2020 Annual Report & Accounts

MRS Oil Nigeria Plc

www.mrsoilnigplc.net

Strength of the Stallion

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Our Company

> **Currently, MRS Oil Nigeria PLC (MRS) has a lube blending plant that is ISO 9001:2008 certified with a 23.9 million litre annual capacity, 1.3 million kilograms annual capacity grease plant, 40 million litres annual capacities tank farm storage and Finished- Goods warehouses located in various parts of Nigeria.**

As a growing company, MRS Oil Nigeria Plc has great passion and is committed to Africa and its people. We are an African Company with an eye to put Africa on the global listing of world class companies…

MISSION

To be the leading integrated African Energy Company recognized for its People, Excellence and Values.

VISION

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

VALUES

1.Performing our job with the highest integrity and ethics.
2.Respecting the laws of the countries we operate in.
3.Training our people to become the best professionals.
4.Being fair and honest towards the stakeholders we deal with.
5.Applying our standards and procedures consistently across the corporation.
6.Creating an attractive and competitive total shareholders' return for our stakeholders.

About Us

MRS OIL NIGERIA PLC (formerly known as Texaco Nigeria Limited) was incorporated as a privately and wholly-owned subsidiary of Texaco Africa Limited. On the 12th of August 1969, MRS Oil Nigeria Plc (MRS) inherited the business formerly carried out in Nigeria by Texaco Africa Limited 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.

Currently, MRS has a lube blending plant with a 23.9 million litres annual capacity, 1.3 million kilograms annual capacities grease plant, 40 million litres annual capacities tank farm storage and Finished-Goods warehouses located in various parts of Nigeria. MRS has modern Jet A-1 facilities in Lagos, Kano and Abuja international airports with over 5 million litres cumulative storage capacity/tank share. The aviation depots which serve the domestic airports in Lagos, Abuja and Kano are 100% operated by MRS. Being one of the largest downstream operators, MRS has a 2 million litres/day fuel terminal in Apapa and over 113 retail stations all over Nigeria which carries a wide range of petroleum products including the new eco-friendly composite cylinders.

MRS is an affiliate member of MRS Holdings Limited, a Pan-African conglomerate of companies diversified in activities, but focused on capturing the entire value chain in oil trading, shipping, storage, distribution and retailing of petroleum products. MRS Holdings Limited was founded in 1995 and commenced operations with MRS Transport Co. Ltd. to bridge the gap in the haulage of petroleum products to end users. Following the expansion of the haulage business, MRS Oil and Gas Co. Ltd, was incorporated to purchase and distribute refined products from its storage facility in Tincan.

MRS Holdings Limited, through its other subsidiaries engages in Marine Services, Logistics, Civil Construction, Pipeline Construction and Management and Power Plant Rehabilitation. The Group is one of the largest and most efficient downstream players in West and Central Africa with interests and operations in Nigeria, Cameroon, Togo, Benin, Cote D'Ivoire, Guinea, Senegal and Ghana. From Geneva, Switzerland our Trading activities provide quality products to Governments and Petroleum Marketing companies across Africa.

As a growing company, MRS Oil Nigeria Plc has great passion and commitment to Africa and its people. We are an African company with an eye to put Africa on the global listing of world class companies. Our trade mark is 'excellence through partnership'.

Notice of Annual General Meeting

O.M. Jafojo (Mrs.) FCIS
Company Secretary

Notice is hereby given that the Fifty-Second Annual General Meeting of MRS Oil Nigeria Plc will hold at the Civic Centre, Ozumba Mbadiwe Avenue, Victoria Island, Lagos, Nigeria, on Tuesday, August 3rd, 2021 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 2020 and the Report of the Directors together with the Audit Committee and Auditors Report thereon.

2. To re-elect/elect Directors under Articles 90/91 and 95 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 Directors".

7. "To renew the general mandate for Related Party Transactions".

NOTES:

i. Compliance with Government Directive on COVID-19 and Related Guidelines:
In line with the guidelines of the Corporate Affairs Commission on the conduct of the Annual General Meeting (AGM) of Public Companies by Proxies and the need to comply with the directive and regulations of the Federal Government, the Lagos State Government, and the Nigerian Centre for Disease Control (NCDC) on safety and health measures against COVID-19 pandemic, the number of people at mass social gatherings has been limited by regulation.

Notice of Annual General Meeting

ii. Proxy:

A Member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy in his/her stead. A proxy need not be a member of the Company. Members entitled to attend and vote at the AGM may wish to select any of the following persons as their proxies to attend and vote in their stead:

1.	Chief Timothy Adesiyan	7.	Mr. Moses Igbrude
2.	Mr. Nornah Awoh	8.	Mr. Oladimeji Adeleke
3.	Prince Anthony Omojola	9.	Alhaja Ikudaisi
4.	Hon. Bright Nwabughogu	10.	Barrister Adetutu Siyanbola
5.	Alhaja Sariata Balogun	11.	Mr. Kolawole Durojaiye
6.	Mr. Babajide Adetunji	12.	Mr. Owolabi Peter

All instruments of proxy should be duly stamped by the Commissioner of Stamp Duties and deposited at the Registrar's Office, First Registrars & 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).

iii. Attendance by Proxy:

In accordance with the 2020 CAC's Guidelines, attendance at the AGM shall be by proxy only. The proceedings of the AGM shall be streamlined live.

iv. Stamping of Proxy Forms:

Arrangements will be made for the stamping of duly completed and signed proxy forms, to be submitted to the Company's Registrars within the time stipulated above.

v. 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 2020, 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 July 13, 2021.

vi. Register of Members and Transfer Books:

The Register of Members and Transfer Books of the Company will be closed from July 5, 2021 through July 8, 2021 (both dates inclusive) to enable the preparation of the Annual General Meeting.

vii. 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.

viii. Unclaimed Dividend Warrants and Share Certificates:

Several dividend and share certificates remain unclaimed and are yet to be presented for payment or returned to the Company for revalidation. We therefore urge all Shareholders who are yet to update their contact details to kindly contact the Company's Registrar or the Company Secretary.

ix. E-Dividend Mandate:

Shareholders are hereby advised to update their records and notify the Company's Registrar and provide details of their relevant bank accounts for dividend payments. A detachable e-dividend mandate form, is attached to the Annual Report for your convenience. The aforementioned form can be downloaded from the Company's website at www.mrsoilnigplc.net or www.firstregistrarsnigeria.com/download-forms

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

x. E-Report:

The electronic version of the 2020 Annual Report and Accounts is available online for viewing and download via the Company's website, www.mrsoilnigplc.net.

xi. SEC Rule on Complaints Management Framework:

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

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

The biographical details of Directors standing for re-election/election are provided in the 2020 Annual Reports and Accounts of the Company, on pages 34 to 38.

xiii. Website:

A copy of this Notice, list of unclaimed dividends for the year ended 31 December, 2020, and other information relating to the AGM can be found on the Company's website – www.mrsoilnigplc.net.

xiv. Live Streaming of the Annual General Meeting:

The AGM will be streamed live via the Company's website and on Youtube. This will enable Shareholders and other Stakeholders who will be unable to attend the meeting physically, to be part of the proceedings of the AGM. The link for the live streaming would be made available on the Company's website in due course.

xv. Special Business:

The CAC has approved that matters under special business will be tabled at the AGM.

(BY ORDER OF THE BOARD)

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

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

Dated: March 30, 2021

Result at a Glance

Year ended 31 December 2020	2020 N'000	2019 N'000	% Variance
Revenue	41,981,439	65,567,458	(0.36)
Loss Before Tax	(2,652,068)	(1,892,197)	(0.40)
Taxation	387,924	279,115	(0.39)
Loss for the Year	(2,264,145)	(1,613,082)	(0.40)
Basic and diluted loss per share (Naira)	(7.43)	(5.29)	(0.40)
Net asset per share	55.26	62.69	(0.12)

Corporate Information: RC 6442

BOARD OF DIRECTORS

Mr. Patrice Alberti	Chairman
Mr. Marco Storari*	Managing Director (Ag.)
Mrs. Priscilla Thorpe Monclus**	
Ms. Amina Maina	Non-Executive Director
Mr. Matthew Akinlade	Independent Director
Sir. Sunday Nnamdi Nwosu	Non-Executive Director
Dr. Amobi Daniel Nwokafor	Non-Executive Director
Mrs. Priscilla Ogwemoh	Non-Executive Director
Mr. Christopher O. Okorie***	Non-Executive Director

REGISTERED OFFICE
2, TinCan Island Port Road
Apapa, Lagos

COMPANY SECRETARY
Mrs. O. M. Jafojo
2, Tin Can Island Port Road
Apapa, Lagos

REGISTRAR
First Registrars and Investor Services Limited
Plot 2, Abebe Village Road, Iganmu Lagos
PMB 12692 Marina, Lagos

AUDITOR
Deloitte & Touche
Civic Towers
Ozumba Mbadiwe Avenue
Victoria Island, Lagos

PRINCIPAL BANKERS
Access Bank Plc
Fidelity Bank Plc
First Bank of Nigeria Limited
First City Monument Bank Plc
Polaris Bank Limited
Standard Chartered Bank Nigeria Limited
Stanbic IBTC Bank Plc
Sterling Bank Plc
Union Bank of Nigeria Limited
Unity Bank Plc
Wema Bank Plc
Zenith Bank Plc

*Appointed August 5, 2020
**Resigned August 5, 2020
***Resigned August 5, 2020

Leadership Team

Leadership Team

Marco Storari[1]
Priscilla Thorpe Monclus*
Managing Director

Oluwakemi M. Jafojo
Company Secretary

Samson Adejonwo[2]
Charles O. Agutu**
Chief Finance Officer

Moruf Sobowale***
Sales & Marketing Manager

Daniel Chukwuazawom
Chief Internal Auditor

Mr. Muideen Salami[3]
Mr. Oluwole Ojetunde****
Account Manager

Col. Adebisi Adesanya
Chief Security Officer

Sam Itodo
Treasury Manager

Emmanuel Ugwuozor[4]
Olanrewaju Johnson*****
Logistics Manager

Nnenna Enumah******
Sales Administrative Manager

Nkem Fasanmi
Supply Manager

Mr. Franklin Ugwueke*******
Engineering Manager

Alex Tiamiyu
LPG Manager

Olatunji Sanusi ********
Information Technology Manager

Gbenga Dairo
LPG/Consumer and Industrial Manager

Dooyum Omokaro[5]
Human Resources Manager

Olawale Badru
Legal Adviser

*Resigned August 5, 2020
**Resigned August 17, 2020
***Resigned October 21, 2020
****Resigned August 31, 2020
*****Resigned October 2, 2020
******Resigned April 10, 2020
*******Resigned September 30, 2020
********Resigned April 22, 2020

1. Appointed August 5, 2020
2. Appointed August 17, 2020
3. Assigned Role September 1, 2020
4. Assigned Role November 1, 2020
5. Appointed December 7, 2020

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 2020 and the results of its operations, cash flows and changes in the equity for the year ended, in compliance with the International Financial Reporting Standards ("IFRS") and in the manner required by the Companies and Allied Matter Act, 2020 and the Financial Reporting Council of Nigeria Act, 2011.

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
- Making an assessment of 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 enable them to ensure that the financial statements of the Company comply with IFRS;
- Maintaining statutory accounting records in compliance with legislation of Nigeria and IFRS;
- Taking such steps as are reasonably available to them to safeguard the assets of the Company; and 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 the Company will not remain a going concern in the year ahead.

The financial statements of the Company for the year ended 31 December 2020 were approved by the Directors on 30 March, 2021.

On behalf of the Directors of the Company.

Signature	Signature
Mr. Marco Storari	Dr. Amobi D. Nwokafor
(Managing Director, Ag.)	(Director)
FRC/2020/003/00000022038	FRC/2013/ICAN/00000002770
March 30, 2021	March 30, 2021

Chairman's Statement

I welcome the esteemed investors of this great Company, Board members, the Press, Ladies and Gentlemen, to the 52nd Annual General Meeting of MRS Oil Nigeria Plc. It is indeed my pleasure to present the Annual Report and Accounts for the financial year ended 31st December 2020.

Mr. Patrice Alberti

INTRODUCTION

It is an honor to begin this momentous occasion by recognizing all stakeholders both public and internal, whose continued investments and growing confidence, places this organization as a first-choice brand amongst others in the Nigerian Downstream Sector, considering that 2020 was a particularly challenging year.

I welcome the esteemed investors of this great Company, Board members, the Press, Ladies and Gentlemen, to the 52nd Annual General Meeting of MRS Oil Nigeria Plc. It is indeed my pleasure to present the Annual Report and Accounts for the financial year ended 31st December 2020. From an initial standpoint, our reporting precedence is a detailed look at key factors across several local, national and global situations that influenced operations, and by extension, the performance of MRS Oil Nigeria Plc (the Company) in the year under review.

THE 2020 OPERATING ENVIRONMENT

On the 7th of August 2020, it was reported that the World Bank Index had a number of data irregularities from inappropriate alterations occurring from 2018. This conclusively made all reports from that year voidable. According to investigations by The Financial Times, The Economist and The Wall Street Journal, these alterations directly impacted the rankings of countries such as China, Azerbaijan, the United Arab Emirates, including Saudi Arabia; and indirectly countries such as Nigeria who were initially believed to have made little or no progress in this regard. On the 16th of December 2020, three reports were released by the World Bank which showed that these inconsistencies, had been eventually dealt with.

According to this new report, Nigeria out of 190 countries indicated steady growth in her business environment from 146th and 145th position in 2018 and 2019 respectively, to a growth of 131st place in 2020. This assessment placed the country among the only 50 economies that had achieved "medium" growth, during the period under review. Nigeria, for the second time, was acknowledged as one of the top 10 countries with the most notable improvements seen in the West African region, followed only by Togo. Of the 12 indicators used as a benchmark for evaluating the performance of these economies, Nigeria improved significantly in areas such as the ease of starting a business, the ease of acquiring construction permits, electricity generation, property registration, cross-border trading and the legal infrastructure necessary to enforce contract indices. However, in areas such as credit acquisition, protecting minority investors, tax regulation and resolving insolvency, the country did not appear to make notable improvements.

In Nigeria particularly, there were recognized economic disruptors that stymied growth in 2020.

- A paramount disruptor in 2020 was the lingering effects of the COVID-19. After the country recorded its first known case late in February 2020, the Federal Government of Nigeria imposed a lockdown in three zones—the Federal Capital Territory encompassing the capital, Abuja, Lagos and Ogun States—prohibiting public gatherings, closing schools, places of worship, and most businesses. Authorities in other states introduced full or partial lockdowns and in mid-March, the federal government imposed a nationwide curfew and restrictions on non-essential travel into the country and between states. However, beyond the loss of life, COVID-19 pushed an estimated 5 million more Nigerians to the poverty band from 40.1 percent in 2019 to 42.5 percent in 2020. The pandemic plunged the economy into severe economic recession, the worst since the 1980s. With partial and total restrictions in movements, there were limited investment opportunities, low expectations for future income, erosion of wealth, reduction in consuming nonessential commodities and rapidly declining income-generating capacities of several social groups. According to the World Bank Nigeria Development Update (NDU), the economy experienced severe contraction up to an estimated 3.2% in 2020; leaving the Gross Domestic Product to decline by 5.4 percent.

- The aftermath of the ENDSARS protest was a major disruptor of the business environment in the last quarter of 2020. The End SARS protest was a decentralized social movement focused on speaking up against police brutality and violence. The group called for the disbanding of the Special Anti-Robbery Squad (SARS); as a result, mass demonstrations occurred throughout the major cities of Nigeria, accompanied by vociferous outrage on social media platforms. These protests were also undertaken by Nigerians in diaspora alongside sympathizers in many major cities of the world by a demographic made up of entirely young Nigerians. The impact of these protests led the Presidency to announce the eradication of the unit (SARS) and directed its state Governors to constitute a Judicial Panel of Inquiry to decide on cases of killings and brutality by officers of the defunct SARS, to mete out punishment on the culprits. However, there were layers of dissatisfaction on the part of many young Nigerians with regards to Government's position on actions that were previously announced, with no signs of implementation. These feelings of dissatisfaction were hijacked by miscreants and the start of a seemingly peaceful protest cost the Nigerian economy an estimated NGN700 billion Naira.

- Another major disruptor to Nigeria's economic growth is the not so unfamiliar inefficiency in electricity generation which results in a lack of reliable and affordable supply of power. The peak power generation and transmission was recorded at 5,520MW per day, although the much needed amount of aggregate supply adds up to about 180,000 MW (i.e. an average estimated at 10,000 – 12,000 MW per day) of installed generation capacity. Constraints included insufficient gas supply, major issues with distribution and transmission infrastructure among many others. The sector continued to record poor results, inferring therefore that it has not overcome its perennial challenges. The implication being that, about 50 percent of the population (97 million people including businesses) do not get electricity from the national grid and mostly relied on battery-powered flashlights and fuel generators. The World Bank on the workings of the sector declared that these constraints in electricity supply cost the country up to N10.1 trillion annually and about 2 percent of its Gross Domestic Product (GDP). Based on this scenario the country's energy sector could be considered to be in crisis, with the extensive losses attributable to the non-availability of the installed capacity and the high occurrence of significant technical and non-technical issues through the power supply value chain. Consequently businesses like individuals, suffer from extensive power outages; a situation that results in an annual consumption of the electricity per capita being amongst the lowest in Africa, estimated at less than 150 kWh.

- Nigeria's inflation rate increased by 15.75 percent year-on-year and the rate in December 2020 was the worst recorded in 3 years. According to the Consumer Price Index report released by the National Bureau of Statistics (NBS), the inflation rate was 0.86 percent points higher than the rate of 14.89 percent recorded in November 2020. Part of the factors accounting for the increase in inflation include the mismanagement of human capital. Nigeria recorded 0.36 points in the World Bank Group's 2020 Human Capital Index (HCI), indicating 0.01 basis points compared to 0.35 recorded in 2018. This implies an underutilization of human capital given the population. The World Bank in its report indicated that 80 percent of the world's poverty, resides in countries with an HCI under 0.5. CPI (Consumer Price Index) - a measure that examines the changes in the purchasing-power of a currency.

These identified challenges could be considered long-term, recurring and by no means unfamiliar. It is therefore important to critically examine pragmatic solutions that specifically mitigate these issues.

Chairman's Statement

- A key impediment to the Nigerian economy continues to be its infrastructural deficit - a feature generic to many African nations. A huge bane to the development of infrastructural capacity; apart from poor and mismanaged public investments is the weak participation of the private sector. Therefore, it is only logical to welcome opportunities that foster public-private partnerships towards the improvement of the infrastructural landscape within the country, to minimize operational business risks as well as those situated in day-to-day living.

- Nigeria moved 15 places in the World Bank Doing Business Report 2020 to the 131st position out of 190 countries surveyed. This means that from 2016, Nigeria advanced by 38 places over the last three years when it was at the 169th position on the global ranking. Over this period, the World Bank recognized the country as one of the most notable economies with improvement in doing business. Of the 10 doing business indicators, the 'Getting Credit' category was documented to have the best ranking, even though there was an identified decrease in global ranking. The finance and credit system is the key enabler of sustainable economic and development goals, particularly in reducing poverty and in maintaining human dignity. Nigeria's ranking in the Getting Credit category, rose from 44th position in 2016/17 to its highest rank of 6th position in 2017/18, slipped to the 12th position in 2018/19 and to the 15th position in the recently released 2020 Doing Business Report. Although Nigeria's score in 2020 remains the same as the previous year, as more countries implemented significant reforms within this category and improved their credit framework, its ranking dropped. Nevertheless, as with many developing countries, an all-inclusive access to affordable finance and credit continues to create a challenge in Nigeria, particularly to women, rural dwellers and Micro, Small and Medium Enterprises (MSMEs). However, the Central Bank of Nigeria (CBN) and its stakeholders have been working assiduously to firm up Nigeria's credit architecture - strengthen the legal and regulatory framework to remove constraints to the rights of both creditor and borrower, in a bid to unlock affordable financing. Finally, financial institutions, particularly banks, should be encouraged to create credit to enable individuals and businesses to meet their obligations.

  Access to credit is an important aspect of economic expansion particularly through small and medium scale business growth. However without adequate regulation, effective risk management within the financial ecosystem would become absolutely improbable. Establishing and enforcing regulations is therefore necessary to protect all parties involved, including consumers of credit. The 2020 Finance Act, prepared by the Minister of Finance and the National Planning Committee (NPC) and approved by the President suggests that the government is prepared to move forward on issues of economic welfare. Following a number of amendments, the Act is intended to focus on five (5) key areas after including, enacting counter-cyclical measures and crisis intervention initiatives, providing fiscal relief for mass transit, implementing key procurement reforms, institutionalizing ease of doing business (EODB) reforms and ensuring fiscal responsibility.

By these resolutions, I appreciate the recent commitment of the Federal Government to ease constraints impeding business operations by launching certain initiatives, which will be discussed in detail at the later part of this Statement. Again, the importance of a business-friendly environment cannot be overemphasized in the pursuit of economic expansion. Nigeria's economy is far from being a competitive business setting; therefore, if the government fails to address the underlying deficiencies, investments will remain stifled as well as, key economic sectors. Invariably the efforts of government authorities would be undermined.

THE ECONOMIC ENVIRONMENT

THE GLOBAL ECONOMIC ENVIRONMENT

In 2020, the COVID-19 pandemic spread with alarming speed, infecting millions and bringing economic activity to a near-standstill as countries imposed tight restrictions on movement to halt the spread of the virus. More than a million lives were lost since the year began and the toll continues to rise even today. Many more people have suffered serious illnesses from viral mutations that were unanticipated and an estimated 90 million people fell into extreme deprivation. However, within these difficult times emerged reasons to remain hopeful. In countries such as the United States of America, testing was ramped up to provide the much needed treatment and vaccine trials proceeded at a relatively unprecedented pace. Furthermore, international solidarity became strengthened along certain dimensions including rolling back a number of trade restrictions on medical equipment supplies, increased opportunities to access financial assistance especially for vulnerable countries, among others. As casualties in the health and human toll grew, the economic damage was evident and represented the largest commercial shock the world had experienced in

decades. The baseline forecast was measured at about 4.4 percent contraction in global GDP in 2020, using market exchange rate weights and surmised as the deepest global recession in decades, despite the extraordinary efforts of governments around the world to counter the downturn with fiscal and monetary policy support.

Over the longer horizon, the deep recessions triggered by the pandemic left lasting scars through lower investments, an erosion of human capital through lost work and schooling, and fragmented global trade and supply linkages. Most countries were plunged into recession, with the largest impact being on the per capita income. Advanced economies, developing countries and emerging markets were all uniquely affected by the constriction in an attempt to cope with their domestic outbreaks of the virus.

