,180**
31 December 2024				
Dividend payable	24(b)	685,616	685,616	685,616
Trade and other payables	25	65,799,130	65,799,130	65,799,130
Lease Liability	29	622,565	622,565	622,565
		67,107,311	**67,107,311**	**67,107,311**

c) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company manages market risks by keeping costs low through various cost optimization programs. Moreover, market developments are monitored and discussed regularly, and mitigating actions are taken where necessary.

Currency Risk

The Company is exposed to currency risk on trade and receivable balances, purchases and borrowings that are denominated in a currency other than the functional currency of the Company, primarily the Naira. The currency in which these foreign currency transactions primarily are denominated is US Dollars (USD). The currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to the changes in foreign exchange rates.

In managing currency risk, the Company aims to reduce the impact of short-term fluctuations on earnings. The Company has no export sales, thus the exposure to currency risk in that regard is non existent. The Company's significant exposure to currency risk relates to its importation of various products for resale or for use in production. Although the Company has various measures to mitigate exposure to foreign exchange rate movement, over the longer term, however, permanent changes in exchange rates would have an impact on profit. The Company monitors the movement in the currency rates on an ongoing basis.

Exposure to currency risk

The Company's transactional exposure to currency risk was based on notional amounts as follows:

In thousands	31 Dec. 2025 ₦'000	31 Dec. 2024 ₦'000
Financial assets		
Trade and other receivables		
USD	2,113	258
Cash and cash equivalents		
USD	163	282
Financial liabilities		
Trade and other payables		
USD	(6,341)	(1,884)
Net statement of financial position exposure		
USD	**(4,065)**	**(1,344)**

The following significant exchange rates were applied during the year

	31 Dec. 2025 %	31 Dec. 2024 %	31 Dec. 2025 ₦'000	31 Dec. 2024 ₦'000
US Dollar	1,435.26	1535.32	1,435.76	1535.82

Interest rate risk profile

In managing interest rate risk, the Company aims to reduce the impact of short-term fluctuations in earnings. Dividend pay-out practices seek a balance between giving good returns to shareholders on one hand and maintaining a solid debt/equity ratio on the other hand.

*Included in trade payables is an amount of ₦986.3 million (Dec 2024: NGN990.5 million), due to one of the Company's vendors which bears interest on expiration of credit policy granted to the Company.

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore a change in interest rates at the end of the reporting year would not affect profit or loss. The Company does not have variable rate instrument.

d) Capital risk management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors capital using a ratio of "adjusted net debt" to equity. For this purpose, adjusted net debt is defined as total borrowings less cash and cash equivalents.

The Company's adjusted net debt to equity ratio at the end of the reporting year was as follows:

	31 Dec. 2025 ₦'000	31 Dec. 2024 ₦'000
Less: Cash and cash equivalents (Note 20)	(11,872,894	(18,457,553)
Adjusted net debt	(11,872,894)	(18,457,553)
Total equity	29,309,608	28,309,05
Total capital employed	17,436,714	9,851,499
Adjusted net debt to equity ratio	(0.405)	(0.652)

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

The Company is not subject to externally imposed capital requirements.

e) Fair Value Disclosures

Accounting classification and fair value
The following table shows the carrying amounts and fair values of financial assets and financial liabilities.It does not include fair value information for financial assets and financial liabilities not measured at fair value subsequent to initial recognition, because the carrying amounts are a reasonable approximation of their fair values.

The Company's financial instruments are categorised as follows:

31 December 2025	Carrying amount		
Financial assets not measured at fair value	**Financial assets at amortised cost**	**Other financial liabilities**	**Total**
	₦'000	**₦'000**	**₦'000**
Trade and other receivables (Note 17)	10,114,514	-	10,114,514
Cash and cash equivalents (Note 20)	11,872,894	-	11,872,894
	21,987,408	**-**	**21,987,408**
Financial liabilities not measured at fair value			
Trade and other payables (Note 25)	-	52,466,931	52,466,931
Dividend payable (Note 24)	-	1,034,003	1,034,003
	-	**53,500,934**	**53,500,934**

31 December 2024	Carrying amount		
Financial assets not measured at fair value	**Financial assets at amortised cost**	**Other financial liabilities**	**Total**
	₦'000	**₦'000**	**₦'000**
Trade and other receivables (Note 17)	27,190,310	-	27,190,310
Cash and cash equivalents (Note 20)	18,457,553	-	18,457,553
	45,647,863		**45,647,863**
Financial liabilities not measured at fair value			
Trade and other payables (Note 25)	-	65,799,130	65,799,130
Dividend payable (Note 26)	-	685,616	685,616
	-	**66,484,746**	**66,484,746**

Trade and other receivables, cash and cash equivalent, trade and other payables, dividend payable and other short term borrowings are the Company's short term financial instruments. Accordingly, management believes that their fair values are not expected to be materially different from their carrying values.