In May and June, many economies tentatively reopened, slowed reopening, or put in place partial lockdowns in an attempt to restore economic activities. Firms, remained cautious in their response to these disruptions and remote work became the order of the day, while layoffs followed - especially for businesses that were unable to maintain the day-to-day cost of operations. Aggregated industrial production in many countries remained well below the plan.

As economies reopened and eased constraints on spending, overall activity continued to normalize faster than anticipated, or as indicated by GDP outturns for the second quarter of the year. China, for example, experienced surprising economic growth resulting from increased public investment (especially to meet the demand of medical supplies and equipment), which helped to boost commercial activities to return to positive growth. In the United States and Europe, contractions continued less severely than anticipated as a result of government transfers that supported household incomes. In South Korea, exports which make up a huge part of the GDP, also fell sharply.

According to the International Labour Organization (ILO), the global reduction in work hours in the second quarter of 2020 compared with the fourth quarter of 2019, was equivalent to the loss of 400 million full-time jobs, deepening from an equivalent 155 million full-time jobs lost in the first quarter. Women in the labor force particularly those informally employed, have been disproportionately affected by the pandemic and lockdowns were required, to slow the spread of the virus.

Aggressive policy countermeasures have played a vital role in supporting global recovery and preventing further amplification of the COVID-19 shock through various financial systems within advanced and developing nations. Although implementation varies across these economies, financial conditions continue to ease (albeit slowly) particularly

Chairman's Statement

for a number of emerging markets and developing economies. Prominent examples of new policy initiatives include the €750 billion European Union pandemic recovery package fund (more than half of it grant-based) and a wide range of temporary lifeline policies worldwide. The latter have included cash and in-kind transfers to affected firms and households; wage subsidies to maintain employment; expanded unemployment insurance coverage; tax deferrals; and regulatory initiatives to ease classification rules and provisioning requirements for banks' non-performing loans, together with the release of buffers to help absorb losses.

Owing to the dynamics set in motion by the pandemic major currencies were affected. The dollar depreciated by over 4 ½ percent in real effective terms between April and late September, reflecting an improving global risk sentiment and concerns about the impact of rising COVID-19 cases on the speed of the US recovery. During the same period, the Euro appreciated by close to 4 percent on improving economic prospects and slower increases in COVID-19 cases.

THE DOMESTIC ECONOMIC ENVIRONMENT

The economy of Nigeria advanced 0.1percent year-on-year in Q4 of 2020, following a 3.6percent contraction in the previous period. It marks the first positive quarterly growth in the last three quarters, reflecting the gradual return of economic activities following the easing of restricted movements and limited local and international commercial activities in the preceding quarters. The non-oil sector grew by 1.7 percent, recovering modestly from a 2.5 percent decline in Q3, boosted by telecommunications and information Services (17.6 percent vs. 17.4 percent). Other important contributions came from agriculture (3.4 percent vs. 1.4 percent) and real estate (2.8percent vs. -13.4 percent). Meanwhile, the oil sector plunged by 19.8percent, following a 13.9 percent slump, amid lower crude oil production (1.56 million barrels per day, down from 1.67 mbps in Q3 and 2 mbps a year ago). On a quarterly basis, the GDP grew by 9.7 percent, after increasing by 12.1 percent in the previous quarter. In 2020, the economy shrank by 1.9 percent, compared with a 2.3 percent expansion in 2019. Consumer prices rose by 1.54 percent month-on-month in February, up from January's 1.49 percent increase with a stronger rise in food prices. Inflation rose to 17.3 percent in February from 16.5 percent in January, marking the strongest annual rise in prices since May 2017. Meanwhile, the trend pointed up as annual average inflation came in at 14.1 percent in February from 13.6 percent in January. Core inflation was 12.26 percent in April but with an increase to 12.40 percent in June; this corresponds to the decline in GDP growth from 2.55 percent in the last quarter of 2019 to 1.87 percent in the first quarter of 2020.

Like many resource-dependent developing countries, the depressing global capital flows, put serious pressure on Nigeria's foreign exchange reserve, exchange rates as well as the conduct of sundry monetary policies in the country. This situation is expected to result in macroeconomic consequences on outcomes such as economic growth, inflation, unemployment and exchange rates. There were 4 different unique shocks related to disruption in economic activities. These were production shocks (which include cost of production, cost of labor input, raw materials and transportation), labour shocks, demand-based shocks and gaps in government expenditure. The Federal Government artificially adjusted the official exchange rate by 15 percent with the ongoing unification of various exchange rates under the Investors and Exporters (I&E) window, Bureau de Change and retail and wholesale windows in line with market forces. The Naira depreciated by about 4 percent (the Naira depreciated sharply against the US dollar on March 23, 2020 from $306.50/naira to $360.5/naira). However, a few pharmaceutical companies were ensured they could receive foreign exchange and naira funding in support of medical activities.

The level of unemployment in the country at the incidence of COVID-19, increased by about 33.5 percent due to labour demand and labour supply shocks. The Ministry of Labour and Productivity put the total number of job losses in Nigeria during the pandemic to about 39.5 million. The employment structure in Nigeria was dominated by informality, hence the livelihood of those involved in the informal sector of the economy was seriously affected during the lockdown. Economic activities were totally disrupted during complete lockdown and after the ban on movement was partially lifted, the implementation of social distancing made it difficult for the economy to return to status quo before the advent of the pandemic. The education sector which consists of both private and public stakeholders was also seriously impacted - schools remained closed, teaching and non-teaching staff remained unpaid, with unprecedented layoffs flooding the markets.

Due to the decline in the price of crude oil in the first quarter (Q1) 2020, aggregate export earnings declined by 14.9 percent and 12 percent to $13.39bn, compared with $15.74bn and $15.22bn in Q4 and Q1 of 2019 respectively, according to figures published in a report by Nigeria's Central Bank. Export of crude oil (which contributes less than 10% to the Gross Domestic Product but accounts for nearly 90% of foreign-exchange earnings and half of the government revenue), fell by 20 percent and 14 percent to $9.48bn compared with $11.84bn sold in Q4 of 2019; this was due to the fall in the average price of Nigeria's bonny light crude, which fell from $65.87 to $52.48 per barrel in the first quarter of the year. However, in the non-oil sector driven by cashew nuts, cocoa beans, sesame seeds sold to the Netherlands, Côte d'Ivoire, Brazil and the United States, Nigeria experienced a marginal increase of 0.9 percent from $2.14bn in the fourth quarter of 2019 to $2.16bn in April 2020. Nevertheless, compared to 2019, the receipts from export continued to fall.

THE POLITICAL ENVIRONMENT

The political system in Nigeria still faces a huge number of problems regarding state coherence, institutional efficiency of the administrative system, internal security, as well as economic reform. Thus, the economy still suffers from major political shortcomings that undermines governance. The country, now 60years old, continues in the struggle of achieving its potential with over dependence on crude oil. With an unenviable reputation as the world's new poverty capital, about 40% (82 million people) of Nigeria's population are living on less than 1$US per day, according to figures from the National Bureau of Statistics.

The recent increase in fuel pump prices and electricity tariffs continues to trigger questions about Federal Government's commitment and priorities. This further raises concerns on the patterns of political decisions, actions and mechanisms utilized by the government and the conflict they pose for the administration's mandate for tackling poverty and achieving economic growth.

The Boko Haram insurgents in the North East have not been technically defeated, as fatalities continue to be recorded from attacks. In addition, other bandits continue to cause mayhem through countless kidnappings and massacres in all parts of the country. These alongside the 'End SARS' protests and violence that followed, has caused Nigeria to be ranked 3rd below Afghanistan and Iraq out of 138 countries in the Global Terrorism Index, the 14th most fragile in the world and the 9th in Africa, according to the Fragile States Index. Unsurprisingly, in the same year the country was also ranked 148th out of 163 countries in the Global Peace Index, far below former war-ravaged countries like Sierra Leone which ranked 52nd, Liberia which ranked 59th and Rwanda which ranked 79th. This has in no small measure adversely impacted business activities in the country.

Chairman's Statement

THE OIL AND GAS INDUSTRY 2020

A GLOBAL PERSPECTIVE

The outbreak of the pandemic added a major layer of uncertainty to the oil market outlook at the start of 2020. The rapid fall in oil and gas prices affected companies across the industry, including investments in clean energy transition. Global attention is increasingly focused on the need to accelerate clean energy options in order to mitigate the risks of climate change. The outbreak resulted in the sharpest downturn in energy and oil demand in living memory, while demand for diesel and gasoline plateaued as new efficiency standards were applied to internal combustion engine vehicles just as electric vehicles hit the market. Oil producers were faced with a glut of crude oil that left them scrambling to find storage space for the oversupply. Brent crude oil prices also tumbled, closing at $9.12 a barrel in April, a far cry from the $70 a barrel crude oil fetched at the beginning of the year. An oil price war between Russia and Saudi Arabia erupted in March when the two nations failed to reach a consensus on oil production levels. The month-long price war ended in April when the Organization of the Petroleum Exporting Countries (OPEC) and its allies agreed to cut overall crude oil production by 9.7 million barrels per day for an initial period of two months starting on May 1. This represented the single largest output cut in history.

It meant that oil production would be limited to 7.7 million barrels per day beginning July 1st. Optimism about the possible rollout of multiple COVID-19 vaccines boosted market optimism so that in November, Brent crude oil spot prices increased to an average of $43 per barrel, an increase of $3 a barrel from October's per barrel average. Industry group Oil and Gas UK warned of an "increasingly grim" outlook for the North Sea sector and called for a system of government backing for those willing to invest in the country's "increasingly fragile" oil and gas supply chain. Following this, Oil and Gas UK declared that two-thirds of UK upstream oil and gas companies, expected lower oil and gas production in 2020 than previously anticipated; due to collapsing oil and gas prices and falling demand, from the coronavirus pandemic.

A DOMESTIC PERSPECTIVE

The Federal Government of Nigeria set out an ambitious plan to pass the Petroleum Industry Bill (PIB) by the end of 2020; although that was not achieved, progress was made as the PIB passed its second reading, in both the Senate and the House of Representatives in the fourth quarter of 2020. The primary changes proposed in the draft presented to the National Assembly include:

- New Regulatory Bodies: This refers to the establishment of the Nigerian Upstream Regulatory Commission, which is responsible for the technical and commercial regulation of upstream petroleum operations; and the Nigerian Midstream and Downstream Petroleum Regulatory Authority, performing the same role for midstream and downstream petroleum operations.

- New (and reduced) Ministerial Role: This provides that the Minister of Petroleum shall retain general supervision over petroleum operations but his existing powers to grant and revoke licenses must require supporting recommendation from the Commission.

- A New Nigeria National Petroleum Corporation (NNPC): The existing NNPC would be replaced with a newly incorporated Limited Liability Company (NNPC Limited) that (temporarily) remains Government owned. The company will operate on a commercial basis without Government funding and shall be required to publish Annual Reports and Accounts.

- A New Tax Regime: The current Petroleum Profit Tax will be replaced with a new Hydrocarbon Tax and the application of the Companies Income Tax (which previously did not apply to oil production). The Hydrocarbon Tax would apply to crude oil, condensates and natural gas liquids but not associated / non associated gas.

Another major impact of the pandemic on the oil and gas sector was the reduction of the Budget Benchmark Price of crude oil. The 2020 budget had assumed an average benchmark crude oil price of US$57 per barrel (/bbl) in April 2020, however, the Ministry of Finance and Budget Office revised this price to US$30/bbl1 in recognition of the continued decline of oil prices and the continued effect of the pandemic in the global oil industry. The budget benchmark was further revised to US$20/bbl.

The Nigerian federal budget was passed and signed into law based on an assumed oil production volume of 2.18 million barrels per day (mb/d). However, the onset of COVID-19 pandemic and its global spread, which resulted in a decline in oil prices due to subdued demand and the price war between Russia and Saudi Arabia, had a direct impact on this production assumption. Therefore, the Federal Government was compelled to revise its budget estimates regarding oil production to 1.7mb/d in the Revised 2020 Budget forwarded to the National Assembly. However, it was also obligated to accept further cuts to this planned production volume, as a result of the historic agreement by the Organization of Petroleum Exporting Countries (OPEC) and its allies (OPEC+) to cut crude oil output as part of its efforts to tackle the global oil crisis. In line with this agreement, Nigeria agreed to cut its production to 1.412mb/d, 1.495mb/d and 1.579mb/d. However, this did not cover the production of condensate, which is exempt from the OPEC curtailment and which Nigeria utilizes to shore up its production capacity by about 360,000 to 460,000 barrels per day.

Another significant impact of the COVID-19 pandemic was the dampening global demand for crude oil. This depressed demand had filtered to the demand of Nigeria's crude oil, as the country's major export destinations, battled the pandemic with enforced lockdowns and reduced economic activities. As a result, Nigeria needed to slash its official selling price for its crude oil, offering discounts of up to $5/bbl to remain competitive in the crude oil market. It has also been reported that there were about 15 to 20 million barrels of unsold Nigerian crude in April 2020, which was about 25 percent of the country's total oil exports.

In response to the pandemic, the DPR recently issued two Circulars on the management of the Covid-19 pandemic in the oil and gas sector against the backdrop of the spread. In a Circular issued on 29 March, 2020 the DPR directed operators, contractors and service providers to reduce the workforce on offshore platforms. All travels to and from offshore or remote locations would strictly be in line with the Guidelines and Procedure for Travel to Offshore/Swamp Location and Obtainment of Offshore Safety Permit. It also suspended staff rotation of less than 28 days, which implies that staff working offshore or in remote locations are required to stay on rotation for a minimum of 28 days at these locations. The Circular further stipulated the withdrawal of non-essential staff from offshore or remote locations and mandated that representation by government agencies at these locations be limited to one person per rotation. In response, operators and their contractors ensured strict compliance with COVID-19 directives, while limiting the number of personnel at projects or construction sites.

In 2020, The National Production Monitoring System (NPMS) continued to provide an online platform to accurately monitor national crude oil production and exports, through the provision of a system for direct and independent acquisition

Chairman's Statement

of production data from oil and gas facilities in Nigeria, to ensure timely and accurate reporting of production figures and export data; its responsibility replaces the current paper based report. However, following the persistent calls for a more efficient, accurate and robust surveillance of the nation's oil production and export capabilities, the NPMS scheme was viewed as the only alternative. The underlying strength of the NPMS is to further ensure DPR's ability to accurately determine the exact revenue accruing to Nigeria, from the oil and gas sector.

Undoubtedly, a comprehensive legislative reform for the oil and gas industry is urgently required. Consequently, the 9th National Assembly must ensure that the much-delayed Petroleum Industry Bill (PIB) in whole, or as was fragmented into smaller Bills is passed sooner than later. However, robust engagements with the operators will help manage any potential dispute or controversy. Finally, the deletion of Automotive Gas Oil (AGO) from VAT zero-rated list by the enactment of the Finance Act 2019 and VAT Modification Order (VMO) 2020 should be rescinded, considering the vital role AGO plays in the Nigerian economic outlay. Government must carefully review its fiscal policies in consideration of AGO (diesel) as a key driver of inflationary cost and the ease of doing business. The exemption of AGO from VAT would provide the required respite to businesses that are heavily reliant on diesel.

THE COMPANY

Ladies and gentlemen, our company MRS Oil Nigeria Plc is a completely integrated and competent downstream player with various leading positions in the Nigerian Oil industry. We are a major player in the indigenous petroleum product marketing industry as well as a first-choice manufacturer of superior lubricating oils and greases. The distribution channels of the Company dedicated specifically to the sales of petroleum products, are efficiently spread across indigenous retail outlets within the Nigerian market. We boast a brand that serves as the foundation of all engagements; both now and in the future. We believe in operational excellence targeted at resource optimization for the sake of guaranteeing the highest quality energy products and related services on which our clientele; locally and across the globe, can sustainably rely on.

Health Safety and Environment (HSE)
MRS Oil Nigeria Plc's commitment to identifying and sustaining the highest standards of Health, Safety and Environmental risk management in all its work environment for employees and stakeholders, including communities is based on global best practices. We are committed to MRS employee protections from occupational health related incidents and the promotion of the overall wellbeing of the employees. Following the awakening of the world to a novel and infectious disease-Corona Virus; the Company, in compliance with various government's directives aimed at reducing the spread and exposure rate, restricted all non-essential workers to work from home. Also, MRS offices were rearranged to accommodate a maximum of 50% of the initial staff capacity.

The Company continues to deploy various risk management tools including Job Safety Analysis (JSA), Safe Work Permit (SWP), Journey Management Plan (JMP), Road Transport Safety Program (RTSP), Safety Equipment Inspection and Testing, amongst others. The success of these deployments are evidenced in improved performance of the Company in various Safety Indicators recorded in the year under review. As a result, there was a satisfactory outcome of all the statutory and regulatory inspections across all locations within the year.

FINANCIAL RESULTS

The Company incurred losses amounting to ₦2.30 billion in the year under review due to the impact of COVID-19 on the economic activities in Nigeria and the resultant effect in the decline of the consumption of petroleum products. The lockdown restrictions implemented by the government as part of the effort to curtail the spread of the coronavirus disease, significantly affected the consumption of Premium Motor Spirit (PMS). This ravaging situation totally accounted for the substantial loss sustained across all the products lines of the Company.

The significant dip in earnings from all the product lines impacted gross profit as it declined from ₦4.41billion in 2019 to ₦3.46 billion in 2020, accounting for 22 percent despite significant Cost of Sales slash by 37 percent from ₦61.16 billion to ₦38.52 billion. Additionally, the Company incurred a ₦1.57 billion operating loss as against the loss position of ₦2.02 billion in 2019. This was fundamentally due to the improvement of other income from ₦0.43 billion in 2019 to ₦0.52 in 2020, a `reduction on administrative expenses from ₦5.16 billion 2019 to ₦4.99 billion in 2020 and significant decline on selling and distribution expenses by 29 percent to ₦1.03 billion in contrast to ₦1.45 billion recorded in 2019.

The sharp jump in finance cost from a positive position of ₦0.13 billion in 2019 to a negative point of ₦1.08 billion in 2020 is occasioned by huge interest expense incurred in 2020. This trend in finance cost majorly accounted for weakened profitability as after-tax loss progressively increased to ₦2.26 billion in 2020 as against ₦1.61 billion in 2019.

2021 OUTLOOK IN THE GLOBAL MARKET

In July, the global economy and capital markets rebound faster than expected in the third quarter of 2020. However, the pace of recovery in the coming months remains highly uncertain as mounting COVID-19 cases amid winter conditions, especially in Europe and the United States, may trigger another round of shutdowns and restrictions. Any further normalization of economic activity largely depends on how the pandemic evolves and more importantly, when COVID-19 vaccines reach the general public. With consistent efforts to keep the virus under control, economies are expected to continue dealing with the adverse impact of deteriorated fiscal balances, the effect of muted business investment on the labor market and consumer spending in 2021.

Chairman's Statement

IMPACT OF THE PANDEMIC ON THE OIL AND GAS INDUSTRY

Global oil demand fell by 25 percent in April, but there was a sharp rebound, cutting losses to just 8 percent. Looking ahead, 2021 oil demand is expected to recover strongly but remain lower than it was at pre–COVID-19 levels—about 4 percent lower in the base case. Similarly, oil prices and energy stocks have underperformed since July 2020. Mass layoffs and heightened cyclicality in employment, continue to challenge the industry's reputation as a reliable employer; and it appears that 70% of jobs lost during the pandemic may not come back by the end of 2021.

Although the oil and gas sector is used to the highs and lows of economic and price cycles, this downturn seems unlike any other; it appears that the industry will continue to contract through 2021. With the survival of many companies at risk and the long-term decline in petroleum demand, the next decade could look very different from the entire supply value chain. Thus, 2021 will either be a leapfrog year or a test of endurance for many. To guard against this downside, Oil and Gas companies should consider accelerating digital transformation to reduce operating costs, maintain flexibility in their operations and optimizing their capital allocation for tomorrow's projects. Apart from enabling remote operations and driving human-machine collaboration, digitalization will continue to play an important role in setting near-term targets, using standardized and credible reporting and tracking accountability across the hierarch.

The pandemic has turned into a "fast-forward" scenario for the Oil and Gas industry, where what may have evolved over time unfolded within months. Pivoting to the new energy future could be tough and may require companies to make bold choices on the stance and commitments of new administrations on the issue of clean energy, changes in end-use demand patterns and supply composition, the rise of environmental, socially responsible, and impact-focused investing; the adoption of new talent strategies to succeed in the future of work and the need for consolidations in a low-priced economy. The decision made by these companies in the coming months, and the trends prioritized, will determine the pathway globally and locally.

IN NIGERIA

Nigeria's oil industry looks set for a difficult 2021 as delays in implementing key legislative reforms continue to compound the growing challenges within the sector, still reeling under the weight of OPEC+ output cuts and the impact of the Coronavirus. As continued, global attention shifts away from fossil fuels to cleaner energy sources and the resolve of OPEC and its allies to keep production in check to stabilize prices; there is likely to be a downward trend in Nigeria's oil output. This implies that the decline in 2021 would be more complicated, than the situation within the industry in the previous year. Nigeria has suffered heavily from a sharp drop in output and depressed global oil prices and is further exposed to increased production demand at 1.5 million b/d against a capacity to produce 2.3 million b/d - leaving the oil industry in turmoil. With these impediments, 2021 would see Nigeria's attempt to trim oil production costs to $10/b from the current range of $15-$35/b, and minimize waste.

Ladies and gentlemen, the question therefore in the face of these desolating challenges is "What is the way forward for the Nigerian economy?

The following are the recommendations that government needs to prioritize, to revamp the economy:

1. Prioritizing human capital development particularly in the agricultural sector to limit the country's overdependence on crude oil.
2. Embrace policy reforms that support adequate economic expansion through diversification and effective risk management.
3. Ensuring that adequate security is provided by trained and well-disciplined agencies throughout all social and economic levels, rather than a mere proposal as a political propaganda.
4. Improving the infrastructural economy within the country through continued, transparent and well managed public investments.
5. Creating opportunities to access credit under consumer enabling conditions for business enterprises as well as individuals.
6. Design and implement a monetary exchange rate policy framework by the Central Bank of Nigeria (CBN), to support other measures to be adopted by the government to contain the crisis.

2021 ECONOMIC INDICATORS AND RISKS IN NIGERIA

The economy is projected to grow by 1.5 percent in 2021 and 2.9 percent in 2022, based on an expected recovery in crude oil prices and production. Stimulus measures outlined in the Economic Sustainability Programme (ESP) and the Finance Act of 2020 could boost non-oil revenues. Improved revenues can narrow the fiscal deficit to 4.6 percent and the current account deficit to 2.3 percent of GDP in 2021 as global economic conditions improve. Reopening borders will increase access to inputs, easing pressure on domestic prices and inflation, projected at 11.4 percent in 2021. Downside risks include reduced fiscal space, should oil prices remain depressed; in addition, flooding and rising insecurity could hamper agricultural production. Further depletion in foreign reserves from $35 billion (7.6 months of import cover) could lead to sharp exchange rate depreciation and inflationary pressures. A potential relapse in COVID–19 cases could exacerbate these risks. High unemployment (27 percent), poverty (40 percent) and growing inequality remains a major challenge in Nigeria.

CONCLUSION

In conclusion, the year under review still remained challenging especially because of the various macroeconomic factors that eluded the Company's control. However, the Company achieved a number of milestones in all areas of the business. On this note, I would like to thank all employees of the Company, for their passion and commitment; the customers for their loyalty and esteemed Shareholders for their ongoing support and confidence in MRS Oil Nigeria Plc. Once more, thank you and I wish you all fruitful deliberations in the course of this meeting.

PATRICE ALBERTI
Chairman

Managing Director's Report

We offer a wide range of lubricants and industry expertise including premium lubricant brands such as Stallion and Premier Motor Oil.

Mr. Marco Storari

INTRODUCTION

Welcome to the 52nd edition of MRS Oil Nigeria Plc's Annual General Meeting (AGM).

It is indeed my great pleasure and honour to present this Annual Report and Accounts to you. I wish to extend my deep appreciation to the Chairman of the Board, Mr. Patrice Alberti, Board Members, Shareholders, Management, and Employees for your unwavering commitment, diligence, and much needed support in navigating the peculiar challenges of 2020.

Last year's AGM, ended with a declaration of the Company's commitment to deliver on a plethora of ambitious plans including but not limited to launching the economy of lubricants, engaging third parties to manage and operate lube bay, aggressive advertisement and sales promotions, reactivating dormant warehouses and retail stations, introducing an incentive scheme for customers, introducing e-fuel platforms and more.

Plans were designed, strategies set for roll out, when the world was hit with COVID-19. Its adverse impact was of global magnitude and the Nigerian economy was particularly hit due to the sharp drop in oil prices. Despite the challenges of the pandemic, the Company was awakened to its capacity to be agile and decisive; strategic decisions were reviewed and a roll-up of all the ambitious plans into three giant plans, namely:

1. Zero loss of lives.
2. Conduct of business in the safest means possible.
3. Technology Upgrade.

In the light of ensuring zero loss of lives and the conduct of business in the safest means possible, the Company effected a change in its mode of operations. The Company, in compliance with various government directives aimed at combating the spread and exposure rate, restricted all non-essential workers to work from home and the offices were rearranged to accommodate a maximum of 50% of staff capacity. Other preventive protocols were deployed.

Furthermore, we also ensured that the office locations of the Company were free of health hazards and continuously provided resources that created a conducive and ergonomic environment for all employees and visitors. Generally, MRS maintains a health insurance policy, which provides health coverage for all employees through the Health Maintenance Organizations (HMOs) and an in-house clinic for immediate response to health-related issues. As a result, the outcome of all the statutory and regulatory inspections across all operational locations within the year were satisfactory. In line with the foremost priorities to conduct business in the safest way possible and ensure zero loss of lives, the Company is delighted to announce that it did not record any confirmed cases of COVID-19 amongst its employees at the head office and in various locations.

With the prohibition of physical meetings, the Company clients were equally advised to adopt virtual platforms. This of course triggered the need to upgrade the Information Technology of the Company. The following are the ways in which this was achieved:

- Microsoft Teams was adopted for online meetings, to minimize the time spent on physical meetings and to reduce physical contacts during the initial wave of COVID-19, while maintaining productivity.
- The internet service provider was migrated from Netcom to MainOne to improve internet service delivery to the Main office and remote offices. Productivity was increased and employees had seamless access (internally and externally via VPN) to business applications (e.g., SAP) to discharge official tasks.
- The New Host-based Intrusion Prevention System (HIPS), program module such as Deep Behavioral Inspection, analyzes the behavior of all programs running on the computer and sends warning for malicious behaviors of the process, was Upgrade of ESET Endpoint Security from version 7.1 to 7.3.
- The implementation of Microsoft Hyper-V virtualization on the production environment.
- The implementation of a web-based IT helpdesk platform to manage all support requests and improve the efficiency of the IT department for tracking and prompt resolution of the user's IT problems amongst others.

Furthermore, the Board of Directors approved the resignation of the Managing Director - Mrs. Priscilla Thorpe-Monclus and Mr. Christopher Okorie as Directors of the Company. I must acknowledge the contributions of both board members whose commitment and dedication resulted in an overall business turnaround.

OUR COMPANY

The MRS slogan, 'Strength of the Stallion' is not just a slogan. It is the embodiment of 'who we are as a Company and *'what we do'*. From the challenges experienced in 2020 and the Company's ability to strategize promptly in order to maintain its position in the market only reinforced the qualities of strength and resilience.

Who Are We

We are MRS Oil Nigeria Plc - a fully integrated and efficient downstream player with leading positions in the Nigeria Oil Industry. We are the supplier of choice to our esteemed customers, thus strengthening our commitment to product reliability and excellence in service offerings.

We are an organization focused on improving our operational efficiencies in all areas of the downstream sector, where we operate. We have an excellent track record and an in-depth knowledge of the Nigeria downstream sector.

What we Do

We are one of the largest and leading marketers of refined products, including quality gasoline, marine, and aviation fuels in the downstream industry in Nigeria. The company's proprietary blending facility and its research and development facilities allow for the supply of premium quality products, to our esteemed customers.

Managing Director's Report

2020 FISCAL YEAR REVIEW

THE MARKETING OPERATIONS REVIEW

As part of the Company's strategic program to maximize the wealth of Shareholders' in 2020, part of the capital expenditure includes the sum of NGN429.7 million; from which NGN113.1 million was spent on major construction projects, N204.4 million was spent on plant and machinery; NGN11.46 million was spent on the acquisition of computer equipment, NGN3.75 million spent on furniture and fittings and NGN96.94 for other capital work in progress.

SALES REVIEW

In 2020, sales saw a decline in all six (6) of our product lines when compared with 2019 sales results. The negative growth was largely due to COVID-19 market disruptions amidst a continuous industry glut as depicted in the table below.

Sales analysis by products

	Year			
Products	2020 NGN'0000	2019 NGN'0000	Absolute Variance	% Variance
Premium Motor Spirit (PMS)	31,674,841	47,142,910	-15,468,069	-32.81%
Aviation Turbine Kerosene (ATK)	2,265,465	8,252,334	-5,986,869	-72.55%
Automotive Gas Oil (AGO)	4,008,886	5,874,762	-1,865,876	-31.76%
Lubricants and Greases	3,806,506	3,925,301	-118,795	-3.03%
Dual Purpose Kerosene (DPK)	9,421	84,810	-75,389	-88.89%
Liquefied Petroleum Gas (LPG)	216,320	287,341	-71,021	-24.72%
Total	**41,981,439**	**65,567,458**		

Premium Motor Spirit (PMS)

PMS recorded revenue from sales of NGN31.7 billion in 2020 in contrast to the NGN47.1 billion for 2019. This accounted for the substantial decrease of -32.81% equivalent to -NGN15.5 billion due to the effect of the pandemic which took a huge toll on fuel importation. According to The Nigerian National Petroleum Corporation (NNPC), there was a significant reduction in Nigeria's fuel import and fuel consumption from March 2020 as a result of the COVID-19 pandemic induced global lockdown.

Aviation Turbine Kerosene (ATK)

Revenue from business sales in ATK significantly decreased to NGN 2.3 billion in 2020 from NGN 8.3 billion in 2019. This reflects a -72.55% decline translating to –NGN6.0 billion in absolute value. Going by the enforcement of COVID-19 protocols with the lockdown as the strictest measure to prevent the spread of the virus, the aviation industry was heavily impacted as international and commercial domestic flights were halted.

Automotive Gas Oil (AGO)

There was a decrease in revenue from our AGO business by approximately -NGN1.9 billion which translates to -31.76% as against the performance of 2019. Due to the lockdown, the demand for AGO declined as commercial organizations who rely on AGO to power their generators were mandated to shut down their facilities and adopt the Work-From-Home (WFH) work approach to minimize the spread of the virus. This in turn affected our revenue as the demand for AGO was strictly for domestic purposes.

Lubricant and Greases

The 2020 revenue from Lubricant and Greases recorded a decrease of 3.03% or NGN 119 million when contrasted with the 2019 results. This decline was due to the effect of the lockdown which impacted on the consumption level of our customers.

Dual Purpose Kerosene

DPK witnessed significant decline in revenue to NGN 9.4 million in 2020 from NGN 84.8 million in 2019 translating to a loss of approximately NGN7.9 billion. This decline is attributed to the massive drop in kerosene imports into the country due to the shift in the use of LPG to DPK.

FINANCIAL REVIEW

Analysis of Product Revenue to Total Revenue

	Revenue		RATIOS (%)	
Product	2020 NGN'0000	2019 NGN'0000	2020	2019
Premium Motor Spirit (PMS)	31,674,841	47,142,910	75.45%	71.90%
Aviation Turbine Kerosene (ATK)	2,265,465	8,252,334	5.40%	12.59%
Automotive Gas Oil (AGO)	4,008,886	5,874,762	9.55%	8.96%
Lubricants and Greases	3,806,506	3,925,301	9.07%	5.99%
Dual Purpose Kerosene (DPK)	9,421	84,810	0.02%	0.13%
Liquefied Petroleum Gas (LPG)	216,320	287,341	0.52%	0.44%
Total	**41,981,439**	**65,567,458**		

Gross Profit Ratio Analysis

Product	2020 NGN'0000	2019 NGN'0000	Absolute Variance	% Variance
Revenue	41,981,439	65,567,458	-23,586,019	-36%
Cost of Sales	38,523,436	61,160,282	-22,636,846	-37%
Gross Profit	3,458,003	4,407,176	-949,173	-22%
Gross Profit Ratio	**8%**	**7%**		

The gross profit ratio reflects the efficiency of Management to deliver each unit of product to the customers. In other words, this reveals the gross profit per every naira of sale. From the analysis above, the Company made approximately 8 kobo per naira sale in 2020 as against 7 kobo in 2019 showing a marginal increase. The increase was occasioned by efficient management of cost of sales.

Operating Profit Analysis

Product	2020 NGN'0000	2019 NGN'0000	Absolute Variance	% Variance
Gross Profit	3,458,003	4,407,176	(949,173)	(22%)
Other Income	521,520	425,384	96,136	23%
Selling And Distribution Expenses	(1,025,540)	(1454,887)	429,347	(30%)
Administrative Expenses	(4,993,907)	(5,164,843)	170,936	3%

Managing Director's Report

Impairment writeback/(loss) on financial assets	468,588	(235,748)	704,336	(299%)
Operating Profit/(Loss)	**(1,571,336)**	**(2,022,918)**	**451,582**	**(22%)**

There was a sharp decrease in operating loss from NGN 2.02 billion in 2019 to NGN 1.57 billion in 2020, which accounted for a 22% variance. The outstanding factor responsible for the operating loss in the year under review is the unexpected intrusion of COVID-19 in the first quarter of the year; which threatened importation as well as global and indigenous demand for petroleum products.

Loss For The Year Analysis				
Product	2020 NGN'0000	2019 NGN'0000	Absolute Variance	% Variance
Operating Loss	(1,571,336)	(2,022,918)	451,582	(22%)
Finance Income	8,879	748,394	(739,515)	(99%)
Finance Cost	(1,089,611)	(617,674)	(471,937)	76%
Income Tax Credit	387,924	279,116	108,808	39%
Profit/Loss For The Year	**(2,264,144)**	**(1,613,082)**	**(651,062)**	**40%**

There were a number of factors that accounted for the loss, and the significant factor was the COVID-19 pandemic. The pandemic posed one of the greatest challenges to the Oil and Gas industry; as a result of its high infectivity and high mortality, protocols were designed to curb the spread. These protocols include social distancing and isolation which are inimical to economic growth. Many countries imposed trade/travel restrictions and this automatically led to a decline in the demand for petroleum products. Several countries moved from petroleum products importation to the importing of medical-based facilities and other essential items.

The demand for domestic gasoline fell by 45 percent or almost 5 million barrels per day; Aviation fuel was heavily impacted as commercial flights were shut down. Following the nationwide lockdown, the demand for natural gas declined significantly. This triggered Nigeria's worst recession in four decades.

Prior to 2020, the Oil and Gas industry had experienced a flux, as global oil supply had started to decrease majorly due to OPEC's strategy to rebalance the oil market by curtailing production supply. In January 2019, OPEC managed to remove 797,000 barrels per day from the global market by holding back supply in order to prevent another price-crashing oil glut like the one that occured between 2014 and 2016.

FORWARD LOOKING STATEMENT

Ladies and Gentlemen, with the gradual recovery of global economies and the rollout of vaccines to curb the COVID-19 pandemic, we have huge expectations for 2021. Our strategic mandate is to achieve a NGN587.92 million litres sales volume mark, with profit before tax of NGN 315.77 million (113% growth over 2020 forecast). From our strategic roadmap, we are confident in our ability to deliver by designing a supply strategy that leverages on strategic alliances. Increased and effective collaborations with MRS Oil and Gas Limited (MOG), Pipelines and Products Marketing Company Limited (PPMC), and other suppliers, which form part of the strategic focus for 2021. We believe that these collaborations will be critical to the seamless supply of products at competitive prices, help to secure more allocations in all 3rd party storage locations, improved utilization of the bulk storage facilities in Port-Harcourt, the extension of credit facilities with MRS suppliers, and the stimulation of additional PFI purchases from PPMC, to reduce the product landing cost amongst many other benefits.

The execution of this strategy will be unsuccessful without the active participation of the Business Units.

MRS BUSINESS UNITS

The operations of the Company can be deconstructed into three (3) component Business Units (BUs): Retail, Commercial and Industrial (C&I) and Aviation.

- **RETAIL**

This Unit is responsible for coordinating all marketing and direct sales activities of white products including Premium Motor Spirit (PMS), Dual Purpose Kerosene (DPK), Automotive Gas Oil (AGO), Liquefied Petroleum Gas (LPG) as well as numerous lubricating oils and greases through the various Retail Outlets, expediently located State-wise across Nigeria. In 2020, due to the impact of COVID-19, 23 Retails units were shut down. However, despite these closures, the Company was able to undertake renovation projects for 6 units and commissioned the opening of 1 unit; in a year that saw the closure of many businesses; this development is no mean feat and must be applauded.

In a bid to increase efficiency and strengthen the retail operations, we have approved the closure of 5 Retail units in 2021. Consequently, we shall effect a change in the business model from Company Owned Company Owned (COCO) to Company Owned Retail Owned (CORO). This decision was borne from the need to empower dealers and to effect a reduction in the overhead in the COCO stations. The Unit shall also focus on driving volume through card marketing, improving safety standards, increased operational excellence through effective online and physical monitoring, price flexibility of all white products and lubricants, increase Non-Fuel Revenue (NFR) through lube bay, car wash, and food-court, to attract more vehicles into the stations thereby increasing sales. This strategy has been incorporated in the 2021 outlook for the following product lines:

- **LIQUEFIED PETROLEUM GAs**

The Petroleum Products Pricing Regulatory Agency (PPRA) reported that Nigeria's domestic consumption of Liquefied Petroleum Gas (LPG), exceeded 1 million Metric Tonnes in 2020; the highest consumption rate ever recorded in the country. MRS is poised to increase its market share by investing in heavy and light duty equipment(s), to improve distribution directly to industrial and residential customers. We shall explore bulk storage opportunities in Tincan, import to reduce landing cost, source for supply utilizing direct import or third party marketers and roll out sustainable expansion plans in the North and Eastern part of the Country.

- **LUBRICANTS AND GREASE**

The market for Nigeria's lubricants is expected to reach 339.52 kilo ton by 2026, registering a CAGR of 1.54% during the forecast period (2021-2026). In order for MRS to tap into this market and earn its position as one of the major players in the industry, we are geared to invest heavily in the production of lubes in-country and utilize credit lines to enable long term planning of the production cost and wholesale prices for at least 180 days. We are focused

Managing Director's Report

on implementing expansion initiatives in untapped locations across the Country by appointing more distributors and aggressively advertising MRS products, across all platforms.

COMMERCIAL AND INDUSTRIAL (C&I)

The Commercial and Industrial (C&I) Business Unit, principally is engaged with the end-to-end distribution of bulk based products i.e. white products and lubricants; to a wide range of industrial consumers throughout Nigeria. In order to ensure alignment with the strategic roadmap, the Unit shall ensure prompt delivery of products ordered, to encourage volume commitments and customer satisfaction, improve relationship with existing and potential customers, engage more peddler trucks that travel nationwide and reactivate all dormant accounts.

AVIATION

The Aviation Business Unit oversees the distribution of Automotive Turbine Kerosene (ATK). The state-of-the-art distribution infrastructure and adequately located facilities continue to provide the Company an aggregated advantage over industry competition within the downstream sector. MRS is set to increase its market share by engaging more domestic airline customers on board based on cash and carry or credit, seal more contracts with international airlines as the opportunity arises and identify spot buyers that would be treated with utmost priority. We shall ensure that the stock level is never below the set sales targets and also deploy expansion initiatives across the country.

I believe that exciting growth opportunities abound in 2021. However, this implies that we must continue to leverage on our competitive advantages; improve our value proposition; maintain the downward pressure on costs and adapt quickly to both local and international changes in the market.

CONCLUSION

The year 2020 was beyond challenging. We were tested on all fronts, economically amongst others, yet we remained undefeated. The margins were obviously low but we remain undeterred in our resolve to remain the preferred downstream player with leading positions in the Nigeria Oil Industry.

I extend my heartfelt appreciation to everyone who played a critical part in ensuring that we stayed safe and in business, despite the difficulties of the Company – this includes our employees, customers, as well as the Board who have displayed unrelenting commitment and passion in advancing "the MRS cause". I appreciate your time and audience and look forward to your fruitful deliberations in the course of this meeting.

We are very confident that we are getting to profitability in 2021. We intend to achieve this by adopting the following strategies:
Collaborate with MOG, PPMC and other suppliers to ensure that products supply is seamless and at a competitive price.
Appoint more distributors across the six geographical zones as distributors account for 51% of our customer base, Retail - 35% and Industrial - 14%.
Expand our presence in untapped locations across Lagos, South-West, Middle Belt, North East, North West, Industrial Clients and aggressive sales drive across our retail network.
Get more domestic airline customers on board based on cash and carry or credit. This constitutes two third (67%) of the 2021 planned volumes.
Seal more contracts with international airlines.
Secure prompt price flexibility of all white products and Lubricants in line with the prevailing market dynamics in order to be competitive.
Increase our CORO and RORO presence to achieve increased sales potential.
Explore bulk storage opportunities in Tincan to import directly LPG, to reduce landing cost and increase gross margins.

MR. MARCO STORARI
MANAGING DIRECTOR (Ag).
FRC/2013/IOD/00000003841

2020 BOARD OF DIRECTORS

BRIEF PROFILE
OF BOARD OF DIRECTORS

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 Group 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.

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

MR. MARCO STORARI
*Managing Director (Ag.)

Mr. Marco Storari is a seasoned leader with over three (3) decades 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 (Acting), 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 ten years.

*On the 5th of August, 2020, Mr. Marco Storari was appointed as Managing Director.

MRS. PRISCILLA THORPE-MONCLUS
**Managing Director

Mrs. Priscilla Thorpe-Monclus holds a Masters degree in Oil Operation and Supply Chain Management from Liverpool University, United Kingdom and Bachelors of Arts degree in International Studies and Business from University of Coventry, United Kingdom. She has over 17 years' experience in the Oil and Gas sector and has held high-level positions in reputable organizations; such as Executive Director, Operations at Energy Solutions Integrated Services, Senior Manager, Business Development at OANDO Plc, Head of Marketing/ Customer Service Unit, Retail Manager, South West and Sales and Marketing Manager, all at MRS Oil Nigeria Plc.

She is a member of the Institute of Directors and She has attended several courses locally and internationally including courses at the INSEAD Business School, Singapore. On the 10th of January, 2019, Mrs. Thorpe-Monclus was appointed as a Director and Managing Director (Acting). She was the Group Sales and Marketing Manager of MRS Oil and Gas Limited before her appointment.

**On the 5th of August, 2020, she resigned as the Managing Director/CEO and Director of the Company.

MS. AMINA MAINA
Director

Ms. Maina holds a degree in Business Administration from the Ahmadu Bello University, Zaria. She is currently the Group Executive Director (Supply & Trading) of MRS Holdings Limited, Executive Director of MRS Oil & Gas Company Limited.

Prior to joining the MRS Group, she was an Executive Director/ Vice President of Energy Solutions Integrated Services Limited, Junior Crude Oil Trader at Aurora Energy Trading Limited, to mention a few.

She was appointed on the Board of the Company on November 6, 2013.

MR. MATTHEW AKINLADE
Independent Director

Mr. Mathew Akinlade (FCA) started his accounting career about 44 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. Mathew Akinlade (FCA) was appointed to the board on April 27, 2017 and was re-designated to the board as Independent Director on October 26, 2017.

SIR SUNDAY NNAMDI NWOSU
Director

Sir Sunday Nnamdi Nwosu, KSS, GCOA, M.IOD, is the founder and former National Coordinator of the Independent Shareholders Association of Nigeria (ISAN). He is a member of the Institute of Directors and a member of the Security and Exchange Commission, Rule/Legislation Committee.
He has several years of private work experience and he is a major player in the Nigerian Capital Market. 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 Committees' of several listed Companies in Nigeria.

Sir Nwosu (KSS) was appointed on April 27, 2017.

DR. AMOBI DANIEL NWOKAFOR
Ph. D
Director

Dr. Amobi Daniel Nwokafor (FCA) is a seasoned professional accountant with over 31 years work experience in the accounting profession. Dr. Nwokafor (FCA) holds a B.Sc. from the University of Nigeria, Enugu Campus and Masters in Banking & 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 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 on April 27, 2017.

BRIEF PROFILE
OF BOARD OF DIRECTORS

MRS. PRISCILLA OGWEMOH
Director

Mrs. Ogwemoh, currently Managing Partner of the law firm of Kevin Martin Ogwemoh Legal, she is a graduate of Law and holds a Master Degree in Law. She 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 and until very recently the Managing Partner of Olisa Agbakoba Legal.

With over 26 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 on February 28, 2019.