31 RELATED PARTY TRANSACTIONS

(i) Parent and ultimate controlling entity

As at the period ended 31 December 2025, MRS Africa Holdings Limited (incorporated in Bermuda) owned 60% of the issued share capital of MRS Oil Nigeria Plc. MRS Africa Holdings Limited is a subsidiary of Corlay Global SA. The ultimate holding company is Corlay Global SA incorporated in Panama.

The Company entered into the following transactions with the under-listed related parties during the year:

(a) MRS Oil and Gas Limited (MOG)

MOG is a wholly owned subsidiary of MRS Holdings Limited which is a shareholder in Corlay Global SA. Corlay Global SA is the ultimate holding company of MRS Oil Nigeria Plc. The following transactions occurred during the period:

Nature of transactions	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Sales of goods	-	3,941,000
Product purchase	55,000	(48,328,592)
AGO Internal Consumption	80,080	(338,732)

In current period, the value of product stored by MRS Oil and Gas Limited for the Company was nil (Dec 2024: ₦1.5 billion). The total transactions with MOG during the period was ₦135.08 million (Dec 2024: ₦44.73 billion). The net balance due from MOG is ₦205.8 million (Dec 2024: ₦2.65 billion due to MOG)

(b) Petrowest SA (Petrowest)

MRS Africa Holdings Ltd which is a shareholder in Corlay Global S.A, the ultimate parent of MRS Oil Nigeria Plc; holds an indirect interest of 45% in Petrowest (through MOG). The net balance due to Petrowest was nil (Dec 2024: ₦3.6 billion) There was no transaction with Petrowest SA during the year.

There was no transaction with Petrowest SA during the year.

(c) MRS Holdings Limited

MRS Holdings Limited owns 50% of the shares in Corlay Global SA, the parent company of MRS Africa Holdings Limited. MRS Africa Holdings Limited has a majority shareholding in MRS Oil Nigeria Plc.

Nature of transactions	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Management fees	(1,456,851)	(1,582,786)
Sale of goods	5,812	5,812

Net balance due from MRS Holdings Limited was ₦160.85.m million (Dec 2024: ₦2.5 billion)

(d) Net balances due to and from other related entities (Corlay entities) were as follows:

	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
MRS Benin S. A.	216,828	231,939
Corlay Togo S. A.	35,647	55,084
Corlay Benin S. A	30,330	47,512
Corlay Cote D'Ivoire	(363,200)	(380,978)
Corlay Cameroun S. A.	51,322	54,899
	(29,072	**8,456**

	Nature of transactions	31 Dec. 2025	31 Dec. 2024
		₦'000	₦'000
Corlay Togo S. A.	Reimbursements for expenses	-	2,564
Corlay Benin S. A	Reimbursements for expenses	-	1,857
Corlay Cote D'Ivoire	Reimbursements for expenses	28,955	-

The Corlay entities are subsidiaries of Corlay Global SA incorporated in Panama, the parent company of MRS Africa Holdings Limited, and are thereby affiliates of MRS Oil Nigeria Plc.

All outstanding balances do not bear interest and exclude value of products stored by MRS Oil and Gas Limited for the Company which is included as part of inventories.

(e) Summary of intercompany receivables and payables:

	31 Dec. 2025		31 Dec. 2024	
	₦'000 Receivables	₦'000 Payables	₦'000 Receivables	₦'000 Payables
MRS Oil and Gas Limited (MOG)	205,818	(39))	18,092,778	(20,743,946)
MRS Africa Holdings Limited	708,688	(869,540)	5,812	(2,501,977)
Petrowest	–	–	–	(3,565,279)
MRS Benin S. A.	216,828	–	231,939	–
Corlay Togo S. A.	35,647	–	55,084	–
Corlay Benin S. A	30,330	–	47,512	–
Corlay Cote D'Ivoire	–	(363,200)	–	(380,978)
Corlay Cameroun S. A.	51,322	–	54,899	–
	1,248,634	**(1,232,780)**	**18,488,025**	**(27,192,180)**

All related partiies balances are receivable/payable on demand

(ii) Key Management Personnel Compensation

The Company pays short term benefits to its directors as follows:

Nature of transactions	31 Dec. 2025	31 Dec. 2024
	₦'000	₦'000
Short term employee benefits	94,438	15,730

(iii) Related Party Transactions above 5% of total tangible assets

In line with NGX- Rules Governing Transactions with Related Parties or Interested Persons, the Company has disclosed transactions with related parties which are individually or in aggregate greater than 5% of the total tangible assets. The total tangible assets amounted to ₦45.78 billion and the 5% disclosure limit is ₦2.28 billion. During the period, the Company had entered into transactions above the 5% disclosure limit with MRS Oil and Gas Limited.

32. SEGMENT REPORTING

In accordance with the provisions of IFRS 8– Operating Segments; the operating segments used to present segment information were identified on the basis of internal reports used by the Company's Managing Director to allocate resources to the segments and assess their performance. The Managing Director is MRS Oil Nigeria Plc's "Chief operating decision maker" within the meaning of IFRS 8.

Segment information is provided on the basis of product segments as the Company manages its business through three product lines Retail/Commercial & Industrial, Aviation, and Lubricants. The business segments presented reflect the management structure of the Company and the way in which the Company's management reviews business performance. The accounting policies of the reportable segments are the same as described in Note 3.

The Company has identified three operating segments:

(i) Retail/ Commercial & Industrial - this segment is responsible for the sale and distribution of petroleum products (refined products) to retail customers and industrial customers.
(ii) Aviation - this segment involves in the sales of Aviation Turbine Kerosene (ATK).
(iii) Lubricants - this segment manufactures and sells lubricants and greases.

Segment assets and liabilities, expenses and other incomes are not disclosed as these are not regularly reported to the Chief Operating decision maker.

Segment revenues and cost of sales

Dec-25	Revenue		Cost of sales		Gross profit		Margin
	₦'000	% of Total	₦'000	% of Total	₦'000	% of Total	
Retail/C&I	665,979,497	96%	634,813,374	96%	31,166,123	99.7%	5%
Aviation	19,376,522	3%	19,699,442	3%	(322,920)	-1.0%	-5%
Lubes	8,913,083	1%	8,497,242	1%	415,841	1.3%	5%
Total	**694,269,102**	**100%**	**663,010,059**	**100%**	**31,259,043**	**100%**	

Dec-24	Revenue		Cost of sales		Gross profit		Margin
	₦'000	% of Total	₦'000	% of Total	₦'000	% of Total	
Retail/C&I	286,563,891	92%	263,953,341	92%	22,610,550	95%	8%
Aviation	17,304,435	6%	16,928,274	6%	376,160	2%	2%
Lubes	8,361,197	3%	7,450,144	3%	911,052	4%	11%
Total	**312,229,522**	**100%**	**288,331,759**	**100%**	**23,897,763**	**100%**	

33 SUBSEQUENT EVENTS

There are no significant subsequent events that could have had a material effect on the financial position of the Company as 31 December 2025 and on the profit for the period ended on that date that have not been taken into account in these financial statements..

34 CONTINGENCIES

(a) Pending litigations

There are certain lawsuits pending against the Company in various courts of law. The total contingent liabilities in respect of pending litigations as at 31 December 2025 is ₦10.89 billion. Per the assessment of the Company's legal team, the estimated liability is about ₦402.61 million (Dec 2024: ₦449.83million). The actions are being contested and the directors are of the opinion that no significant liability will arise from these legal cases. Also, the sum of ₦ 123.92 million (Dec 2024: ₦163.14) represents the value of law cases instituted by the company as the end of the reporting year.

(b) Financial commitments

The Directors are of the opinion that all known liabilities and commitments, which are relevant in assessing the state of affairs of the Company, have been taken into consideration in the preparation of these financial statements.

35 The Financial Statements of the Company for the period ended 31 December 2025 were approved by Directors on March 26, 2026.