MR. CHRISTOPHER O. OKORIE***
Director

Mr. Christopher Okechukwu Okorie was the Group Executive Director of MRS Holdings Limited. Prior to joining MRS Holdings Limited, he was the Strategy Manager/AAA Project Leader, Head Office at Total Nigeria Plc., where he worked for over 16 years in different capacities.

He holds an MBA in Marketing from University of Nigeria, Nsukka and has over 30 years of experience in the Oil and Gas downstream sector.

He was appointed on the Board of MRS Oil Nigeria Plc on March 28, 2019.

***On the 5th of August, 2020, Mr. Okorie resigned as a Director of the Company.

Director's report for the year ended 31 December 2020

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 2020.

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 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 marketing of products in Nigeria commenced in 1913 under the Texaco brand, when they were distributed exclusively by CFAO, a French Multinational Retail Company. In 1964, Texaco Africa Limited started 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 12 August 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 Nigerian Indigenization Decree in 1978, 40% of Texaco Nigeria Limited 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 Stock Exchange.

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 Texaco 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 1 September 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 20 March 2009, there was an acquisition of Chevron Africa 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 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.

Currently 304,786,406 shares are held by about 24,804 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 manufacture of petroleum related products in Nigeria.

With about 83 active company owned operating outlets and about 91 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; blending of lubricants, manufacturing of greases and sale of same.

Director's report for the year ended 31 December 2020

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	2020	2019
	NGN'000	NGN'000
Revenue	41,981,439	65,567,458
Loss Before Tax	(2,652,068)	(1,892,197)
Taxation	387,924	279,115
Loss for the year	(2,264,145)	(1,613,082)
Basic and diluted loss per share (Naira)	(7.43)	(5.29)
Net asset per share	55.26	62.69

Board Changes:

- On the 5th of August, 2020, Mr. Marco Storari was appointed as a Director and Managing Director (Ag.) of MRS Oil Nigeria Plc, following the resignation of Mrs. Priscilla Thorpe-Monclus as Director and Managing Director/CEO on the same day.
- Also, the Board approved the resignation of Mr. Christopher O. Okorie as a Director of the Company, effective August 5, 2020.

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 new Managing Director was inducted to the Board on the 11th and 12th of August, 2020, on his fiduciary duties and responsibilities to the Company.

Re-election/election of Directors:

In accordance with Articles 90/91 of the Company's Article of Association, Ms. Amina Maina and Mrs. Priscilla Ogwemoh, offer themselves for re election.

In accordance with Articles 95 of the Company's Article of Association, Mr. Marco Storari, being the only Director appointed since the last Annual General Meeting shall retire and being eligible, offer himself for re-election.

The Directors:

The Directors in office during the year are listed below and except where stated, served on the Board in 2020:

Name	Nationality	Designation	Appointments/ Resignations (AIR)
Mr. P. Alberti	French	Chairman	March 20, 2009 (A)
*Mr. M. Storari		Managing Director (Ag.)	August 5, 2020 (A)
**Mrs. P. Thorpe-Monclus		Managing Director (Ag.)	August 5, 2020 (R)
Ms. A. Maina		Non Executive Director	November 6, 2013 (A)
Mr. M. Akinlade		Independent Director	April 27, 2017 (A)
Sir S. N. Nwosu		Non Executive Director	April 27, 2017 (A)
Dr. A. D. Nwokafor		Non Executive Director	April 27, 2017 (A)
Mrs. P. Ogwemoh		Non Executive Director	February 28, 2019 (A)
***Mr. C. O. Okorie		Non Executive Director	August 5, 2020 (R)

* Appointed as Managing Director (Ag.), effective August 5, 2020.
**Ceased to be the Managing Director and Director, effective August 5, 2020.
***Ceased to be Non-Executive Director, effective August 5, 2020

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 as recorded in the Register of Directors' Shareholdings and/or as notified by the Directors for the purposes of Sections 301 of the Companies and Allied Matters Act, 2020 and the listing requirements of the Nigerian Stock Exchange are as follow:

Ms. Amina Maina, Mr. Matthew Akinlade and Sir Sunday Nnamdi Nwosu directly own shares in the Company as follows:

Name	2020	2019
Ms. Amina Maina	33,136	33,136
Sir Sunday N. Nwosu	6, 301	6,301
Mr. Matthew Akinlade	571	571

Directors' Interest in Contract:

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.

Major Shareholders:

According to the Register of Members as at 31 December 2020, the following shareholders of the Company hold more than 5% of the issued ordinary share capital of the Company:

	2020		2019	
Name	Unit	Percentage %	Unit	Percentage %
MRS Africa Holdings Limited	182,871,828	60%	182,871,828	60%
First Pen Cust/Asset Management Corporation of Nigeria-MAI	31,919,838	10.47%	31,919,838	10.47%

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 2020, the spread of shareholding in the Company is presented below:

Number of holding			Number of shareholders	Number of shares held	Percentage of shareholding
1	-	1,000	12,764	4,452,459	1.46%
1,001	-	5,000	9,377	22,905,157	7.52%
5,001	-	10,000	1,299	9,077,574	2.98%
10,001	-	50,000	1,174	21,727,773	7.13%
50,001	-	100,000	101	6,748,216	2.21%
100,001	-	500,000	76	14,259,624	4.68%
500,001	-	1,000,000	8	5,465,522	1.79%
1,000,001	-	5,000,000	3	5,358,415	1.76%
10,000,001	-	50,000,000	1	31,919,838	10.47%
100,000,001	-	304,786,406	1	182,871,828	60%
Total			**24,804**	**304,786,406**	**100%**

Director's report for the year ended 31 December 2020

	No of Shareholders	Number of shares held	Percentage of shareholding
Local shareholders	24,803	121,795,200	39.96%
Foreign shareholder	1	182,991,206	60.04%
	24,804	**304,786,406**	**100%**

Acquisition of its Own Shares:

The Company did not acquire its own shares during the year. (2019: Nil)

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

Employment Policy

MRS Oil Nigeria Plc. recognizes that its employees are the most valuable assets in the organization. The recruitment strategy is to ensure that qualified and competent candidates are engaged and retained to promote the Company's corporate goals. The Company adopts best practices and current trends in the workplace.

MRS as an equal opportunity employer adopts a fair, transparent and effective recruitment process while seeking to meet the current and future needs of the Company. The Company has a strong brand, which has created an enduring employee value proposition and attracts talents to the Company at all levels.

The Company maintains a right balance between its recruitment policy and social responsibility needs, for internal and external recruitment. It pays close attention to candidates' profiles and aligns each candidate's values with the Company's values against certain considerations such as culture-fit, professionalism, leadership and people-relation skills.

The recruitment, selection and placement of employees are guided by the following principles:

i. The Company is an equal opportunity employer.
ii. The recruitment, selection, procedures and processes are on the basis of an objective and merit-based assessment process of competence, relevant experience and/or potential, as well as general medical, physical, behavioral and mental fitness to perform the role being resourced.
iii. There is no discrimination between applicants for employment on the basis of age, race, gender, ethnic origin, nationality or religion
iv. The Company adheres to all applicable laws regarding the employment of labor, as well as international best practice.

Employee Wellness and Wellbeing

The Company invests in the wellness of its employees and as the popular saying goes 'a stich in time saves nine', we believe that information is power when it comes to employee wellbeing.

The organization prides itself on initiatives that creates value for its employees through health related interventions that improve the employee mental, physical and emotional needs to the best of its abilities. The employees' wellbeing has a direct impact on the employee's productivity, the company and society at large.

We emphasize on ensuring health related initiatives and interventions are carried out regularly to sensitize on efficient health management. This is a core part of the Company's responsibility and it enhances employees working experience, creates a positive impact, which leads to improved engagement, cohesiveness and overall productivity.

Workforce Management:

As at 31 December 2020, the Company's workforce was 99 (2019:104), which represents a -5% reduction in the workforce of the Company. The number excludes employees on secondment from MRS Holdings Limited.

Health, Safety, and Environment (HSE) Performance in 2020:

MRS Oil Nigeria Plc has a robust Health, Safety and Environment (HSE) Policy, which is in line with applicable standards in Occupational Health and Safety (OHS). The Company is committed to adopting and implementing other global best practices in Health, Safety and Environment (HSE) at its office locations across the country, to ensure that all employees, contractors and visitors at the various office locations are always protected from occupational health related incidents. It also promotes the overall wellbeing of the employees and periodically assesses the HSE risks inherent in its operations and work locations.

In 2020, the world was awakened to a novel and infectious disease – the Corona Virus. This disease, was identified in humans and it ravaged the world and negatively impacted on businesses. The Company, in compliance with various government's directives aimed at combating the spread and exposure rate, restricted all non-essential workers to work from home. Our offices were rearranged to accommodate a maximum of 50% of staff capacity in line with the COVID-19 protocols. Other COVID-19 preventive protocols deployed include:

- Mandatory use of nose masks for all persons accessing any of the Company facilities.
- Temperature checks of all employees and visitors upon entry into the facilities.
- Meetings were virtual as physical meetings were prohibited.
- Adoption of a broad-based continuous COVID-19 health awareness program for all employees.

The Company did not record any confirmed case of COVID-19 amongst its employees at the head office and in various locations.

Furthermore, the Company also ensured that its office locations were free of Health hazards and continuously provided resources that created a conducive and ergonomic environment for all employees and visitors. The Company maintains health insurance policy, which provides health cover for its employees through the Health Maintenance Organizations (HMOs) and an in-house clinic for immediate response to health-related issues.

There were risk management tools, which the Company used to improve its processes such as Job Safety Analysis (JSA), Safe Work Permit (SWP), Journey Management Plan (JMP), Road Transport Safety Program (RTSP), Safety Equipment Inspection and Testing, amongst others. The success of these tools led to efficient performance of various Safety Indicators recorded during the year. As a result, the outcome of all the statutory and regulatory inspections across all operational locations within the year were satisfactory.

We are committed to sustaining the Health and Safety successes for the year 2020 and beyond by continuously improving the Company's Health and Safety standards, ensuring an incident-free operation in all Company business entities.

Corporate Social Responsibility:

The Company partnered with the Federal Government to provide isolation centres and palliatives to the citizens in the year under review.

Information Technology Upgrades:

The Company is committed to provide regular information technology infrastructure upgrades for its head office and field locations. Information Technology achievements in the year under review include:

- The adoption of Microsoft Teams for online meetings. This assisted to minimize the time spent on physical meetings and reduced physical contacts during the initial wave of COVID-19, without compromising productivity.
- The migration of the internet service provider from Netcom to MainOne resulted to an improved internet service

Director's report for the year ended 31 December 2020

delivery to the Main office and remote offices and led to increased productivity. Employees had seamless access (internally and externally via VPN) for business applications (e.g., SAP) and the efficient discharge of official tasks.

- Upgrade of ESET Endpoint security from version 7.1 to 7.3. The New Host-based Intrusion Prevention System (HIPS) program module such as Deep Behavioral Inspection, analyzes the behavior of all programs running on the computer and sends warning for malicious behaviors of the process.
- The implementation of Microsoft Hyper-V virtualization on production environment. This ensured flexibility, scalability, reduced redundancy and the cost of operations for the number of physical servers required.
- The adoption of a centralized Storage Area Network (SAN) for files and the allocation of home folders for all staff to store their files on the network drive provided. This provided the Company with the platform to carry out backups for file and server faster, improved scalability, and increased data security.
- The implementation of centralized Microsoft Office 365 SharePoint library to warehouse all official documents, to remove the threat of loss of data when files are corrupt or the computer is removed, as well as hard disk damage or malicious deletion of data.
- The implementation of a web-based IT helpdesk platform to manage all support requests and improve efficiency of the IT department for tracking and prompt resolution of user's IT problems.
- The establishment of Veeam enterprise backup solution to guarantee business continuity in case of data loss, virus attacks or server crash. It also provided the Company with a platform for easy and fast restoration of lost file with minimal downtime.

Internal Audit Function and Internal Controls:

The Directors are of the opinion that effective risk-based internal audit function exists in the company to provide assurance on the efficient operation of the risk management processes and controls. This position is justified by the fact that the Chief Internal Auditor is a seasoned Chartered Accountant with integrity and has over 17 years of industry experience in internal audit to his credit.

The internal audit function regularly reviews the internal controls including the assessment of risk management processes to determine their adequacy, effectiveness and efficiency. It submits its reports on a quarterly basis to the Audit Committee of the Company.

MRS Oil Nigerian Plc has a structured risk management framework to guide risk assessment of all aspects of the business. The risk assessment and management captures areas of business risks which enables the Company to develop measures to mitigate these risks. Risk management awareness and trainings are also organized to widen risk consciousness within the Company.

The Directors are responsible for the risk management process and statements on the effectiveness of the process. The risk management process is integrated into the day to day activities of the Company so as to identify the key risks irrespective of their categories or types.

Property, Plant and Equipment:

Information relating to changes in the Company's property, plant and equipment is given in Note 12 to the Financial Statements.

Going Concern:

Nothing has come to the attention of the Directors to inform them, that the Company will not remain a going concern in the next twelve months.

By Order of the Board

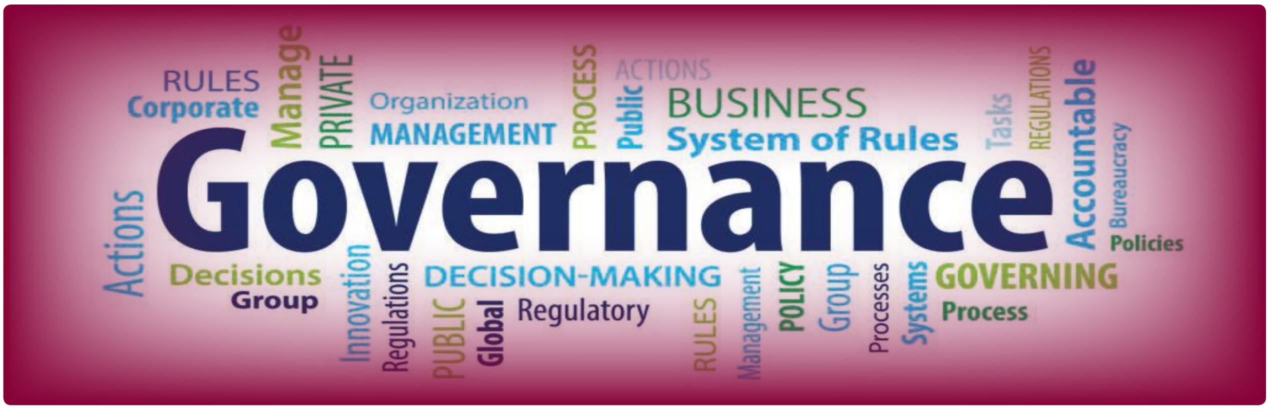
O. M. Jafojo (Mrs.) FCIS
Company Secretary
FRC NO: 2013/NBA/00000002311

March 30, 2021

CORPORATE

GOVERNANCE

Report



Corporate Governance Report

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

Ethical Standards:

In line with the Companies and Allied Matters Act, 2020, the Securities and Exchange Commission's Code of Corporate Governance, the Nigerian Stock Exchange Rules and Regulations and other statutory regulations, the Directors continue to act with utmost integrity and high ethical standards and are aware of this primary responsibility in their business dealings with the Company.

Board Composition:

The Company's Board currently comprises of a Non Executive Chairman, the Managing Director, Four (4) 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 in their broad knowledge of business, financial, commercial and technical experience to the Board.

Annually, the Board reviews its structure to ensure that there is a satisfactory balance on the Board Composition. However, this balance may be reviewed on an ongoing basis, bearing in mind the size of the Company and its ownership structure.

In the year under review, the Board approved the appointment of Mr. Marco Storari as Managing Director (Ag.) following the resignation of Mrs. Priscilla Thorpe-Monclus as Managing Director/CEO of the Company, on the 5th of August, 2020. Furthermore, the Board approved the resignation of Mr. Christopher Okorie as Director of the Company on the 5th of August, 2020.

Currently, there are 7 (Seven) Directors on the Board, each Director bringing their wealth of experience to bear on deliberations at Board Meetings.

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 ensuring that Board Members are kept abreast of Statutory and Corporate Governance policies. The Company Secretary also provides support, guidance and advice to the Directors as required.

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

Meetings:

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

Board Meetings:

The Board meets at least four (4) times a year for regular 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, to attend to specific matters that require its attention.

Attendance at Board and Committee Meetings:

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

MRS Oil Nigeria Plc – 2019 Board Meetings						
Directors	**Designation**	27 May '20	29 July '20	5 Aug '20	28 Oct '20	8 Dec '20
Mr. Patrice Alberti	Chairman	✓	✓	✓	✓	✓
*Mr. Marco Storari	Managing Director (Ag.)	N/A	N/A	N/A	✓	✓
**Mrs. Priscilla Thorpe Monclus	Managing Director (Ag.)	✓	✓	✓	N/A	N/A
Ms. Amina Maina	Member	✓	✓	✓	✓	✓
Mr. Matthew Akinlade	Member	✓	✓	✓	✓	✓
Sir. Sunday N. Nwosu	Member	✓	✓	✓	✓	✓
Chief. Amobi D. Nwokafor	Member	✓	✓	✓	✓	✓
Mrs. Priscilla Ogwemoh	Member	✓	✓	✓	✓	✓
***Mr. Christopher O. Okorie	Member	✓	x	N/A	N/A	N/A

*Appointed August 5, 2020
**Resigned August 5, 2020
***Resigned August 5, 2020

✓= Present, x = Absent, N/A = Not Applicable: Not a member at the stated date.

Board Performance Appraisal:

The Board took a formal evaluation of its performance in the year under review. A follow up process exists for all matters of concern or potential improvement which may arise, when an evaluation process is carried out. The annual performance appraisal of the Board was carried out on March 30, 2021 and necessary feedback from the outcome of the evaluation was discused

Sub Committees of the Board:

The Board has established Committees, each with approved written Terms of Reference. Currently, there are four (4) sub committees of the Board and the Chairman is not on any of the Committees. The Sub committees are established to assist the Board to effectively and efficiently perform 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 current composition of the Board Sub committees and attendance at meetings in the year under review are as follows: -

1. The Audit Committee

Audit Committee Members	Designation	26 May '20	27 Jul '20	27 Oct '20
Chief Dr. Amobi D. Nwokafor	Chairman	✓	✓	✓
Ms. Amina Maina	Member	✓	✓	✓
Mrs. Priscilla Ogwemoh	Member	✓	✓	✓
Mr. Babajide A. Adetunji	Member	✓	✓	✓
*Mr. Emmanuel N. Okafor	Member	✓	✓	✓
*Mr. Oladimeji B. Adeleke	Member	✓	✓	✓

✓= 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 submission to the Board. The Audit Committee also makes recommendations on the appointment of the External Auditors and reviews the nature and scope of their work as well as give recommendations on the Company's accounting procedures and internal controls.

In the year under review, the Audit Committee met three (3) times.

2. The Board Nominations and Corporate Governance Committee

Board Nominations and Corporate Governance Committee Members	Designation	25 May '20	28 Jul '20
Sir Sunday N. Nwosu	Chairman	✓	✓
Mr. Matthew Akinlade	Member	✓	✓
Chief Dr. Amobi D. Nwokafor	Member	✓	✓
Mrs. Priscilla Ogwemoh	Member	✓	✓
*Mr. Christopher Okorie	Member	✓	N/A

*Resigned 20 June, 2020

✓= Present, x = Absent, N/A = Not Applicable: Not a member at the stated date.

The Board Nominations and Corporate Governance Committee (BNCGC) is responsible for the nomination of candidates for appointment to the Board, bearing in mind the balance and structure of the Board. The Committee also considers corporate governance issues and ensures strict compliance with best practices. The BNCGC makes recommendation to the Board on issues regarding but not limited to the membership of the Audit, the Risk, Strategic and Finance Planning and the Human Resources Committee, in consultation with the Chairman of each Committee.

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

3. The Risk, Strategic and Finance Planning Committee:

Risk, Strategic Planning and Finance Planning Committee Members	Designation	28 July '20	3 Aug '20	6 Oct '20	26 Oct '20	17 Nov '20
Ms. Amina Maina	Chairman	✓	✓	✓	✓	✓
*Mr. Marco Storari	Member	N/A	✓	✓	✓	✓
**Mrs. Priscilla Thorpe-Monclus	Member	✓	x	N/A	N/A	N/A
Mr. Matthew Akinlade	Member	✓	✓	✓	✓	✓
Sir Sunday N. Nwosu	Member	✓	✓	✓	✓	✓
Chief Amobi D. Nwokafor	Member	✓	✓	✓	✓	✓
***Mr. Christopher O. Okorie	Member	x	N/A	N/A	N/A	N/A

*Appointed August 5, 2020
**Resigned August 5, 2020
***Resigned August 5, 2020

✓= 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 performing its guidance and oversight functions effectively and efficiently and is specifically charged with managing the Organization's exposure to financial and other risk. This Committee is also responsible for defining the Company's strategic objectives, determining its financial and operational priorities, making recommendations regarding the Company's dividend policy and evaluating the long term productivity of the Company's operations.

In the year under review, the Risk, Strategic and Finance Planning Committee met five (5) times.

4. The Human Resources Committee:

Human Resources Committee Members	Designation	14 Aug '20
Mr. Matthew Akinlade	Chairman	✓
Mrs. Priscilla Thorpe-Monclus	Member	x
**Mr. Marco Storari	Member	N/A
Ms. Amina Maina	Member	✓
Sir Sunday N. Nwosu	Member	✓
Mrs. Priscilla Ogwemoh	Member	✓

*Resigned 5 August, 2020
**Appointed 5 August, 2020

✓= 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 may be invited to attend meetings of the Committee, but they do not take part in decision making that directly affects their remuneration. The Committee undertakes an external and independent review of remuneration levels on a periodic basis, and ensures that employment policies are strictly adhered to.

In the year under review, the Human Resources Committee met once.

Shareholders Rights:

The Board is committed to the continuous engagement of its shareholders and it ensures that shareholders' rights are well protected. The Board further ensures effective communication to its shareholders regarding the notice of meetings and necessary statutory information.

E Dividend:

Our records show that several dividends and share certificates remain unclaimed despite publications in the Newspapers to the shareholders of the Company and the circulation of the E dividend forms. A list of shareholders with unclaimed dividend, is available on the Company's website. Shareholders with unclaimed dividend, are urged to kindly update their records to enable the Registrars complete the E dividend process. The E dividend form is attached on page 127 for your necessary and urgent attention.

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 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 established a Complaints Management Policy which stipulates guidelines, on responses to feedback from investors, clients and other stakeholders. The Policy provides an impartial, fair and 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 customer expectations, client experience, as well as to deliver excellent service to its stakeholders.