OTHER NATIONAL DISCLOSURES

Statement of Value Added

	31 Dec. 2025		31 Dec. 2024	
	₦'000	%	₦'000	%
Revenue	694,269,102		312,229,522	
Other income	1,347,897		646,777	
Finance income	260,742		266,432	
	695,877,741		**313,142,731**	
Bought in materials and services				
• Local	(681,892,787)		(301,154,586)	
Value added by operating activities	**13,984,954**	**100**	**11,988,144**	**100**
Distribution of Value Added				
To Employees:				
Salaries, wages, fringe and end of service benefits	1,341,945	10	787,306	7
To Government as:				
Taxation	4,553,300	33	2,430,305	20
To Providers of Finance:				
• Finance cost	218,107	2	135,616	1
Retained in the Business				
To maintain and replace:				
• Property, plant and equipment	1,746,362	12	1,135,072	9
• Intangible assets	115,519	–	83,128	1
• Deferred Taxes	139,324	1	919,801	8
To augment retained earnings	5,870,396	43	6,496,917	54
Value added	**13,984,954**	**100**	**11,988,144**	**100**

FIVE YEAR FINANCIAL SUMMARY

Statement of Financial Position

	2025	2024	2023	2022	2021
	₦'000	₦'000	₦'000	₦'000	₦'000
Revenue	694,269,102	312,229,522	182,310,963	100,779,880	71,976,255
Results from operating activities	10,520,385	9,716,207	5,998,257	2,501,081	668,080
Profit/(loss) before taxation	10,563,020	9,847,023	5,984,608	2,420,346	325,025
Profit/(loss)for the year	5,870,396	6,496,917	4,048,758	1,316,102	339,873
Comprehensive income/ (loss) for the year	**5,870,396**	**6,496,917**	**4,048,758**	**1,316,102**	**339,873**
Ratios					
Earnings/(loss) per share (Kobo)	1,712	1,895	1,181	3 84	1 12
Net assets per share (kobo)	**8,548**	**8,256**	**5,395**	**5 ,638**	**5,526**

Statement of financial position

	2025	2024	2023	2022	2021
	₦'000	₦'000	₦'000	₦'000	₦'000
Employment of Funds :					
Non current assets	33,380,998	34,016,297	20,313,217	15,815,991	15,544,912
Net current assets	(1,987,028)	(3,975,475)	3,044,291	3,500,957	2,206,742
Non current liabilities	(2,084,362)	(1,731,770)	(746,276)	(817,502)	(568,310)
Net assets	**29,309,608**	**28,309,052**	**22,611,232**	**18,499,446**	**17,183,344**
Funds Employed					
Share capital	171,442	171,442	171,442	171,442	152,393
Retained earnings	29,138,166	28,137,610	22,439,790	18,328,004	17,030,951
	29,309,608	**28,309,052**	**22,611,232**	**18,499,446**	**17,183,344**

STATEMENT OF COMPLIANCE

The company has a Securities Trading Policy in place, which guides its Directors, Executive Management, Officers and Employees on insider trading as well as trading of the company's shares. The company continues to carry out its operations in line with procedures consistent with excellence through partnership and transparency.

MRS Oil Nigeria Plc has established a Complaints Management Policy which stipulates guidelines, on responses to feedback from investors, clients and other stakeholders. The Policy provides an impartial, fair objective process of handling stakeholders' complaints as well as an established monitoring and implementation procedure.

The Company efficiently and effectively responds to feedback, to improve and exceed customers' expectations, client experience, as well as to deliver excellent service to its stakeholders.

Based on the recommendations of the Securities and Exchange Commission (SEC), National Association of Securities Dealers (NASD) OTC Securities Exchange Listing Rules, as well as other international best practices, the company has complied with corporate governance requirements and best practices. MRS Oil Nigeria Plc is committed to the continued sustenance of the principles of sound corporate governance.

The company has made specific enquiry of all directors as to whether they have complied with required standards set out in the listing rules and the company's trading policy and the company is not aware of any non-compliance.

WHISTLE BLOWING:

The Company with all laws in Nigeria that are relevant to its operations. In line with provisions of the Securities and Exchange Commission's Code of Corporate Governance, a whistle Blowing policy exists, for the reporting of serious, actual and suspected concerns of integrity and unethical behavior. An extract of this Policy can be found on the company's website.