Based on the recommendations of the Securities and Exchange Commission (SEC), the Nigerian Exchange Limited Listing Rules (as Amended), 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's Code of Corporate Governance, a Whistle Blowing Policy exists, for the reporting of actual and suspected concerns of integrity and unethical behavior. An extract of this Policy can be found on the Company's website.

By Order of the Board

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

March 30, 2021

Report of the audit committee 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, 2020 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 departmental 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 2020.

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

*Mr. Emmanuel N. Okafor Re-appointed at the Company's Annual General Meeting of August 5, 2020
**Mr. Oladimeji B. Adeleke Re-appointed at the Company's Annual General Meeting of August 5, 2020.
***Mr. Babajide A. Adetunji Re-appointed at the Company's Annual General Meeting of August 5, 2020.

DR. AMOBI D. NWOKAFOR
Chairman, Audit Committee
FRC NO/2013/ICAN/00000002770

March 30, 2021

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of MRS Oil Nigeria Plc.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of MRS Oil Nigeria Plc set out on pages 58 to 117, which comprise the statement of financial position as at 31 December 2020, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, the 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 financial position of MRS Oil Nigeria Plc as at 31 December 2020, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, the requirements of the Companies and Allied Matters Act, 2020 and Financial Reporting Council Act, 2011.

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 ***Auditors' 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' (IESBA), International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA code) and other independence requirements applicable to performing audits of financial statements in Nigeria. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements that are relevant to our audit of Financial Statements in Nigeria.

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

Key Audit Matters

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the financial statements of the current year. This matter was 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 this matter.

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Key Audit Matter	How the matter was addressed in the audit
Revenue Recognition	
Revenue recognition has been determined to be a key audit matter as this was an area to which significant audit attention was devoted. The designation of revenue as a key audit matter was informed by risk associated with the Company's revenue recognition process - which occurs when the customers confirm receipt of products. Per our understanding, confirmation of product receipt are done manually when customers acknowledge the physical copies of waybills. These sales are manually recorded in SAP by the Company on receipt of a copy of the signed waybills. Given the revenue recognition process put in place by the Company, as described above and with the decline in volume and value of revenue in the current year, we have placed increased emphasis on our audit testing to verify that revenue recorded occurred; has been completely recorded and are recorded in the correct period.	In addressing this matter, we performed procedures that involved assessing the design and implementation of controls surrounding revenue recognition, testing the operating effectiveness of these controls and performing detailed substantive procedures. Details of procedures performed include: • Evaluated the Company's accounting policies relating to revenue recognition to verify that these are appropriate, consistently applied and in line with the provisions of the applicable standard – *IFRS 15: Revenue from Contracts with Customers* • Obtained an understanding of the controls put in place by the management to appropriately identify and account for product deliveries (performance obligation) which are yet to be confirmed by the customer. • Evaluated the design and implementation of the aforementioned control and tested the operating effectiveness in the year under audit. • Performed substantive tests to ensure that revenue earned in the current year occurred; has been completely captured and in the correct period as follows: ○ Developed an independent expectation of the volume of products sold in the year by taking into consideration the opening and closing inventory balances as well as purchases made during the year (Sales Volume Reconciliation). ○ Selected samples from sales transactions recorded in the ledger and traced to supporting documents (e.g. signed waybills) to verify that the performance obligation under the contract with customer was completed before revenue was recognised. ○ We selected samples from sales transactions recorded in the Enterprise Planning Resource (ERP) close to year end and traced to relevant supporting documents (e.g. waybill, invoices etc.) to verify that revenue has been correctly recorded in the period earned. ○ Remained alert while testing other areas of the financial statements to determine whether there are evidence of products sold to customers but not recorded in the entity's books. Based on the procedures performed, we determined that the Company's revenue recognition process is appropriate.

Other Matter

The financial statements of the Company for the year ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion on those statements on 27 May 2020.

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Other Information

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

Our opinion on the financial statements does not cover the other information and we do not and will not express an audit opinion or 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 auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, the requirements of the Companies and Allied Matters Act, 2020, the Financial Reporting Council of Nigeria Act, 2011 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the 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.

Deloitte.

- 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.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with fifth schedule of the Companies and Allied Matters Act, we expressly state that:

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

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

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

Abraham Udenani, FCA (FRC/2013/ICAN/00000000853)
For: Deloitte & Touche
Chartered Accountants
Lagos, Nigeria
31 March 2021

FINANCIAL
STATEMENTS

Statement of profit or loss and other comprehensive Income for the year ended 31 December 2020

	Notes	2020	2019
		₦'000	₦'000
Revenue	5	41,981,439	65,567,458
Cost of sales	8	(38,523,436)	(61,160,282)
Gross profit		**3,458,003**	**4,407,176**
Other income	6	521,520	425,384
Administrative expenses	10	(4,993,907)	(5,164,843)
Selling and distribution expenses	9	(1,025,540)	(1,454,887)
Impairment writeback/(loss) on financial assets	32(a)	468,588	(235,748)
Operating loss		**(1,571,336)**	**(2,022,918)**
Finance income	11	8,879	748,394
Finance costs	11(a)	(1,089,611)	(617,674)
Net finance income	**11**	**(1,080,732)**	**130,720**
Loss before tax		**(2,652,068)**	**(1,892,198)**
Taxation	14	387,924	279,116
Loss for the year		**(2,264,145)**	**(1,613,082)**
Other comprehensive income, net of income tax		-	-
Total comprehensive loss for the year		**(2,264,145)**	**(1,613,082)**
Loss per share			
Loss per share (Naira)	13	(7.43)	(5.29)

The accompanying notes on pages 63 to 114 form an integral part of these financial statements.

Statement of financial position as at 31 December 2020

	Notes	2020	2019
ASSETS		**₦'000**	**₦'000**
Property, plant and equipment	15	14,762,285	15,971,939
Right of use assets	31	1,071,483	1,383,528
Intangible assets	16	300	2,359
Total non-current assets		**15,834,068**	**17,357,826**
Inventories	21	3,831,314	6,180,329
Withholding tax receivables	20	56,356	83,374
Prepayments	29	111,085	118,602
Trade and other receivables	18	12,364,105	17,999,700
Promissory note	19	-	172,085
Cash and cash equivalents	22	4,462,166	2,297,732
Total current assets		**20,825,026**	**26,851,822**
Total assets		**36,659,094**	**44,209,648**
Equity			
Share capital	23	152,393	152,393
Retained earnings	23(b)	16,691,078	18,955,223
Total equity		**16,843,471**	**19,107,616**
Liabilities			
Employee benefits obligations	24	15,935	16,491
Provisions	30	52,581	56,322
Lease liabilities	31	653,732	632,536
Deferred tax liabilities	14(f)	221,048	712,346
Total non-current liabilities		**943,296**	**1,417,695**
Security deposits	25	1,693,582	1,902,623
Dividend payable	26(b)	170,735	285,486
Trade and other payables	27	15,288,496	18,408,455
Short term borrowings	28	1,411,105	2,558,191
Provisions	30	46,139	46,139
Current Liability	14(d)	262,270	483,443
Total Current liabilities		18,872,327	23,684,337
Total liabilities		19,815,623	25,102,032
Total equity and liabilities		**36,659,094**	**44,209,648**

Approved by the Board of Directors on 30 March, 2021 and signed on its behalf by:

Mr Marco Storari	Chief Amobi D. Nwokafor	Mr. Samson Adejonwo
(Managing Director)	(Director)	Chief Financial Officer
FRC/2020/003/0000022083	FRC/2013/ICAN/00000002770	FRC/2020/001/00000021998

Statement of changes in equity for the year ended 31 December

	Share capital	Retained earnings*	Total equity
	₦'000	₦'000	₦'000
Balance as at 1 January 2019	**152,393**	**20,568,305**	**20,720,698**
Total comprehensive income:			
Loss for the year	-	(1,613,082)	(1,613,082)
Other comprehensive income	-	-	-
Total comprehensive income for the year	**-**	**(1,613,082)**	**(1,613,082)**
Transactions with owners of the Company			
Total transactions with owners of the Company	-	-	-
Balance as at 31 January 2019	**152,393**	**18,955,223**	**19,107,616**

	Share capital	Retained earnings*	Total equity
	₦'000	₦'000	₦'000
Balance as at 1 January 2020	**152,393**	**18,955,223**	**19,107,616**
Total comprehensive income:			
Loss for the year	-	(2,264,145)	(2,264,145)
Other comprehensive income	-	-	-
Total comprehensive loss	**-**	**(2,264,145)**	**(2,264,145)**
Transactions with owners of the Company			
Contributions and distributions			
Total transactions with owners of the Company	**-**	**-**	**-**
Balance as at 31 December 2020	**152,393**	**16,691,078**	**16,843,471**

Statement of cash flows for the year ended 31 December

	Notes	2020	2019
Cash flows from operating activities		**₦'000**	**₦'000**
Loss after tax		(2,264,145)	(1,613,082)
Adjustments for:			
Depreciation of PPE	15	1,346,678	1,412,099
Depreciation of ROU Asset	31	143,000	154,984
Amortisation of intangible assets	16	2,358	3,885
Finance income	11	(8,879)	(748,394)
Finance costs	11	1,089,611	617,674
Loss on sale of property, plant and equipment	10	211,949	39,499
Loss on disposal of RoU asset	10	100,955	-
Write off on Other Receivable-Dividend Receivable from Registrar	18(f)	63,271	-
Write off on Miscellaneous Receivable Retailers	18(g)	72,504	-
Provision for long-term service award	24(c)	891	3,901
(Reversal of)/Impairment loss on trade receivables	32	(315,710)	430,242
Impairment/(Reversal) of Impairment on truck Loan receivable	32	(2,500)	(198,436)
(Write on)/Deduction on settlement of PPPRA receivables	32	-	(172,085)
Impairment of Petroleum Equalization Fund receivables	32	53,273	28,260
Impairment/(Reversal) of Petroleum Product Pricing Regulatory Agency receivables	32	(44,558)	(24,318)
Impairment/(Reversal) of Related party receivables	32	(159,093)	-
Write off of inventory		-	105,600
Reversal of impairment on Inventory	21(a)	56,116	(874)
Minimum tax	14	103,374	324,547
Income tax (credit)/charge	14	(491,298)	(603,663)
		(42,203)	**(240,210)**
Changes in:			
Inventories		2,349,015	(1,811,766)
Trade,other receivables and prepayments		5,455,009	7,137,330
Security deposits		(209,041)	(271,770)
Promissory note		-	4,363,488
Trade and other payables		(3,186,107)	432,920
Cash generated from operating activities		**4,366,673**	**9,609,993**
Income taxes paid	14(e)	(293,138)	(46,832)
Withholding tax credit notes utilised	14(e)	(31,408)	(14,637)
Long term service award paid	24	(1,447)	(771)
Net cash generated from/ (used in) operating activities		**4,040,680**	**9,547,751**
Cash flows from investing activities			
Proceeds from sale of property,plant and equipment		80,439	13,560
Purchase of property, plant and equipment	15	(429,713)	(648,259)
Purchase of intangible assets	16	(300)	(2,582)
Principal received on amounts advanced to transporters	17	2,500	198,436
Interest received	11	8,879	22,966
Net cash used in investing activities		**(338,196)**	**(415,879)**
Cash flows from financing activities			
Additional (overdraft)/short term borrowings	25(c)	2,500,000	-
Short term borrowing repayment	25	(2,500,000)	(9,011,084)
Refund of interest	25	-	(299,753)
Dividends paid	26	(8)	(40,238)
Interest paid	11	(103,893)	(141,323)
Net cash used in financing activities		**(103,901)**	**(9,492,398)**
Net change in cash and cash equivalents		3,598,583	(360,526)
Cash and cash equivalent at 1 January	22	1,052,880	1,424,272
Effect of movement in exchange rates on cash held		(189,297)	(10,867)
Cash and cash equivalents at 30 December 2020	22	**4,462,166**	**1,052,880**

The accompanying notes on pages 63 to 114 form an integral part of these financial statements.

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Index to Notes to the financial statements for the year ended 31 December 2020

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 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, Tin Can Island Apapa Lagos Nigeria

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

1.2 BASIS OF PREPARATION

(A) STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance 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 Act, 2011.

(B) BASIS OF MEASUREMENT

The financial statements have been prepared on the historical cost basis except as otherwise stated.

(C) COMPOSITION OF FINANCIAL STATEMENTS

The financial statements comprise:

* Statements of profit and loss and other comprehensive income.
* Statements of financial position
* Statements of changes in equity
* Statements of cash flows
* Notes to the financial statements

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

* Statements of Value added
* Five-year financial summary

(D) FINANCIAL PERIOD

These financial statements cover the period from 1 January 2020 to 31 December 2020 with comparative figures for the financial year from 1 January 2019 to 31 December 2019.

(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

In 2020, oil prices and demand for oil products reduced significantly due to the global Coronavirus (COVID- 19) pandemic and other geopolitical events around the world. These recent events will continue to have an impact on oil price volatility. The Company will continue to monitor the oil prices and take adequate steps to manage its business and any financial impact of same. However, the Company's operations are not affected by seasonality or cyclic

2 CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATING UNCERTAINTY

USE OF JUDGEMENTS AND ESTIMATES

The preparation of the company financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the 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 years.

Judgements, assumptions and estimation uncertainties

Significant judgments have been made in applying accounting policies that would have significant effects on the amounts recognised in these financial statements.

Information about judgements, assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 December, 2020 are included in the notes below:

(A). 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. This triggered an impairment test which resulted in the Company performing a valuation to determine the recoverable amount of its cash generating unit (CGU). 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 has made an assessment of the amount that the Company could obtain at the end of the reporting period from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting cost of disposal. In determining this amount, the Company has considered the outcome of recent transactions for similar assets within the same industry.

Based on the above and assessment done by the Directors, there is no impairment indicator to suggest that the recoverable amount as at 31 December 2020 of the CGU is higher than the carrying amount, and accordingly no impairment test of the CGU is required as at that date.

(B). MEASUREMENT OF FAIR VALUES

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The Chief Finance Officer has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports to the Board of Directors through the Managing Director.

The Chief Finance Officer regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Chief Finance Officer assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified. Significant valuation issues are reported to the Audit Committee and Board of Directors.

When measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorised into different levels in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred."

(C). RECOVERY OF DEFERRED TAX ASSETS

Judgement is required to determine which types of arrangements are considered to be tax on income in contrast to an operating cost. Judgment is also required in determining whether deferred tax assets are recognised in the statement of financial position. Deferred tax assets, including those arising from un-utilised tax losses require management assessment of the likelihood that the Company will generate sufficient taxable earnings in future years in order to utilise recognised deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. These estimates of future taxable income are based on forecast cash flows from operations (which are impacted by sales volume and production, global oil prices, operating costs and capital expenditure) and judgement about the application of existing tax laws.

To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realise the net deferred tax assets recorded at the reporting date could be impacted.

Future changes in tax laws could also limit the ability of the Company to obtain tax deductions in future years.

(D) REVENUE RECOGNITION

In making its judgement, management considered the detailed criteria for the recognition of revenue set out in IFRS 15 and, in particular, whether the entity had transferred control of the goods to the customer. Following the detailed quantification of the entity's liability in respect of rectification work, and the agreed limitation on the customer's ability to require further work or to require replacement of the goods, the directors are satisfied that the significant risks and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with recognition of an appropriate provision for the rectification costs.

E. CONTINGENCIES

By their nature, contingencies will only be resolved when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

F. ESTIMATED USEFUL LIVES AND RESIDUAL VALUES OF INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT

The Company's management determines the estimated useful lives and related depreciation charge for its items of property, plant and equipment on an annual 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.

G. RECOVERABILITY OF FINANCIAL ASSETS

The Company reviews all financial assets at least annually and when there is any indication that the asset might be impaired. Loss allowance for trade receivables is measured at an amount equal to twelve months ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The Company has recognised a loss allowance of 100% against all receivables over 365 days past due, because historical experience has indicated that these receivables are generally not recoverable. There has been no change in the estimation techniques or significant assumptions made during the current reporting year. The Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, except where there is adequate security. None of the trade receivables that have been written off are subject to enforcement activities. Trade receivables are considered to be past due when they exceed the credit period granted.

H. PROVISION FOR OBSOLETE INVENTORY

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

3 SIGNIFICANT 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.

(B) FINANCIAL INSTRUMENTS

(i) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(Ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI) – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

Classification and subsequent measurement

Financial assets – Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to directors. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether the directors' strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the directors
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Financial assets – Assessment of whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

Classification and subsequent measurement

Financial assets – Assessment of whether contractual cash flows are solely payments of principal and interest

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets at amortised costt

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss

“Financial liabilities – Classification, subsequent measurement and gains and losses Financial liabilities are classified as measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) Derecognition

Financial assets

The Company derecognises 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.

(iv) Offsetting

Financial assets and financial liabilities are offset 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 realise the asset and settle the liability simultaneously.

(C) PROPERTY, PLANT AND EQUIPMENT

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of certain items of property, plant and equipment at 1 January 2011, the Company’s date of transition to IFRS, was determined with reference to their fair value at that date being the deemed cost on transition to IFRS.

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 costs of self-constructed assets include the cost of materials and direct labours, 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 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 future economic benefits embodied in the asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term in which case the assets are depreciated over the useful life.

The estimated useful lives for the current and comparative periods are as follows:

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

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. 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.

(D) 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 amortisation and accumulated impairment losses. The Company's intangible assets with finite useful lives comprise acquired software. These are capitalised on the basis of acquisition costs as well as costs incurred to bring the assets to use.

(ii) Subsequent expenditure

Subsequent expenditure is 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) Amortisation of intangible assets

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

(E) LEASES

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in IFRS 16.

This policy is applied to contracts entered into, on or after 1 January 2019.

i. As a lessee

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate is used. Generally, the Company uses its incremental borrowing rate as the discount rate.

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

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- 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.

The lease liability is measured at amortised 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.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low- value assets (i.e below NGN 1 million) and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

ii. As a lessor

At inception or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right- of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Company applies IFRS 15 to allocate the consideration in the contract.

The Company applies the derecognition and impairment requirements in IFRS 9 to the net investment in the lease. The Company further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

Generally, the accounting policies applicable to the Company as a lessor in the comparative period were not different from IFRS 16 except for the classification of the sub-lease entered into during current reporting period that resulted in a finance lease classification.

(F) INVENTORIES

Inventories are measured at the lower of cost and net realisable value. The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition but excludes reimburseable 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 basis of costing inventories are as follows:

Product Type	Cost Basis
a) Refined petroleum products AGO, ATK, PMS, DPK b) Packaging materials, lubricants and greases	Weighted average cost
c) Inventories-in-transit	Purchase cost incurred to date

Net realisable 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.

(g) 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 grouping 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 recognised, then the previously recognised 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 group 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 recognised 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 amortisation, if no impairment loss had been recognised.

(h) 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 recognised in profit or loss as employee benefit expense in the years during which services are rendered by employees.

ii ii Defined benefit plan

The Company's net obligation in respect of defined benefit scheme was calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior years and that benefit was discounted to determine its present value. In determining the liability for employee benefits under the defined benefit scheme, consideration was given to future increases in salary rates and the Company's experience with staff turnover.

The recognised liability was determined by an independent actuarial valuation every year using the projected unit credit method. Actuarial gains and losses arising from differences between the actual and expected outcome in the valuation of the obligation were recognised fully in Other Comprehensive Income. The effect of any curtailment is recognised in full in profit or loss immediately the curtailment occurs. The discount rate is the yield on Federal Government of Nigeria issued bonds that have maturity dates approximating the terms of the Company's obligation. Although the scheme was not funded, the Company ensured that adequate arrangements were in place to meet its obligations under the scheme.

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 recognised 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 Termination 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 recognises costs for a restructuring. If 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.

(I) PROVISIONS, CONTINGENT LIABILITIES AND ASSETS

Provisions

Provisions comprise liabilities for which the amount and timing are uncertain. They arise from legal and tax risks, 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.

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 recognised 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 recognised as liabilities in the statement of financial position.

(J) REVENUE

Revenue from the sale of non-regulated products in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of value added tax, sales returns, trade discounts, volume rebate. Revenue is recognized when persuasive evidence exists that significant control of ownership have been transferred to the buyer, recovery of the agreed transaction price is probable, performance obligation(s) have been fulfilled. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

Revenue for regulated products is measured at the regulated price of the products net of standard transport cost directly recoverable from the prices of regulated products.

The timing of the transfer of control of ownership of the product varies depending on whether the customer collects the products himself or the Company delivers 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; hence, revenue is recognised at a point in time.

(K) FINANCE INCOME AND FINANCE COSTS

Finance income comprising of interest income on funds invested, foreign currency gain on financial assets and financial liabilities, and reimbursement of any foreign exchange loss or interest from Petroleum Product Pricing Regulatory Agency (PPPRA). Finance income is recognized as it accrues in profit or loss.

Finance costs comprises interest expense on borrowings, bank charges, foreign currency loss on financial assets and financial liabilities, unwinding of the discount on provisions. Interest expenses are recognized in profit or loss using the effective interest method. Finance costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the related assets. Finance costs that are directly attributable to the importation of Premium Motor Spirit (PMS) are classified as trade and other receivables.

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

(L) 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.

(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) and Capital Gains Tax Act. Tertiary education tax is assessed at 2% of assessable profit, Capital gains tax at 10% of chargeable capital gains while Company income tax is assessed at 30% of adjusted profit.

(ii) Deferred tax

Deferred tax is recognised 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 recognised 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
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised 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 recognise 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 realised; 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 0.25% of the qualifying company's turnover less franked investment income).

(M) WITHHOLDING TAX RECEIVABLES

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

The Company offsets the tax assets arising from WHT credits and current tax liabilities if, and only if, the entity has a legally enforceable right to set off the recognised amounts, and it intends either to settle on a net basis, or to realise 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.

(N) 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, adjusted for own shares held. 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.

(O) 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' operating 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.

(P) 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.

(Q) GOVERNMENT GRANTS

Petroleum Products Pricing Regulatory Agency (PPPRA) subsidies which compensate the Company for losses made on importation of certain refined petroleum products are recognised when there is reasonable assurance that they will be recovered and the Company has complied with the conditions attached to receiving the subsidy. The subsidies are recognised as a reduction to the landing cost of the subsidised petroleum product.

(R) 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..

(S) 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 recognised as a deduction from equity.

(T) OPERATING PROFIT

Operating profit is the result generated from the continuing principal revenue producing activities of the Company as well as other income and expenses related to operating activities. Operating profit excludes net finance costs, share of profit of equity accounted investees and income taxes.

(U) DIVIDEND

Dividend is accrued when declared, being when it is appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting year but not distributed at the end of the reporting year.

(V) OPERATING EXPENSES

Expenses are decreases in economic benefits during the accounting year in the form of outflows, depletion of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants.

Expenses are recognized on an accrual bases regardless of the time of spending cash. Expenses are recognized in the statement of profit or loss when a decrease in future economic benefit related to a decrease in an assets or an increase of a liability has arisen that can be measured reliably.

Expenses are measured at historical cost. Only the portion of cost of a previous year that is related to the income earned during the reporting year is recognized as an expense. Expenses that are not related to the income earned during the reporting year, but expected to generate future economic benefits, are recorded in the financial statement as assets. The portion of assets which is intended for earning income in the future years shall be recognized as an expense when the associated income is earned.

Expenses are recognized in the same reporting year when they are incurred in cases when it is not probable to directly relate them to particular income earned during the current reporting year and when they are not expected to generate any income during the coming years.

(W) COST OF SALES

Cost of sales represents decreases in economic benefits during the accounting year that are directly related to revenue-generating activities of the Company.

Cost of sales is recognized on an accrual bases regardless of the time of spending cash and measured at historical cost.

Only the portion of cost of a previous year that is related to revenue earned during the reporting year is recognized as Cost of sales.

(X) OTHER INCOME

The Company recognises income from rental of some of its spaces, filling stations, and certain equipment to partners. Other income includes all other earnings that are not directly related to sale of its products. Gain or loss on disposal of property, plant and equipment is included in other income.

4. New and amended IFRS standards

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

The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Several amendments and interpretations apply for the first time in 2020, but do not have any material impact on the financial statements of the Company.

Impact of the initial application of Interest Rate Benchmark Reform amendments to IFRS 9 and IFRS 7.

In September 2019, the IASB issued Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7). These amendments modify specific hedge accounting requirements to allow hedge accounting to continue for affected hedges during the period of uncertainty before the hedged items or hedging instruments affected by the current interest rate benchmarks are amended as a result of the on-going interest rate benchmark reforms.

The amendments are not relevant to the Company given that it does not apply hedge accounting to its benchmark interest rate

Impact of the initial application of Covid-19-Related Rent Concessions Amendment to IFRS 16

In May 2020, the IASB issued Covid-19-Related Rent Concessions (Amendment to IFRS 16) that provides practical relief to lessees in accounting for rent concessions occurring as a direct consequence of COVID- 19, by introducing a practical expedient to IFRS 16. The practical expedient permits a lessee to elect not to assess whether a COVID-19-related rent concession is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the COVID-19-related rent concession the same way it would account for the change applying IFRS 16 if the change were not a lease modification.

The practical expedient applies only to rent concessions occurring as a direct consequence of COVID-19 and only if all of the following conditions are met:

a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

b) Any reduction in lease payments affects only payments originally due on or before 30 June 2021 (a rent concession meets this condition if it results in reduced lease payments on or before 30 June 2021 and increased lease payments that extend beyond 30 June 2021); and

c) There is no substantive change to other terms and conditions of the lease.
These amendments had no impact on the financial statements of the Company, but may impact future periods should the Company have any rent concessions.

Amendments to References to the Conceptual Framework in IFRS Standards

The Company has adopted the amendments included in Amendments to References to the Conceptual Framework in IFRS Standards for the first time in the current year. The amendments include consequential amendments to affected Standards so that they refer to the new Framework. Not all amendments, however, update those pronouncements with regard to references to and quotes from the Framework so that they refer to the revised Conceptual Framework. Some pronouncements are only updated to indicate which version of the Framework they are referencing to (the IASC Framework adopted by the IASB in 2001, the IASB Framework of 2010, or the new revised Framework of 2018) or to indicate that definitions in the Standard have not been updated with the new definitions developed in the revised Conceptual Framework.

The Standards which are amended are IFRS 2, IFRS 3, IFRS 6, IFRS 14, IAS 1, IAS 8, IAS 34, IAS 37, IAS 38, IFRIC 12, IFRIC 19, IFRIC 20, IFRIC 22, and SIC-32.

Amendments to IFRS 3: Definition of a Business

The amendments to IFRS 3 clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

The amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The amendments are applied prospectively to all business combinations and asset.

These amendments had no significant impact on the financial statements of the Company, but may impact future periods should the Company enter into any business combinations.

Amendments to IAS 1 and IAS 8: Definition of Material

The Company has adopted the amendments to IAS 1 and IAS 8 for the first time in the current year. The amendments make the definition of material in IAS 1 easier to understand and are not intended to alter the underlying concept of materiality in IFRS Standards. The concept of 'obscuring' material information with immaterial information has been included as part of the new definition.

The threshold for materiality influencing users has been changed from 'could influence' to 'could reasonably be expected to influence'. The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1. In addition, the IASB amended other Standards and the Conceptual Framework that contain a definition of 'material' or refer to the term 'material' to ensure consistency.

a. Conceptual Framework for Financial Reporting issued on 29 March 2018

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the IASB in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards.

The revised Conceptual Framework includes some new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts.

These amendments had no impact on the financial statements of the Company

b. Amendments to IAS 1 and IAS 8: Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."

The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the financial statements of the Company, nor is there expected to be any future impact to the Company.

The amendments are effective for annual reporting periods beginning on or after 1 January 2020.

c. Amendments to IFRS 7, IFRS 9 and IAS 39: Interest Rate Benchmark Reform

These amendments to IFRS 9 and IAS 39 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relation is affected if the reform gives rise to uncertainties about the timing and of amount of benchmark-based cashflows of the hedged item or the hedging instrument. These amendments had no impact on the financial statements of the Company as it does not have any interest rate hedge relationships.

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

Certain new accounting standards and interpretations have been published that are not mandatory for December 2020 reporting periods and have not been early adopted by the Company. The Company does not expect the new accounting standards and interpretations to have a material impact on its current or future reporting periods.

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

IFRS 17 Insurance Contracts

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 Insurance Contracts.

IFRS 17 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach. The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach.

The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders' options and guarantees.

Effective for annual periods beginning on or after 1 January 2023 and must be applied retrospectively unless impracticable, in which case the modified retrospective approach or the fair value approach is applied.

For the purpose of the transition requirements, the date of initial application is the start if the annual reporting period in which the entity first applies the Standard, and the transition date is the beginning of the period immediately preceding the date of initial application.

Amendments to IAS 1 – Classification of Liabilities as Current or Non-current

The amendments to IAS 1 affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendments are applied retrospectively for annual periods beginning on or after 1 January 2023, with early application permitted.

Amendments to IFRS 3 – Reference to the Conceptual Framework

The amendments update IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also add to IFRS 3 a requirement that, for obligations within the scope of IAS 37, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC 21 Levies, the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date.

Finally, the amendments add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The amendments are effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022. Early application is permitted if an entity also applies all other updated references (published together with the updated Conceptual Framework) at the same time or earlier.

Amendments to IAS 16 – Property, Plant and Equipment—Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced before that asset is available for use, i.e., proceeds while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Consequently, an entity recognises such sales proceeds and related costs in profit or loss. The entity measures the cost of those items in accordance with IAS 2 Inventories.

The amendments also clarify the meaning of 'testing whether an asset is functioning properly'. IAS 16 now specifies this as assessing whether the technical and physical performance of the asset is such that it is capable of being used in the production or supply of goods or services, for rental to others, or for administrative purposes

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

Amendments to IAS 37 – Onerous Contracts—Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labour or materials) and an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments apply to contracts for which the entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendments. Comparatives are not restated. Instead, the entity shall recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate, at the date of initial application.

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

Annual Improvements to IFRS Standards 2018–2020

The Annual Improvements include amendments to four Standards.

a. IFRS 1 First-time Adoption of International

Financial Reporting Standards

The amendment provides additional relief to a subsidiary which becomes a first-time adopter later than its parent in respect of accounting for cumulative translation differences. As a result of the amendment, a subsidiary that uses the exemption in IFRS 1:D16 (a) can now also elect to measure cumulative translation differences for all foreign operations at the carrying amount that would be included in the parent's consolidated financial statements, based on the parent's date of transition to IFRS Standards, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. A similar election is available to an associate or joint venture that uses the exemption in IFRS 1:D16 (a).

The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted.

b. IFRS 9 Financial Instruments

The amendment clarifies that in applying the '10 per cent' test to assess whether to derecognize a financial liability, an entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.
The amendment is applied prospectively to modifications and exchanges that occur on or after the date the entity first applies the amendment.
The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted.

c. IFRS 16 Leases

The amendment removes the illustration of the reimbursement of leasehold improvements.

As the amendment to IFRS 16 only regards an illustrative example, no effective date is stated.

5. REVENUE

	2020	2019
	₦'000	₦'000
Premium Motor Spirit (PMS)	31,674,841	47,142,910
Automotive Gas Oil (AGO)	4,008,886	5,874,762
Dual Purpose Kerosene (DPK)	9,421	84,810
Aviation Turbine Kerosene (ATK)	2,265,465	8,252,334
Lubricants and Greases	3,806,506	3,925,301
Liquidified Petroleum Gas (LPG)	216,320	287,341
	41,981,439	**65,567,458**

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 34.

6. OTHER INCOME

	2020 ₦'000	2019 ₦'000
Rental and lease income (Note 6((a))	35,716	27,277
Sundry income (Note 6(b))	194,685	39,637
Statute barred dividend	121,328	90,928
Income on storage services	169,791	267,542
	521,520	**425,384**

a) Rental and lease income relates to income earned on assets that are on operating lease arrangements to third parties. Assets on lease include filling stations and related equipment (generators and dispenser pumps).

b) Sundry income represents service fees for handling and other fees earned in the delivery of products. Also included in current year sundry income is NGN2.5 million recovered from truck loan recovered during the year that has previously been provided for.

7. EXPENSES BY FUNCTION

	2020 ₦'000	2019 ₦'000
Cost of sales (Note 8)	38,523,436	61,160,282
Selling and distribution expenses (Note 9)	1,025,540	796,799
Administrative expenses (Note 10)	4,993,907	5,164,843
	44,542,883	**67,121,924**

8. COST OF SALES

	2020 ₦'000	2019 ₦'000
Premium Motor Spirit (PMS)	29,375,409	45,515,788
Automotive Gas Oil (AGO)	3,682,988	5,086,399
Dual Purpose Kerosene (DPK)	1,259	76,085
Aviation Turbine Kerosene (ATK)	2,589,023	7,921,702
Lubricants and greases	2,703,793	2,437,206
Liquidified Petroleum Gas (LPG)	170,964	123,102
	38,523,436	**61,160,282**

9. SELLING AND DISTRIBUTION EXPENSES

	2020 ₦'000	2019 ₦'000
Freight expense	889,888	1,158,031
Rental of service stations, buildings and equipment	111,212	237,791
Advertising	24,440	59,065
	1,025,540	**1,454,887**

10. ADMINISTRATIVE EXPENSES

	2020	2019
	₦'000	₦'000
Depreciation (Note 15(a))	1,489,678	1,567,083
Amortization of intangible assets (Note 16)	2,358	3,885
Changes in inventories of lubes, greases and refined products	22,463	32,870
Rental of service stations, buildings and equipment	284	595
Consultancy expense	120,005	181,800
Maintenance expense	584,815	675,478
Advertising expenses	2,498	914
Management fees (Note 33 (c))	411,322	382,329
Director's remuneration (Note 12(b)(iv))	17,965	27,378
Employee benefit expense (Note 12 (b)(i))	468,154	570,848
Other Product Related Bank Charges	70,359	-
Auditor's remuneration	24,000	38,000
Write back/deduction on settlement of PPPRA receivables (Note 19)	-	(172,085)
Loss on sale of Property, plant and equipment	211,949	39,499
Loss on disposal of RoU asset	100,955	-
Local and international travel	24,828	125,468
Office expenses and supplies	523,297	426,557
Communication and postage	139,432	300,350
Fines and penalties	-	31
Insurance premium	100,924	231,740
Contract labour	465,209	566,770
Sponsorships and donations	50,200	2,369
Licenses and Levies	40,649	17,040
Utilities	13,380	8,634
Subscriptions	61,713	9,858
Board meetings and AGM expenses	6,726	85,314
Security	40,744	42,118
	4,993,907	**5,164,843**

11. FINANCE INCOME AND FINANCE COSTS

	2020	2019
	₦'000	₦'000
Finance income		
Interest income on short-term bank deposits	8,879	22,966
Reversal of over accrual of NNPC interest charges	-	725,428
Total finance income	**8,879**	**748,394**

Finance cost arising from financial liabilities measured at amortised cost

	2020	2019
	₦'000	₦'000
Interest expense	706,061	103,997
Finance costs - others		
Bank charges	103,893	141,323
Unwind of discount on site restoration provision	6,669	8,591
Interest on lease liability (Note 31)	83,691	96,489
Net foreign exchange loss	189,297	267,274
Total finance costs	1,089,611	617,674
Net finance costs	**(1,080,732)**	**130,720**

a) Reconciliation of finance cost to statement of cash flows

	2020	2019
	₦'000	₦'000
Interest expense	706,062	103,997
Bank charges	103,893	141,323
Unwind of discount on site restoration provision	6,668	8,591
Interest on lease liability	83,691	96,489
Effect of movements in exchange rates on cash held	-	10,866
Foreign exchange movements in trade and other payables	189,297	515,370
Foreign exchange movements in trade and other receivables	(8,879)	(281,928)
Amount shown on the statement of cash flows	**1,080,732**	**594,708**

Analyzed as follows:

	2020	2019
	₦'000	₦'000
Interest income included in finance income(Note 8(a)	(8,879)	(22,966)
Finance cost shown on the Statement of Cash flows	1,089,611	617,674
	1,080,732	**594,708**

12. LOSS BEFORE INCOME TAX

a) Loss before income tax is stated after charging/(crediting):

	2020	2019
	₦'000	₦'000
Depreciation (Note 15)	1,489,678	1,567,083
Amortisation of intangible assets (Note 16)	2,358	3,885
Management fees (Note 33(c))	411,322	382,329
Director's remuneration (Note 12(b)(iv))	17,965	27,378
Employee benefit expense (Note 12(b)(i))	468,154	570,848
Auditor's remuneration	24,000	38,000
Loss on sale of property, plant & equipment (Note 10)	312,904	39,499
Reversal of impairment loss on truck loan receivables (Note 17)	(2,500)	(198,436)
Impairment of petroleum equalization fund receivables (Note 32(a))	53,273	28,260
Reversal of impairment of PPPRA receivables	(44,558)	(24,318)
Reversal of impairment of related party receivables (Note 32)	(159,093)	-
Write-off of inventory	-	105,600
Write back on settlement of PPPRA Receivables	-	(172,085)
Reversal of Impairment of inventory (Note 21a)	(56,116)	(874)
Reversal of over accrual of NNPC interest charges	-	(725,428)
(Reversal)/ Impairment on trade receivables (Note 32)	(315,708)	430,242
Net foreign exchange loss (Note 11)	189,297	267,274

b) Directors and employees

i) Employee costs during the year comprise:

	2020	2019
	₦'000	₦'000
Salaries and wages	357,567	400,263
Other employee benefits	75,459	128,512
Employer's pension contribution	34,237	38,172
Other long term employee benefit charge	891	3,901
	468,154	**570,848**

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

	2020	2019
	₦'000	₦'000
Administration	26	35
Technical and production	14	20
Operations and distribution	28	14
Sales and marketing	31	35
	99	**104**

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 ₦2,000,000 (excluding pension contributions) in the following ranges:

			₦'000	₦'000
1,000,001	-	2,000,000	2	0
2,000,001	-	3,000,000	10	5
3,000,001	-	4,000,000	9	33
4,000,001	-	5,000,000	42	45
5,000,001	-	6,000,000	22	3
6,000,001	-	7,000,000	3	8
7,000,001	-	8,000,000	3	4
8,000,001	-	9,000,000	2	3
9,000,001	-	10,000,000	1	0
10,000,001	-	11,000,000	5	3
			99	**104**

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

	2020	2019
	₦'000	₦'000
Fees	5,400	5,500
Other emoluments	12,565	21,878
	17,975	**27,378**

The Directors' remuneration shown above includes:		
Chairman	-	-
Highest paid Director	**3,110**	**7,674**

			₦'000	₦'000
1,000,001	-	2,000,000	-	-
2,000,001	-	3,000,000	4	5
3,000,001	-	4,000,000	-	1
4,000,001	-	5,000,000	-	-
5,000,001	-	6,000,000	-	-
6,000,001	-	7,000,000	-	1
10,000,001	-	11,000,000	3	3
			7	**10**

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

a) Basic EPS

Loss per share of ₦7.43 (2019: loss per share ₦5.29) is based on loss attributable to ordinary shareholders of ₦2,264,145 (2019: loss of ₦1,613,082) and on the 304,786,406 ordinary shares of 50 kobo each, being the weighted average number of ordinary shares in issue at the end of the year (31 Dec. 2019: 304,786,406).

	2020	2019
	₦'000	₦'000
Loss for the year attributable to shareholders (N'000)	(2,264,145)	(1,613,082)
Weighted average number of ordinary shares in issue (Unit'000)	304,786	304,786
Loss per share	**(7.43)**	**(5.29)**

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

No dividend was declared during the year (2019: Nil) on 304,786,406 ordinary shares of 50 kobo each, being the ordinary shares in issue during the year (2019: Nil)

14 TAXATION

a) Applicability of the Finance Act, 2020

The Finance Act 2020 introduced significant changes to some sections of the Companies Income Tax Act (CITA). The Company has applied the CITA related provisions of the Finance Act in these financial statements.

b) Minimum tax

The Company has applied the provisions of the Companies Income Tax Act that mandates a minimum tax assessment, where a qualifying taxpayer does not have a taxable profit which would generate an eventual tax liability when assessed to tax.

c) Income tax expense

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

Amounts recognized in profit or loss

	2020	2019
	₦'000	₦'000
Current tax expense:		
Income tax (Minimum tax)	103,374	324,547
Tertiary education tax	-	
Capital gains tax	-	
	103,374	**324,547**
Deferred tax (credit):		
Origination and reversal of temporary differences	(491,298)	(603,663)
Income tax credit	**(387,924)**	**(279,116)**

d) Reconciliation of effective tax rates

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

	2020	2019	2020	2019
	%	%	₦'000	₦'000
Loss before minimum tax and income tax			(2,652,068)	(1,983,125)
Income tax using the statutory tax rate	30	30	(654,021)	(594,938)
Impact of tertiary education tax	2	2	(43,601)	(39,663)
Impact of minimum tax	(4)	(16)	103,374	324,547
Effect of tax incentives	**-**	**-**	**(8,339)**	**(5,546)**
Non deductible expenses	-	-	386	1,218
Difference in CIT rate and TET rate	-	(2)	-	47,131
Changes in estimates related to prior periods	(5)	1	117,447	(11,865)
Other differences	(4)	-	96,830	
Total income tax expense in income statement	**19**	**15**	**(387,924)**	**(279,116)**

*CIT- Company Income Tax, TET- Tertiary Education Tax

e) Movement in current tax liability

	2020	2019
	₦'000	₦'000
Balance at beginning of the year	483,443	220,365
Payments during the year	(293,139)	(46,832)
Minimum tax	103,374	324,547
Withholding tax credit notes utilized (Note 20)	(31,408)	(14,637)
	262,270	**483,443**

f) Recognised deferred tax assets and liabilities

	Assets		Liabilities		Net	
	2020	2019	2020	2019	2020	2019
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
Property, plant and equipment	-	-	(1,361,153)	(1,723,491)	(1,361,153)	(1,723,491)
Employee benefits	6,484	5,277	-	-	6,484	5,277
Trade receivables	724,512	836,719	-	-	724,512	836,719
Truck loan receivables	-	-	(19,705)	(19,705)	(19,705)	(19,705)
Other receivables	37,274	37,274	-	-	37,274	37,274
Inventories	1,800	1,800	-	-	1,800	1,800
PPPRA receivables	-		(17,337)	(3,079)	(17,337)	(3,079)
PEF receivables	18,832	18,832	-	-	18,832	18,832
Related party receivable	(46,504)	14,878	-	-	(46,504)	14,878
Net unrealised exchange differences	-		(627,053)	(192,330)	(627,053)	(192,330)
Finance Leases	57,503	30,876	-	-	57,503	30,876
Provisions - ARO	4,879	2,749	-	-	4,879	2,749
Right of Use Assets	36,192	9,688	-	-	36,192	9,688
Unrelieved Losses	963,230	268,166	-	-	963,230	268,166
	1,804,202	**1,226,259**	**(2,025,248)**	**(1,938,605)**	**(221,048)**	**(712,346)**

The Company does not have any unrecognized deferred tax assets or liabilities.

f) Movement in temporary differences during the year

	1-Jan-19	Recognised in Profit or loss	31-Dec-19	Recognised in Profit or loss	31-Dec-20
	₦'000	₦'000	₦'000	₦'000	₦'000
Property, plant and equipment	(2,179,708)	456,217	(1,723,491)	362,338	(1,361,153)
Employee benefits	4,275	1,002	5,277	1,207	6,484
Trade receivables	546,056	290,663	836,719	(112,207)	724,512
Truck loan receivables	76,603	(96,308)	(19,705)	-	(19,705)
Other receivables	37,274	-	37,274	-	37,274
Inventories	2,080	(280)	1,800	-	1,800
PPPRA receivables	22,041	**(25,120)**	(3,079)	(14,258)	(17,337)
PEF receivables	19,971	(1,139)	18,832	-	18,832
Related party receivable	61,382	(46,504)	14,878	**(61,382)**	(46,504)
Net unrealised exchange differences	94,017	**(286,347)**	(192,330)	(434,723)	(627,053)
Finance Leases	-	30,876	30,876	26,627	57,503
Provisions - ARO	-	2,749	2,749	2,130	4,879
Right of Use Assets	-	9,688	9,688	26,504	36,192
Unrelieved Losses	-	268,166	268,166	695,064	963,230
	(1,316,009)	**603,663**	**(712,346)**	**491,300**	**(221,048)**

15 Property, Plant and Equipment

a) The movement on these accounts was as follows:

	Leasehold	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 1 January 2019	**8,518,397**	**6,216,280**	**10,834,070**	**1,317,909**	**959,050**	**219,493**	**568,673**	**28,633,872**
Additions	17,050	234,419	102,542	7,921	13,528	5,878	266,921	648,259
Transfers	23,000	244,712	52,507	1,844	25,730	-	(347,793)	-
Disposals/Scrap	-	-	(275,561)	(5,798)	(29,477)	(12,945)	-	(323,781)
Balance as at 31 December 2019	**8,558,447**	**6,695,411**	**10,713,558**	**1,321,876**	**968,831**	**212,426**	**487,801**	**28,958,350**
Balance at 1 January 2020	8,558,447	6,695,411	10,713,558	1,321,876	968,831	212,426	487,801	28,958,350
Additions	-	113,122	204,429	-	11,465	3,756	96,940	429,712
Transfers*	-	151,147	58,085	6,093	3,995	3,602	(223,222)	(300)
Disposals	(189,495)	(172,270)	(127,532)	(24,130)	(20,840)	(3,142)	-	(537,409)
Balance as at 31 December 2020	**8,368,952**	**6,787,410**	**10,848,540**	**1,303,839**	**963,451**	**216,642**	**361,519**	**28,950,353**
Accumulated depreciation and impairment								
Balance as at 1 January 2019	**-**	**2,212,814**	**7,666,101**	**913,960**	**853,352**	**198,857**	**-**	**11,845,084**
Charge for the year	-	241,526	1,030,634	108,680	26,013	5,246	-	1,412,099
Disposal	-	-	(224,916)	(5,509)	(27,986)	(12,361)	-	(270,772)
Balance as at 31 December 2019	-	**2,454,340**	**8,471,819**	**1,017,131**	**851,379**	**191,742**	**-**	**12,986,411**
Balance as at 1 January 2020	**-**	**2,454,340**	**8,471,819**	**1,017,131**	**851,379**	**191,742**	**-**	**12,986,411**
Charge for the year	-	257,835	965,427	91,406	27,295	4,715	-	1,346,678
Disposal	-	(89,666)	(108,837)	(23,716)	(19,801)	(3,001)	-	(245,021)
Balance as at 31 December 2020		**2,622,509**	**9,328,409**	**1,084,821**	**858,873**	**193,456**	**-**	**14,088,068**
Carrying amounts								
Balance as at 31st December 2020	**8,368,952**	**4,164,901**	**1,520,131**	**219,018**	**104,578**	**23,186**	**361,519**	**14,762,285**
Balance as at 31st December 2019	**8,558,447**	**4,241,071**	**2,241,739**	**304,745**	**117,452**	**20,684**	**487,801**	**15,971,939**

*Included in the amount transferred from Capital Work in progress balance is NGN300,000 additional software cost during the year recognised in intangible asset.

b) **Capital commitments**

Capital expenditure commitment at the year-end authorised by the Board of Directors comprise:

	2020	2019
	₦'000	₦'000
Capital commitment	**50,037**	**21,589**

(c) No property, plant and equipment has been pledged as collateral in respect of any facility (2019: Nil).