FREE FLOAT COMPUTATION

Shareholding Structure/Free Float Status

	31 Dec. 2025		31 Dec. 2024	
Description	**Unit**	**%**	**Unit**	**%**
Issued Share Capital	342,884,706	100.00	342,884,706	100.00
Substantial Shareholdings (5% and above)				
MRS Africa Holdings Limited	205,730,806	60.0%	205,730,806	60%
Cardinalstone Securities/Clients 8- TRA	35,909,817	10.47%	35,909,817	10.47%
First Reg/MRS Plc -Escrow	30,371,077	8.86%	30,371,077	8.86%
Total Substantial Shareholdings	**272,011,700**	**79.33%**	**272,011,700**	**79.33%**
Directors' Shareholdings (direct and indirect), excluding directors with substantial interests				
HRM Sir. Sunday N. Nwosu	5,914	0.00%	5,914	0.00%
Mr. Mathew Akinlade	642	0.00%	642	0.00%
Dr. Amobi Daniel Nwokafor	10,000	0.00%	10,000	0.00%
Total Directors' Shareholdings	**53,834**	**0.01%**	**53,834**	**0.01%**
Free Float in Units and Percentage	**101,227,526**	**29.53%**	**101,227,526**	**29.53%**
Free Float in Value	**15,133,515,118.31**		**22,047,355,135.58**	

Declaration:

(A) MRS Oil Nigeria Plc with a free float percentage of 29.53% as at 31 December 2025, is compliant with The Exchange's free float requirements for companies listed on the Main Board.

(B) MRS Oil Nigeria Plc with a free float value of ₦19.6 billion as at 31 December 2025, is compliant with the Exchange's free float requirements for companies listed on the Main Board.

SHAREHOLDERS INFORMATION

Share Capital History:

Year	Share Capital	Mode of Acquisition
1978-1979	13,606,536	Initial Share Capital
1980-1982	27,213,072	Bonus 1980 (1:1) - 13,606,536 shares
1983-1985	45,355,120	Bonus 1983 (2:3) - 18,141,048 shares
1986-1988	68,032,680	Bonus 1986 (1:2) - 22,677,560 shares
1989	90,710,240	Bonus 1989 (1:3) - 22,677,560 shares
1990-1996	113,387,800	Bonus 1990 (1:4) - 22,677,560 shares
1997-2001	151,183,734	Bonus 1997 (1:3) - 37,795,934 shares
2002-2003	181,420,480	Bonus 2002 (1:5) - 30,236,746 shares
2004-2016	253,988,672	Bonus 2004 (2:5) - 72,568,192 shares
2017	322,454,964	Bonus 2017 (1:5) - 50,797,734 shares
2022 till date	342,884,706	Bonus 2024 (1:8) - 20,429,743 shares

Dividend Declared:

The following dividends were declared from 2014 to date:

Dividend		Date Declared	Amount
Dividend 40	(Final)	August 7, 2014	-
Dividend 41	(Final)	August 4, 2015	-
Dividend 42	(Final)	August 4, 2016	-
Dividend 43	(Final)	August 7, 2017	-
Dividend 44	(Final)	August 2, 2024	103,743,828.34
Dividend 45	(Interim)	July 30, 2025	66,572,210.22

For further information on the unclaimed dividend, please contact the Company's Registrar at First Registrars and Investor Services Limited, Plot 2, Abebe Village Road, Iganmu, Lagos or send an email to "MRS Oil Nigeria Plc", through the Company's website, inquiries@mrsholdings.com.

LIST OF DISTRIBUTORS

S/N	DISTRIBUTOR NAME	ADDRESS
1	TOUCHESTONE PETROLEUM LTD.	2A, Temple Road, Ikoyi, Lagos State.
2	HAMISU DANTINKI TRADE VENTURES	275, Naibawa C. Park Zaria Road, Kano State.
3	E C AKUDO GLOBAL CONCEPT LTD.	Zone A, Block 16A, Shop 16, Aspamda Trade Fair Complex, Lagos State.
4	CLEGEE NIGERIA LTD.	Zone A, Block 12, Shop 7 Aspamda, Ojo, Lagos State.
5	CHUCORL NIGERIA LIMITED	Block CC1, Shop 35, Aspamda Trade Fair, Ojo, Lagos.
6	MRS COOPERATIVE	Along Oworonshoki/Ibadan Express Way Alapere, Lagos State.
7	PRECIOUS WEALTH NIGERIA LTD.	KM 21, Benin Agbor Road, Benin City, Edo State.
8	RUMIRDE GLOBAL RESOURCES LTD.	Low-Cost Housing Estate Opposite Saida Guest Inn Suleja, Niger State.
9	ONBASS INVESTMENT LTD.	D12/2, New Auto Spare Parts, Nkpor, Idemili North, Anambra State.
10	THE PALMAS COMPANY LTD.	29, Moleye Street, Alagomeji, Lagos State.
11	CHUWIIK TRADING COMPANY	Zone A, Block6, Shop 59, Aspamda, Trade Fair Complex, Lagos State.
12	VINNY STAR CONTINENTAL MERCHANDISE	A30/19, Agbo-Edo Market, Nnewi South, Anambra State.
13	SANAB GLOBAL RESOURCES	Sani Abacha By-pass Birnin Kebbi, Birnin Kebbi State.
14	OSISIKANKWU AUTO MART	12, Folashade Ajayi Street, Ajao Estate, Anthony Village, Lagos State.
15	VIVI GOLD VENTURES	38, Border Road, Ikom Cross-River State.
16	A.O CHIDI UNIQUE VENTURES LTD.	4, Cooperative Building Keffi Road, Nasarawa State.
17	ADDU'AR UWAYE INVESTMENT LTD.	16, Kara Market, Sokoto Central Market, Sokoto State.
18	MATT-CLIEF VENTURES LIMITED	Km. 15 Aba Ikot-Ekpene Road Aba, Abia State.
19	JEMOK NIGERIA LTD.	Benin City, Edo State.
20	MUNAWIN MULTI-BUSINESS LTD.	New GRA, Trans Ekulu, Enugu State.
21	EDUS CONCERN	V19, Mallam Kure Street, Jos North, Plateau State.
22	PERTH ENERGY LIMITED	Plot 2, Oshodi Apapa Express Way, Lagos State.
23	A. A. SALISU AND SONS NIGERIA LIMITED	Opposite Adama Plastic Numan Road, Adamawa State.
24	BENGEM ENTERPRISES	46, Aba/PH Expressway, Off Artillery Bus Stop Port Harcourt, Rivers State.
25	IBB OIL AND GAS	F9 New Market Road, Amingo Junction, Jos, Plateau state.
26	CHRIS-TON MULTI GLOBAL AGENCY LIMITED	Shop B3/27, New Motor Spare Part, Zuba-Abuja.
27	Y. A. ZOBO MULTILINKS	67, Jos/ Maiduguri Road, Kasuwan Shanu Potiskum, Yobe State.
28	BAMACO ENERGY LTD.	10, Near Duhmar Kura Primary Azare, Bauchi State.
29	DON CLIMAX VENTURES LTD.	79, Adetola Street, Aguda, Surulere, Lagos State.
30	NORSKY GLOBAL BUSINESS LTD.	Kano Municipal.

LIST OF DISTRIBUTORS (cont.)