(d) No borrowing costs related to the acquisition of property, plant and equipment was capitalised during the year (2019: Nil)

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:

	2020	2019
Cost	₦'000	₦'000
Balance as at 1 January	283,260	280,678
Additions	300	2,582
Balance	283,560	283,260
Accumulated amortization		
Balance as at 1 January	280,901	277,016
Charge for the year (Note 10)	2,359	3,885
Balance	283,260	280,901
Carrying amount	**300**	**2,359**

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

17. TRUCK LOAN RECEIVABLES

	2020	2019
	₦'000	₦'000
Principal received during the year	2,500	198,436
Interests received during the year	-	-
	2,500	198,436
Impairment recognised	-	-
Impairment loss reversal Note 29(a), Note 14(b)))	(2,500)	(198,436)
Net (reversal of)/Impairment loss recognised	(2,500)	(198,436)
Balance	-	-

(a) The transporters are expected to repay their obligations to the Company from freight costs charged to the Company for services rendered. The repayment years range from 12 to 24 months. The outstanding balance on the receivable from the transporters are secured by the Company's retention of title to the tankers. Legal title will only be passed to the transporters once they have settled the outstanding balance. In 2015, the arrangement was revised and the interest on outstanding payments was increased to 20% per annum with an extension of tenure for another 12 months.

(b) The Company had recorded full impairment of the loan receivables on transition to IFRS 9 on 1 January 2018 as the Company believed that the outstanding truck loans were doubtful of recovery. During the year, the Company did recover N2.5 million (2019: NGN 198.44 million) of previously impaired truck loan receivables. Consequently, the Company recorded a reversal of impairment in respect of these recoveries.

(c) Truck loan receivable

	2020	2019
	₦'000	₦'000
Gross truck loan receivble	100,030	102,530
Impairment allowance	(100,030)	(102,530)
Net truck loan receivable	-	-

The Company's exposure to credit risks related to truck loan receivables are disclosed in Note 32(a).

18. TRADE AND OTHER RECEIVABLES

	2020	2019
	₦'000	₦'000
Trade receivables (Note 18(a))	1,747,485	2,666,249
Petroleum Support Fund (PSF) (Note 18(b)	-	4,126,155
Bridging claims (Note 18(c))	8,577,065	8,396,068
DMO holdback (Note 18(d))	1,600,000	1,600,000
Receivables from related parties (Note 18(e))	322,690	616,446
Employee receivables	12,426	46,204
Due from joint arrangement partners	23,058	90,254
Receivables from Registrar	24,855	41,780
Sundry receivables	47,429	156,058
Total financial assets	**12,355,008**	**17,739,214**
Non financial assets		
Advances paid to suppliers	9,097	260,486
	12,364,105	**17,999,700**

(a) Trade receivables

	2020	2019
	₦'000	₦'000
Gross trade receivables	4,072,847	5,307,319
Impairment allowance	(2,325,362)	(2,641,070)
Net trade receivables	**1,747,485**	**2,666,249**

(b) Petroleum Support Fund (PSF)

	2020	2019
	₦'000	₦'000
Balance at 1 January	4,126,155	4,170,713
Payment/Reversal	(4,126,155)	-
Impairment allowance (Note 32(a)(iv))	-	(44,558)
Balance	**-**	**4,126,155**

PSF receivables relates to receivables from Regulatory Agency (PPPRA). The receivable comprises: difference between the landing cost for petroleum products imported by the Company in prior years and the ex-depot price approved for the products by PPPRA, foreign exchange losses and interest accrued arising from delayed payments by PPPRA on behalf of the Federal Government of Nigeria. The PSF receivables are reduced by means of promissory notes issued by Debt Management Office.

(c) Bridging claims

	2020	2019
	₦'000	₦'000
Gross bridging claims	8,721,006	8,486,737
Impairment allowance (Note 32(a)(iv))	(143,941)	(90,669)
Net bridging claims	**8,577,065**	**8,396,068**

Bridging claims relate to reimbursables from the Petroleum Equalisation Fund Management Board for costs incurred on transportation of petroleum products from supply points to the retail outlets.

(d) DMO holdback

DMO holdback is comprised of:

	2020	2019
	₦'000	₦'000
Amount set aside for liabilities owed to government agencies	-	-
Amount set aside for liabilities owed to financial institutions	1,600,000	1,600,000
	1,600,000	**1,600,000**

In the 2018 financial year, prior to the settlement of outstanding PSF receivables to the company, the Debt Management Office (DMO), held back the amounts owed to government agencies and financial institutions by the Company for direct settlement of those liabilities. The amount held back in respect of financial institutions was based on court orders issued by the Federal High Court in Abuja requiring that the amount be withheld by the DMO for direct settlement to the affected financial institutions. These liabilities relate to financing provided by those financial institutions to the Company for product importation in previous years. The relevant liabilities in respect of government agencies and financial institutions are included in trade and other payables (See Note 27(c)) and short term borrowings (Note 28). The DMO holdback is reduced by actual settlements by the DMO to the respective institutions.

(e) Due from related parties

	2020	2019
	₦'000	₦'000
Gross receivable from related parties (Note 33 (e))	355,415	808,264
Impairment	(32,725)	(191,818)
Balance	**322,690**	**616,446**

The Company's exposure to credit risk and currency risks related to trade and other receivables are disclosed in Note 32(a).

(f) Receivable from Registrar

	2020	2019
	₦'000	₦'000
Balance at 1 January	81,542	81,542
Excess receivable written down	(63,271)	-
Net off against dividend	6,585	-
Balance	**24,855**	**81,542**

This relates to portion of unclaimed dividend currently held by the company registrars.

(g) Sundry Receivables - Miscellaneous

	2020 ₦'000	2019 ₦'000
Balance at 1 January	76,392	76,392
Excess receivable written down	(72,504)	-
Balance	**3,888**	**76,392**

19. PROMISSORY NOTE

	2020 ₦'000	2019 ₦'000
Promissory note from DMO (Note 16(a))	-	**172,085**

During the year, the Company received a Promissory Note of NGN4.23 billion from the Debt Management Office (DMO) of the Federal Ministry of Finance in respect of this amount and the outstanding amounts from Petroleum Products Pricing Regulatory Agency (Note 18b).

The Company's exposure to credit risk and currency risks related to the promissory notes are disclosed in Note 32(a).

20. WITHHOLDING TAX RECEIVABLES

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

	2020 ₦'000	2019 ₦'000
Balance at 1 January	83,374	79,846
Additions	4,390	18,165
Withholding tax credit note utilised (Note 14(d))	(31,408)	(14,637)
Balance as at 31 December	**56,356**	**83,374**

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.

21. INVENTORIES

	2020 ₦'000	2019 ₦'000
Premium Motor Spirit (PMS)	2,249,011	1,969,061
Automotive Gas Oil (AGO)	21,276	225,973
Aviation Turbine Kerosene (ATK)	362,708	2,116,698
Lubricants and greases	1,170,925	1,835,667
Liquidified Petroleum Gas (LPG)	17,840	21,253
Low Pour Fuel Oil (LPFO)	4,119	4,119
Packaging materials and other sundry items	5,435	7,558
	3,831,314	**6,180,329**

Inventory valued at N1.69 billion was (2019: Nil) are stored at facilities owned by MRS Oil and Gas Company Limited (Note 33(a)).

	2020 ₦'000	2019 ₦'000
Gross inventory	3,910,692	6,203,591
Inventory write down (Note 21)	(79,378)	(23,262)
Net inventory	**3,831,314**	**6,180,329**

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

	2020 ₦'000	2019 ₦'000
Balance as at 1 January	(23,262)	(24,136)
Net reversal of inventory write down	(56,116)	874
Balance as at 31 December	**(79,378)**	**(23,262)**

22. Cash and cash equivalents

	2020 ₦'000	2019 ₦'000
Cash at bank and on hand	2,073,058	1,881,094
Short term deposits with banks	2,389,108	416,638
Cash and cash equivalents in the statement of financial position	4,462,166	2,297,732
Bank overdrafts used for cash management purposes (Note 28)	-	(1,244,852)
Cash and cash equivalents in the statement of cash flows	**4,462,166**	**1,052,880**

The Company's exposure to credit risk and currency risks are disclosed in Note 32 (a).

23. Equity

		2020 ₦'000	2019 ₦'000
	Authorised ordinary shares:		
	322,454,964 (2019: 322,454,964) Ordinary shares of 50k each	161,227	161,227
(a)	Issued and fully paid:		
	304,786,406 (2019: 304,786,406) Ordinary shares of 50k each	152,393	152,393
	Issued and fully allotted:		
	304,786,406 (2019: 304,786,406) Ordinary shares of 50k each	**152,393**	**152,393**

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

(b) Retained earnings

	2020 ₦'000	2019 ₦'000
Balance as at 1 January	18,955,223	20,568,305
Loss for the year	(2,264,145)	(1,613,082)
Balance as at 31 December	**16,691,078**	**18,955,223**

24. EMPLOYEES BENEFIT OBLIGATIONS

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

	2020	2019
	₦'000	₦'000
Other long term employee benefits	15,935	16,491
Total employee benefits liabilities	**15,935**	**16,491**

(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 Henre Prinsloo FRC/2018/NAS/00000018473, of QED Actuaries Nigeria Limited. The method of valuation used is the projected unit credit method and the last valuation was as at 31 December 2020.

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

	2020	2019
	₦'000	₦'000
Balance as at 1 January	16,491	13,361
Included in profit or loss		
Current service cost	3,247	3,147
Interest cost	2,472	2,596
Remeasurement gains (net)	(4,828)	(1,842)
Net charge to profit or loss	891	3,901
Benefits paid by the employer	(1,447)	(771)
Balance as at 31 December	**15,935**	**16,491**

(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 ended 31 December 2020 as the balance is not material to the financial statements

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

	2020	2019
	%	%
Long-term average discount rate (p.a)	7.8%	13.0%
Future average pay increase (p.a)	12.0%	12.0%
Average rate of inflation (p.a)	9.0%	12.0%
Average Duration in years (Long Service Awards)	5	5

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:

Mortality in Service	No of deaths in year out of 10,000 lives	
	2020	2019
Sample age	%	%
25	7	7
30	7	7
35	9	9
40	14	14
45	26	26

Withdrawal from service	Rates	
	2020	2019
Age band	%	%
≤34	3.0%	3.0%
34-44	5.0%	5.0%
45-55	3.0%	3.0%
56-59	2.0%	2.0%
60	100%	100%

It is assumed that all the employees covered by the long service award scheme would retire at age 60 (2019: 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 Service Award (NGN'000)	
Sample age	%	₦'000
Discount rate	-1%	17,070
	+1%	14,931
Salary increase rate	-1%	15,211
	+1%	16,734
Gift benefit rate	-1%	15,610
	+1%	16,299
Mortality rate - Age rated down by 1 year	-1%	15,978
Age rated up by 1 year	+1%	15,887

25 SECURITY DEPOSITS

	2020	2019
	₦'000	₦'000
Security deposits	**1,693,582**	**1,902,623**

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 periodic basis to cater for probable losses from sales to customers. See Notes 32(a)(ii).

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

26. DIVIDENDS

(a) Declared dividends

No dividends were declared by the Company during the year (2019: Nil). No bonus shares were also proposed (2019: nil)

(b) Dividend Payable

	2020 ₦'000	2019 ₦'000
Balance as at 1 January	285,486	375,577
Payments	(8)	(40,238)
Unclaimed dividend returned by registrar	6,585	41,075
Unclaimed dividend written back	(121,328)	(90,928)
Balance as at 31 December	**170,735**	**285,486**

(c) Included in the dividend payable balance at year end is an amount of NGN 24.86 million (2019: NGN41.78 million), which is held with the Company's registrar, First Registrars and Investor Services Limited. The dividend payable as at year end does not attract interest.

(d) The Company reversed unclaimed dividends of NGN 121.33 million during the year (2019: NGN90.9 million) back into distributable earnings. This represents the value of dividend 35 which became statute barred after remaining unclaimed for 12 years after declaration.

27. TRADE AND OTHER PAYABLES

	2020 ₦'000	2019 ₦'000
Trade payables (Note 27(a))	5,646,158	10,735,917
Accrued expenses	794,326	771,014
Amount due to joint arrangement partners (Note 27(b))	144,816	196,918
Bridging allowance (Note 27(c))	4,393,420	3,247,358
Amounts due to related parties (Note 33(e))	2,914,272	1,597,923
Total financial liabilities	**13,892,992**	**16,549,130**
Non financial liabilities		
Statutory deductions (Note 27(d))	269,150	230,062
Advances received from customers (Note 27(e))	1,126,354	1,629,263
	15,288,496	**18,408,455**

(a) Included in trade payables is an amount of NGN3.9 billion, due to one of the Company's vendors which bears interest on expiration of credit policy granted to the Company (2019: NGN7.7 billion). The interest charged is included in interest expense. (Note 11).

(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 as its contribution to the Fund. It is charged on every litre of product lifted from Pipelines and Product Marketing Company.

(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.

(e) Amount relates to cash received from customers in advance for sale of products. These amounts are utilised for the purpose of supplies of products at any point in time when the customer decides to take delivery of the relevant products.

The Company's exposure to liquidity risk is disclosed in Note 32(b).

28. SHORT TERM BORROWINGS

	2020	2019
	₦'000	₦'000
Bank overdraft (Note 22, Note 28(a))	-	1,244,852
Bank borrowing (Import Finance and other short term facilities) (Note 28(b))	1,411,105	1,313,339
Total Borrowings	**1,411,105**	**2,558,191**

(a). The interest rate on this facility is 15% per annum (2019: Interest rates was 18%). There is no right of set off between overdraft and the deposits held. The net interest expense incurred in the year relating to over draft and short term borrowings amounted to NGN85.18million (2019: NGN10.35 million). The bank over draft used for cash management purposes has been included as part of cash and cash equivalents in the statement of cash flows (Note 22).

(b). Import finance facilities represents short term borrowings, including unpaid interest and expenses obtained to fund letters of credits for product importation. These facilities are either secured with products financed, domiciliation of Petroleum Products Pricing Regulatory Agency (PPPRA) payments or the Company's sinking fund account. There was no balance in the sinking fund account as at year end (2019: Nil).

"In year 2019, as part of negotiations to close out on the outstanding subsidy claims, the Central Bank of Nigeria issued a letter dated 18 January 2019 requiring banks to take a 100% haircut on interest accrued on these import finance facilities (IFF) from 1 July 2017 to date. Promissory notes expected to be issued by the Federal Government to the petroleum marketers (such as the Company) will be used to settle the remaining balance of the IFF. Settlement of the import finance facility has been outstanding mainly due to the delay in settlement of the Company's subsidy claims by the Federal Government.

The Company's exposure to liquidity risk and currency risks are disclosed in Note 32(b) and 32(c) respectively.

(c). Movement of short term borrowings received to statement of cash flows is as follows:

	2020	2019
	₦'000	₦'000
Balance as at 1 January	1,313,339	10,657,108
Additions	2,500,000	-
Repayments	(2,500,000)	(9,011,084)
Refund of interest	-	(299,753)
Exchange loss/(gain) on borrowings	97,766	(32,932)
Balance as at 31 December	**1,411,105**	**1,313,339**

The Company's exposure to liquidity risks and currency risks are disclosed in Notes 32(b) and 32(c) respectively (please see page 57 of the 2020, Audited Financial Statement).

29 PREPAYMENTS

	2020 ₦'000	2019 ₦'000
Prepayments – Rent and insurance	111,085	118,602
	111,085	**118,602**

The Company leases a number of offices and service stations under both cancellable and non- cancellable leases. In 2019, leases previously classified as operating leases have been reclassified as right of use assets in line with IFRS 16.

	2020 ₦'000	2019 ₦'000
Non current portion	-	-
Current portion	111,085	118,602
	111,085	**118,602**

Movement in prepayment

	2020 ₦'000	2019 ₦'000
Balance as at 1st January	118,602	1,069,674
Additions	235,765	490,681
Reclassification to right of use assets	-	(830,025)
Release to profit or loss	(243,282)	(611,728)
Balance at 1st December	**111,085**	**118,602**

30 PROVISIONS

	2020 ₦'000	2019 ₦'000
Balance as at 1st January	102,461	46,139
Unwind of discount on site restoration provision	6,668	8,591
Divestment)/Provisions made during the year	(10,409)	47,731
Balance as at 31 December	**98,720**	**102,461**
Non-current	52,581	56,322
Current	46,139	46,139
	98,720	**102,461**

	2020 ₦'000	2019 ₦'000
Legal	46,139	46,139
Asset retirement obligation	52,581	56,322
	98,720	**102,461**

Legal provisions relate to legal claims which the Company has a present legal obligation for and it is probable that an outflow of economic benefits will be required to settle the obligations. 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.

31 LEASES

The Company leases land and thereafter constructs its fueling stations. The leases typically run for an average period 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 lease property are presented as property, plant and equipment.

	Leasehold land	
	2020	2019
	₦'000	₦'000
Balance at 1 January	1,383,528	1,538,512
Depreciation charge for the year note 15(a)	(143,000)	(154,984)
Disposal	(169,045)	-
Balance as at 31 December	**1,071,483**	**1,383,528**

ii. Amounts recognised in profit or loss	83,691	96,489
Interest on lease liabilities	**83,691**	**96,489**

iii. Lease liability

	2020	2019
	₦'000	₦'000
Balance at 1 January	632,536	536,047
Disposal	(62,495)	-
Interest on lease liabilities	83,691	96,489
Balance as at 31 December	**653,732**	**632,536**

The Company's exposure to liquidity risk is disclosed in Note 32(b).

Extension options

Some leases contain extension options exercisable by the Company at the expiration of the non- cancellable contract period. 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.

32 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:

In thousands of Naira	2020 ₦'000	2019 ₦'000
Impairment (Reversal)/loss on trade receivables Note 32(a)(iv)	(315,710)	430,242
Reversal of Impairment loss on truck loan receivable (Note 32(a)(iv))	(2,500)	(198,436)
Impairment of Petroleum Equalization Fund receivables (Note 32(a)(iv))	53,273	28,260
Reversal of Impairment of PPPRA receivables (Note 32(a)(iv))	(44,558)	(24,318)
Reversal of Impairment of related party receivables (Note 32(a)(iv))	(159,093	-
	(468,588)	**235,748**

i) Maximum credit exposure

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

	2020	2019
	₦'000	₦'000
Trade receivables		
Major customers	2,806,579	4,633,257
Other customers	1,266,268	674,062
Gross total receivables	**4,072,847**	**5,307,319**
Impairment allowance	(2,325,362)	(2,641,070)
Net total receivables	**1,747,485**	**2,666,249**
Due from related parties	247,698	616,446
Due from regulators (Government entities)		
Petroleum Equalisation Fund (PEF)	8,577,065	8,396,068
Petroleum Support Fund (PSF)	-	4,126,155
DMO holdback	1,600,000	1,600,000
Other receivables*	107,768	334,296
	12,280,016	**17,739,214**

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 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 (Note 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 period of 30 to 45 days for retail and commercial customers respectively.

IIn 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 2020, the exposure to credit risk for trade receivables and contract assets by type of counterparty was as follows.

In thousands of Naira	2020	2019
Retail customers	2,437,153	2,334,691
Commercial and industrial	547,700	1,247,530
Aviation	1,087,994	1,725,098
	4,072,847	**5,307,319**

iii) Expected credit loss assessment as at 31 December 2020

Expected credit loss assessment for government and related party receivables at 31 December 2020

The Company allocates each 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 counterparty 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 as at 31 December 2020

The Company uses an allowance matrix to measure the ECLs of trade receivables from customers, which comprise a 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 2020.