31	GREAT VIGLADIN INV. NIG LTD.	5, Silver Smith, Badagry, Lagos State.
32	ANDOCKY INTEGRATED CONCEPT LIMITED	8, Omotayo Owotuga Street, Bera Estate, Chevron drive, Lekki, Lagos State.
33	A. A KARAYE MOTORS NIG LTD.	47, Ibrahim Taiwo By Layin Kosai, Kano Municipal.
34	GREAT KEN-MOH WAREHOUSE	10, Broderick Street, Coal Camp, Enugu North, Enugu State.
35	BASH INTERNATIONAL LUBRICANT OIL	Suite A2, Ndamela House, Tafawa Balewa Way, Area 3, Abuja.
36	ANGELA ADELOLA LTD.	MRS Filling Station Ondo/Akure, Ondo State.
37	AD OIL COMPANY LTD.	1, Gaskiya Road, Zaria, Kaduna State.
38	CHINOCHUKS AUTO LTD.	35, Bank Road New Garage Park, Makurdi, Benue State.
39	RAPID ADVANCE CONCEPT LIMITED	Plot 32, Adaora Boc-Ifeobu Avenue, Off Nyanya-Jukwoi Road, Abuja.
40	OLA-OBI TRADINGS STORES	2, Keeji Street Ogijo, Ikorodu, Lagos State.
41	EDDY BRAZIL OIL NIG	Nnewi, Anambra State.
42	ONYEFEE ZEE NIG LTD.	Mechanic Village, Azuiyi Udene, Abakaliki, Ebonyi State.
43	ONUORAH JOSEPHINE MRS	B6/4 New Auto Parts Nkpor, Ugwumba, Enugu State.
44	MOHAMMED RAWA GANA	2, Kano Motor Park, Maiduguri, Borno State.
45	K.K. INTERNATIONAL	KK Building, Jos Road, Ori-Apata, Kaduna State.
46	DE GREAT ADE DE YOUNG ENTERPRISE	Favour Plaza Suit 3-5 Beside Zone A Block 3, Ojo, Lagos State.
47	RITLO INVESTMENT NIG. LTD.	111 Road, B close, Festac, Lagos State.
48	NOBIS &ASSOCIATES NIG.	Block B, Zone 3, Shop 12 Aspamda, Ojo, Lagos State.
49	BEDRUBO GROUP (CHUBA NIG. VENTURES)	128, Jakpa Road Effurun, Warri Central, Delta State.
50	MANNA BIZ VENTURES	Along Ajase Ipo Road, Ilorin South, Kwara State.
51	A.K HASKE MULTI TRADE VENTURES	407, Unguwa Uku Garage, Kano State.
52	R. N. IWOBI	Shop 21 Zungeru Road, Nigeria, Kano Municipal.
53	S.C DUBINSON	Area 3, Ndamela House, Suite A2, Tafawa Balewa Rd, Garki, Abuja, Federal Capital Territory.
54	SAMBA FULANI NIGERIA LTD.	2, Nguru Road, Gashua, Yobe State.
55	CHINOCHUKS AUTO LTD.	Block D5, Shop 13 New Motor Spare Parts Anambra State.
56	HIFEB VENTURES	12, Miracle Avenue Junction, Magboroakeran, Ogun State.
57	VURIN LIMITED	Waterfront Plaza, Plot 270, Ozumba Mbadiwe Avenue, Victoria Island, Lagos State.
58	BEDRUBO GROUP	128, Jakpa Road Effurun Warri Delta State.
59	OCHECHEMA INTERNATIONAL LTD.	Regal College Road, GRA Quarters, Sagamu, Ogun State.
60	ARONU MOTORS CO. (NIG.) LTD.	71 Jubilee Road, Aba, Abia State.

CORPORATE DIRECTORY

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Tel: +234(809)030-0000
Fax: +234(1)621-2145
E-mail: inquiries@mrsholdings.com

BUREAU VERITAS

CERTIFICATE

Bureau Veritas Certification Holding SAS - UK Branch certifies that the Management System of

MRS OIL NIGERIA PLC

2 Tincan Island Port Road Apapa, Lagos.

This is a multi-site certificate, additional site(s) are listed on the next page(s)

has been audited and found to be in accordance with the requirements of the management system standards detailed below

ISO 9001:2015

Scope of certification:

MARKETING AND DISTRIBUTION OF PETROLEUM PRODUCTS.

Certificate number:
AFR 20251201
NIG Q MRS

Original certification date:
15-JUL-2022

Expiry date of previous cycle: 14-JUL-2025

Recertification audit date:
22-AUG-2025

Current cycle start date:
01-DEC-2025

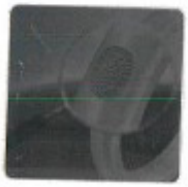
Expiry date: 14-JUL-2028
(Subject to the continued satisfactory operation of the organisation's Management System)

Version N: 1

Issue Date: 01-DEC-2025

Signed on behalf of BVCH SAS UK Branch

UKAS MANAGEMENT SYSTEMS 0008



Certification body address: 5th Floor, 100 Lower Thames Street, London, EC3 6DL, United Kingdom
Local certification entity: 11 Niger Street Parkview Estate Ikoyi, Lagos.

*Further clarification regarding the scope and validity of this certificate, and the applicability of the management system requirements, please call: **+234 8099904340***

CER CERTIF ALL TPL 002 Rev 4.4

C2.2 Contractual

PROXY CARD

THE ANNUAL GENERAL MEETING OF MRS OIL NIGERIA PLC (THE COMPANY) WILL BE HELD AT THE POLO HOUSE, 2, TINCAN ISLAND PORT ROAD, APAPA, NIGERIA ON TUESDAY, SEPTEMBER 22, 2026 AT 11.00 A.M.

I/We*_____of_____
_____being a member/members of MRS OIL NIGERIA PLC hereby appoint _____
_____or failing him/her, the Chairman of the Meeting as my/our proxy to act and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on _____, _____, 2026 and adjournment thereof.

Dated this _____ day of _____
_____ 2026.

Signature _____
_____

NUMBER OF SHARES

	PROPOSED RESOLUTIONS	FOR	AGAINST
1.	ORDINARY BUSINESS: To lay the Audited Financial Statements for the year ended 31st December 2025 and the Reports of the Directors, Audit Committee and Auditors Report thereon.		
2.	To re-elect Directors under Articles 90/91 of the Company's Articles of Association: • Dr. Amobi Daniel Nwokafor • Mrs. Priscilla Ogwemoh		
3.	To authorize the Directors to fix the remuneration of the Auditors.		
4.	To elect the Members of the Audit Committee.		
5.	To disclose the remuneration of the Managers of the Company.		
6.	SPECIAL BUSINESS: To consider and if thought fit, pass the following resolutions as Ordinary Resolutions: To fix the remuneration of the Directors.		
7.	To renew the general mandate for Related Party Transactions		

ADMISSION CARD MRS OIL NIGERIA PLC

THE ANNUAL GENERAL MEETING TO BE HELD AT THE POLO HOUSE, 2, TINCAN ISLAND PORT ROAD, APAPA, NIGERIA ON TUESDAY, SEPTEMBER 22, 2026 AT 11.00 A.M.

NAME OF SHAREHOLDER: _____
_____

SIGNATURE OF PERSON ATTENDING: _____
_____

NOTE:
The Shareholder or his/her proxy must produce this admission card in order to be admitted at the Meeting. Shareholders or their proxies are requested to sign the admission card at the entrance in the presence of the Registrar on the day of the Annual General Meeting.

NOTE: A member who is unable to attend an Annual General Meeting is entitled by law to vote by proxy.

A proxy form has been prepared to enable you exercise your right in case you cannot personally attend the Meeting. The proxy form should not be completed if you will be attending the Meeting.

If you are unable to attend the Meeting, read the following instructions carefully:
(a) Write your name in BLOCK CAPITALS on the proxy form where marked *
(b) Write the name of your proxy _____, and ensure the proxy form is dated and signed by you. The common seal should be affixed on the proxy form if executed by a corporation. The proxy form must be posted as to reach the address below not later than 48 hours before the time for holding the Meeting.

The Registrars
First Registrar & Investors Services Limited;
Plot 2, Abebe Village Road. Iganmu, Lagos.

E-DIVIDEND FORM

SCAN ME

The Registrar,
First Registrars & Investor services Limited
Plot 2, Abebe Village Road
Iganmu,
Lagos

Dear Sir,

I/We hereby request that all dividend(s) due to me/us from my/our holding in MRS Oil Nigeria Plc be paid directly to my/our Bank named below:

NAME OF BANK _____ BRANCH _____

BANK ADDRESS _____

BANK ACCOUNT NO _____

SORT CODE _____ BVN NO _____

CSCS NO _____

SHAREHOLDERS SURNAME _____ TITLE _____

_____

OTHER NAMES

FULL ADDRESS: _____

MOBILE (GSM) NO _____ LAND LINE _____

EMAIL _____ FAX _____

SHAREHOLDER'S SIGNATURE(S) BANK'S AUTHORISED SIGNATURES/STAMP

1. _____ 3. _____

2. _____ 4. _____

5. _____

Company Seal

Please fill out and send this form to the Registrar's address above

ELECTRONIC ANNUAL REPORT

Please indicate if you would like to receive an e-copy of the Annual Report and Accounts of the Company. Kindly tick either:

YES _____ NO _____

@mrsoilnigeriaplc

2025 Annual Report and Accounts

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