Retail Customers* 31 December 2020	Weighted average loss ratez	Gross carrying amount	Loss allowance
In thousands of Naira	%	₦'000	₦'000
Current (not past due)	4.18%	240,813	10,054
1–30 days past due	6.85%	424,814	29,092
31–60 days past due	13.51%	267,415	36,116
61–180 days past due	17.41%	483,100	84,124
181-365 days past due	35.04%	206,546	72,377
More than 365 days past due	100.00%	814,465	814,465
		2,437,153	**1,046,228**

Retail Customers* 31 December 2019	Weighted average loss ratez	Gross carrying amount	Loss allowance
In thousands of Naira	%	₦'000	₦'000
Current (not past due)	13.14%	90,848	11,937
1–30 days past due	26.59%	56,512	15,027
31–60 days past due	34.56%	85,620	29,590
61–180 days past due	42.20%	123,575	52,149
181-365 days past due	68.64%	63,653	43,691
More than 365 days past due	100%	733,527	733,527
		1,153,735	**885,921**

Commercial/industrial customers 31 December 2020	Weighted average loss ratez	Gross carrying amount	Loss allowance
In thousands of Naira	%	₦'000	₦'000
Current (not past due)	28.40%	188,416	53,510
1–30 days past due	33.74%	81,590	27,529
31–60 days past due	39.94%	45,386	18,127
61–180 days past due	53.16%	123,560	65,684
181-365 days past due	72.26%	54,448	39,345
More than 365 days past due	100.00%	54,300	54,300
		547,700	**258,495**

Commercial/industrial customers 31 December 2019	Weighted average loss ratez	Gross carrying amount	Loss allowance
In thousands of Naira	%	₦'000	₦'000
Current (not past due)	17.94%	258,342	46,347
1–30 days past due	23.38%	217,474	50,845
31–60 days past due	32.36%	129,210	41,812
61–180 days past due	40.77%	237,114	96,672
181-365 days past due	64.60%	160,719	103,824
More than 365 days past due	100.00%	244,671	244,671
		1,247,530	**584,171**

Expected credit loss assessment for trade receivables at 31 December 2020

Aviation customers 31 December 2020	Weighted average loss ratez	Gross carrying amount	Loss allowance
In thousands of Naira	%	₦'000	₦'000
Current (not past due)	15.87%	43,105	6,841
1–30 days past due	39.39%	22,469	8,851
31–60 days past due	49.47%	982	486
61–180 days past due	54.58%	36,428	19,882
181-365 days past due	83.04%	2,543	2,112
More than 365 days past due	100.00%	982,467	982,467
		1,087,994	**1,020,639**

Aviation customers 31 December 2019	Weighted average loss ratez	Gross carrying amount	Loss allowance
In thousands of Naira	%	₦'000	₦'000
Current (not past due)	7.69%	566,450	43,560
1–30 days past due	46.68%	14,507	6,772
31–60 days past due	55.48%	17,113	9,494
61–180 days past due	60.47%	38,713	23,410
181-365 days past due	75.00%	2,287	1,715
More than 365 days past due	100.00%	1,086,028	1,086,028
		1,725,098	**1,170,979**

* This has been adjusted with security deposits. (See Note 25).

Loss rates are based on actual credit loss experience over the past two to three years. These rates are adjusted to reflect economic conditions for the period over which the historical data has been collected, 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 (GPD) has the most significant impact on the ability of the counterparties to settle receivables. Therefore, if GDP growth rate is expected to significantly deteriorate, over the next year, which can result 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 follows.

	Balance 1-Jan-2019	Net remeasurement of lossallowance	Balance 31-Dec-2019	**Recognised in profit orloss**	**Balance 31-Dec-2020**
Truck loan receivables	300,966	(198,436)	102,530	(2,500)	100,030
Trade receivables	2,210,828	430,242	2,641,070	(315,710)	2,325,362
PEF receivables	62,409	28,260	90,669	53,273	143,941
PPPRA receivables	68,876	(24,318)	44,558	(44,558)	-
Related party receivables	191,818	-	191,818	(159,093)	32,725
Total	**2,834,897**	**235,748**	**3,070,645**	**(468,588)**	**2,602,058**

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 comprises amount due from PPPRA with respect to subsidies/PSF receivable on imported products as well as 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 ₦8.7 billion (Dec 2019: ₦8.4 billion) recognized as receivable (Note 18), possibilities exist depending on negotiations that settlement will occur via a set off to the extent of bridging allowances amounting to ₦4.4 billion (Dec 2019: ₦3.2 billion) recorded as a liability (Note 27). 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 32(a)(v).

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 2019: Nil).

viii) Cash and cash equivalents

The Company held cash and cash equivalents of ₦4.50 billion as at 31 December 2020 (31 Dec. 2019: ₦2.3 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.

ix) Promissory note

The Company held promissory note issued by the Debt Management Office (DMO) of NGN1.60 billion as at 31 December 2020 (2019: NGN172 million) which represents its maximum credit exposure on these assets. The credit risk on this is not significant as the promissory note is backed by the full faith and credit of the Federal Government of Nigeria.

(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.

	Note	Carrying amount	Contractual cash flows	6 months or less
		₦'000	₦'000	₦'000
Non-derivative financial liabilities				
31 December 2020				
Overdraft and other short-term borrowings	28	1,411,105	1,411,105	1,411,105
Dividend payable	26	170,735	170,735	170,735
Trade and other payables*	27	13,892,992	13,892,992	13,892,992
Security deposits	25	1,693,582	1,693,582	1,693,582
		17,168,414	**17,168,414**	**17,168,414**
31 December 2019				
Overdraft and other short-term borrowings	28	2,558,191	2,558,191	2,558,191
Dividend payable	26	285,486	285,486	285,486
Trade and other payables*	27	16,549,130	16,549,130	16,549,130
Security deposits	25	1,902,623	1,902,623	1,902,623
		21,295,430	**21,295,430**	**21,295,430**

* Excludes advances received from customers and statutory liabilities.

(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 sales, 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 nonexistent. 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 Naira (NGN) was based on notional amounts as follows:

In thousands	2020 ₦'000	2019 ₦'000
Financial assets		
Trade and other receivables		
USD	187	189
Cash and cash equivalents		
USD	191	1,425
Financial liabilities		
Short term borrowings		
USD	(2,744)	(2,744)
Trade and other payables		
USD	(6,576)	(4,355)
Net statement of financial position exposure		
USD	**(8,942)**	**(5,485)**

c) Market risk

Sensitivity analysis

A strengthening of the Naira, as indicated below against the Dollar at 31 December would have increased profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting year and has no impact on equity.

	Increase in profit or loss
	₦'000
31-Dec-20	
USD (10 percent strengthening)	(357,941)
31-Dec-19	
USD (10 percent strengthening)	(199,309)

The following significant exchange rates were applied during the year.

	Average rate		Reporting date spot rate	
	31 Dec. 2020	31 Dec. 2019	31 Dec. 2020	31 Dec. 2019
	₦'000	₦'000	₦'000	₦'000
US Dollar	384.56	361.66	400.33	364.70

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.

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

	2020	2019
	₦'000	₦'000
Fixed rate instruments		
Bank overdraft and borrowings	1,411,105	2,558,191
Trade payables*	**3,915,681**	**7,697,811**

*Included in trade payables is an amount of ₦3.92 billion (Dec 2019: NGN7.70 billion), 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:

	2020	2019
	₦'000	₦'000
Total borrowings (Note 28)	1,411,105	2,558,191
Less: Cash and cash equivalents (Note 22)	(4,462,166)	(2,297,732)
Adjusted net debt	**(3,051,061)**	**260,459**
Total equity	16,843,471	19,107,616
Total capital employed	13,792,410	19,368,075
Adjusted net debt to equity ratio	**(0.18)**	**0.014**

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 classifications 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:

	Carrying amount		
31 December 2020	Financial assets at amortised cost	Other financial liabilities	Total
	₦'000	**₦'000**	**₦'000**
Financial assets not measured at fair value			
Trade and other receivables (Note 21)	12,355,008	-	12,297,956
Promissory note (Note 19)	-	-	-
Cash and cash equivalents (Note 22)	4,462,166	-	4,462,166
	16,817,174	-	**16,760,122**
Financial liabilities not measured at fair value			
Short term borrowings (Note 28)	-	1,411,105	1,411,105
Trade and other payables (Note 27)	-	13,892,994	13,818,000
Dividend payable (Note 23)	-	170,735	170,735
Security liability (Note 25)	-	1,693,582	1,693,582
	-	**17,168,416**	**17,093,422**

	Carrying amount		
31 December 2019	**Financial assets at amortised cost**	**Other financial liabilities**	**Total**
	₦'000	**₦'000**	**₦'000**
Financial assets not measured at fair value			
Trade and other receivables (Note 18)	17,739,214	-	17,739,214
Truck loan receivables (Note 17)	-	-	-
Promissory Notes (Note 19)	172,085	-	172,085
Cash and cash equivalents (Note 22)	2,297,732	-	2,297,732
	20,209,031	**-**	**20,209,031**
Financial liabilities not measured at fair value			
Short term borrowings (Note 28)	-	2,558,191	2,558,191
Trade and other payables (Note 27)	-	16,549,130	16,549,130
Dividend payable (Note 26)	-	285,486	285,486
Security deposit (Note 31)	-	632,536	20,025,343
	-	**20,025,343**	**21,295,430**

Trade and other receivables, payables, security deposits, bank overdrafts 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.

33. RELATED PARTY TRANSACTIONS

(i) Parent and ultimate controlling entity

As at the year ended 31 December 2020, 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 Company 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 year:

Nature of transactions	2020 ₦'000	2019 ₦'000
Sales of goods	59,743	225,044
Staff secondment	-	(80,047)
Product purchase	(3,578,019)	(6,614,411)
Reimbursements for expenses	30,680	415,962

In current year, the value of product stored by MRS Oil and Gas Company Limited for the Company amounted to ₦1.69 billion (Dec 2019: Nil). The total transactions with MOG during the year was ₦3.49 billion (Dec 2019: ₦6.05 billion). The net balance due to MOG is ₦43.9 million (Dec 2019: Due from of ₦739.17 million)

(b) Petrowest SA (Petrowest)

MRS 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 ₦1.26 billion (Dec 2019: ₦1.46 billion)

(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	2020 ₦'000	2019 ₦'000
Management fees for shared services	(411,322)	(382,329)
Sale of goods	49,621	59,780
Reimbursable	-	232,168
Shared services	-	(598,455)
Staff secondment	-	9,132

Net balance due to MRS Holdings Limited was ₦895.20 million (Dec 2019: Due from of ₦35million)

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

	2020 ₦'000	2019 ₦'000
MRS Benin S.A	60,458	55,077
Corlay Togo S.A.	112	227
Corlay Benin S.A.	112	759
Corlay Cote D'Ivoire	(106,905)	(99,426)
Corlay Cameroun S.A.	14,310	13,037
	(31,913)	(30,326)

MRS Benin S.A.	Nature of transaction	2020 ₦'000	2019 ₦'000
MRS Benin S.A.	Reimbursements for expenses		107
Corlay Togo S.A.	Reimbursements for expenses	16,758	15,006
Corlay Benin S.A.	Reimbursements for expenses	3,702	7,726
Corlay Cote D'Ivoire	Reimbursements for expenses	2,163	282
Corlay Cameroun S.A.	Reimbursements for expenses	-	54

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 Company Limited for the Company.

(e) Summary of intercompany receivables and payables:

	2020 Receivables ₦'000	2020 Payables ₦'000	2019 Receivables ₦'000	2019 Payables ₦'000
MRS Oil and Gas Limited (MOG)	237,896	281,785	739,165	-
MRS Holdings Limited	42,527	937,731	-	(35,004)
Petrowest	-	1,587,851	-	(1,463,493)
MRS Benin S. A.	60,458	-	55,077	-
Corlay Togo S. A.	112	-	227	-
Corlay Benin S. A	112	-	759	-
Corlay Cote D'Ivoire	-	106,905	-	(99,426)
Corlay Cameroun S. A.	14,310	-	13,036	-
	355,415	**(2,914,272)**	**808,264**	**(1,597,923)**

(f) Netting arrangement

The Company has netting arrangements separately with MRS Oil and Gas Company Limited (MOG) and MRS Holdings (MRSH), both related parties. Under these agreement, the amounts owned by, or payable to each entity is netted off periodically as a means of settlement of the balances.

The following table sets out the carrying amount of recognised financial instruments that are subject to the above agreements.

	Receivables	Payables	Net
	2020	2020	2020
	₦'000	₦'000	₦'000
MOG	138,797	(221,186)	(82,389)
MRSH	95,174	(736,067)	(640,893)
	2019	2019	2019
	₦'000	₦'000	₦'000
MOG	1,742,378	(1,003,213)	739,165
MRSH	851,112	(886,116)	(35,004)

(ii) Key management personnel compensation

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

	2020	2019
	₦'000	₦'000
Short term employee benefits	11,975	27,378

Other remuneration to key management personnel were as follows:

Short term employee benefits	41,772	55,697
Other long term benefits	2,793	3,725
	44,565	**59,422**

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

In line with Nigerian Stock Exchange - 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 ₦15.8 billion and the 5% disclosure limit is ₦791.7 million. During the year, the Company has not entered into transactions above the 5% disclosure limit with MRS Oil and Gas Company Limited. Refer to Note 33(a)(i) for details of these transactions.

34. 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 Board of Directors 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 the sales of Aviation Turbine Kerosene (ATK).

(iii) **Lubricants** - this segment manufactures and sells lubricants and greases.

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

Segment revenue and cost of sales

2020	Revenue		Cost of sales		Gross profit	
	₦'000	% of Total	₦'000	% of Total	₦'000	% of Total
Retail/C&I	35,909,468	86	33,230,620	86	2,678,846	77
Aviation	2,265,465	5	2,589,023	7	(323,557)	(9)
Lubes	3,806,506	9	2,703,793	7	1,102,714	32
Total	**41,981,439**	**100**	**38,523,436**	**100**	**3,458,003**	**100**

2019	Revenue		Cost of sales		Gross profit	
	₦'000	% of Total	₦'000	% of Total	₦'000	% of Total
Retail/C&I	53,389,823	81	50,801,374	83	2,588,449	58
Aviation	8,252,334	13	7,921,702	13	330,632	8
Lubes	3,925,301	6	2,437,206	4	1,488,095	34
Total	**65,567,458**	**100**	**61,160,282**	**100**	**4,407,176**	**100**

35. SUBSEQUENT EVENTS

There are no significant subsequent events that could have had a material effect on the financial position of the Company as at 31 December 2020 and on the loss for the year ended on that date that have not been taken into account in these financial statements.

36. 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 2020 is ₦20.6 billion (Dec 2019: ₦1.29 billion). A total provision of ₦46.14 million (Dec 2019: ₦46.14) (Note 30) has been made in these financial statements. The actions are being contested and the directors are of the opinion that no significant liability will arise in excess of the provision that has been recorded in the financial statements.

(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.

37 COMPARATIVE FIGURES

Certain comparative balances have been reclassified to conform to the current year grouping.

Reclassified from	Reclassified to	Naira
		₦'000
Property, plant and equipment	Rights of use asset	1,383,528
Revenue – Transportation cost	Selling and distribution expenses –Freight expenses	658,088
Retained earnings – Statute barred dividend	Other income – Statute barred dividend	90,928

OTHER NATIONAL DISCLOSURES

Statement of Value Added the year ended 31st December 2020

	2020		2019	
	₦'000	%	₦'000	%
Revenue	41,981,439		65,567,458	
Other income	521,520		425,384	
Finance income	8,879		748,394	
	42,511,838		66,741,236	
Bought in materials and services:				
- Imported	-		-	
- Local	(42,257,105)		(66,028,928)	
Value added by operating activities	**254,733**	**100**	**712,308**	**100**
Distribution of value Added				
To Government as:				
Taxation	103,374	41	324,547	46
To Employees:				
Salaries, wages, fringe and end of service benefits	468,154	184	570,848	80
To providers of Finance:				
- Finance cost	1,089,611	428	617,674	87
Retained in the business to maintain and replace				
- Property,plant and equipment	1,346,678	528	1,412,099	198
- Intangible assets	2,359	1	3,885	-
Deferred taxes	(491,298)	(193)	(603,663)	(85)
Profit and loss account	(2,264,145)	(889)	(1,613,082)	(226)
Value added	**254,733**	**100**	**712,308**	**100**

Value added represent the additional wealth which the Company has been able to create by its own and its employees' efforts. This statement shows the allocation of that wealth amongst employees, capital providers, government and that retained for future creation of wealth.

Five-Year Financial Summary

	2020 ₦'000	2019 ₦'000	2018 ₦'000	2017 ₦'000	2016 ₦'000
Revenue	41,981,439	65,567,458	89,552,819	107,088,347	109,635,054
Results from operating activities	(1,571,336)	(2,022,918)	(1,483,933)	101,216	3,289,530
(Loss)/profit before taxation	(2,652,068)	(1,892,198)	(1,427,448)	(996,609)	2,287,347
(Loss)/profit for the year	(2,264,145)	(1,613,082)	(1,264,941)	1,385,056	1,465,905
Comprehensive (loss)/income for the year	**(2,264,145)**	**(1,613,082)**	**(1,264,941)**	**1,385,056**	**1,465,905**
Ratios					
(Loss)/earnings per share (Kobo)	(743)	(529)	(415)	(454)	577
Declared dividend per share (Kobo)	-	-	110	173	110
Net assets per share (Kobo)	5,526	6,269	6,798	9,099	8,726

Statement of financial position
As at 31 December

	2020 ₦'000	2019 ₦'000	2018 ₦'000	2017 ₦'000	2016 ₦'000
Employment of Funds					
Non-current assets:					
Property,plant and equipment	14,762,285	15,971,939	16,788,788	17,338,162	18,402,454
Right of use assets	1,071,483	1,383,528	-	-	-
Intangible assets	300	2,359	3,662	20,108	29,920
Other non current assets	-	-	775,010	699,649	925,995
Net current assets	1,952,699	3,167,485	4,482,608	7,218,255	7,936,267
Employee benefit obligation	(15,935)	(16,491)	(13,361)	(11,899)	(13,891)
Provisions	(52,581)	(56,322)	-	(44,147)	-
Lease liabilities	(653,732)	(632,536)	-	-	-
Deferred tax liability	(221,048)	(712,346)	(1,316,009)	(2,110,631)	(5,116,904)
Net assets	**16,843,471**	**19,107,616**	**20,720,698**	**23,109,497**	**22,163,841**
Fund Employed					
Share capital	152,393	152,393	152,393	126,994	126,994
Retained earnings	16,691,078	18,955,223	20,568,305	22,982,503	22,036,847
	16,843,471	**19,107,616**	**20,720,698**	**23,109,497**	**22,163,841**

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 till date	**322,454,964**	**Bonus 2017 (1:5) - 50,797,734 shares**

Dividend Declared:
The following dividends were declared by the Company between 2003 and 2016.

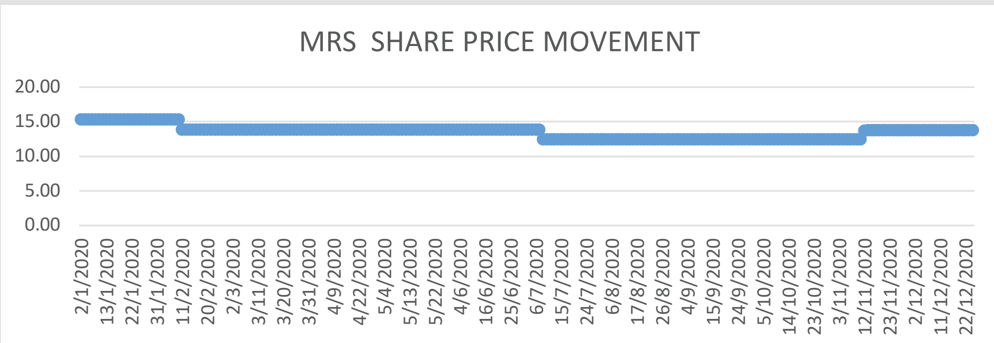
DIVIDEND	Share Capital	DATE DECLARED	AMOUNT
Dividend 36	(Final)	July 28, 2010	28,514,886.13
Dividend 37	(Final)	July 27, 2011	34,497,267.40
Dividend 38	(Final)	July 10, 2012	15,114,523.53
Dividend 39	(Final)	August 14, 2013	5,349,872.35
Dividend 40	(Final)	August 7, 2014	32,401,221.12
Dividend 41	(Final)	August 4, 2015	17,946,815.74
Dividend 42	(Final)	August 4, 2016	31,988,963.49
Dividend 43	(Final)	August 7, 2017	48,506,482.78

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.

Share Price Movement

SHARE PRICE MOVEMENT

MRS SHARE PRICE MOVEMENT



Shareholders can receive information or contact the Company about any questions (regarding the Company's financial results and up-to-date share price information), through the Company's website (www.mrsoilnigplc.net).

LIST OF DISTRIBUTORS

S/N	NAME	ADDRESS
1	Hamisu Dan Tinki Motors	275 Naibawa Motor Park Zaria Road Kano
2	Clegee Nigeria Limited	D10 Shop 83 Aspamda Ojo Lagos
3	Woopet Ogbus Ventures Limited	Ajase Ipo Road Ilorin
4	Ade De Young Auto Agency	Aspamda Ojo Lagos
5	Adolf Hyman Nig Ltd	5,Red Cross Road P.o Box17688 Ogbete Enugu
6	Onyefee Eze Nig Ltd	Line D 3&4 Mechanic Village Ebonyi
7	Ad Oil Company Ltd	1,Gaskiya Road, Zaria, Kaduna
8	Mohammed Rawa Gana	2 Kano Motor Park Makurdi
9	Churcorl Nigeria Limited	Shop 35,Aspamda Ojo Lagos
10	S.c. Dubinson Nig Ltd; Mr. Ndubuisi	Area 3 Abuja
11	A.K Haske Multi Trade Ventures	Shop 4 Farawa Maiduguri Road Kano
12	To Eweh & Sons Ltd	17A Duke Town Drive
13	Osikhena Company Nig Ltd	Asero Road Behind Asero Garage Abeokuta
14	Shavey Ventures Limited	Branch Road, Otukpa
15	Bedrubo Group(Chuba Nig Venture	128,Jakpa Road Effurun Delta State
16	Danberton Int Nig	Zone D3 Shop 2 Aspamda Ojo Lagos
17	Great Vigladin Investment Nig	5, Silver Smith Coal Camp, Enugu
18	Nobis & Associates (Nig)	Block B Zone 3A Shop17,Aspamda Ojo Lagos
19	The Great Ade Young Enterprise	Aspamda Ojo, Lagos
20	Angela Adelola Ltd	Mrs Filling Station Ondo/Akure
21	Manna Biz Ventures	Opp. Word Assembly Church Ilorin
22	Eddy Brazil Oil Nig	5, Chigbo Lane Opp Dubiken Service Station Abubor Nnewi
23	Aronu Motors Co.(Nig) Ltd	71 Jubilee Road Aba
24	Barhok Petroleum Ltd	Plot 932, Along 13 Road, Festac Town Lagos
25	Chinochuks Auto Ltd	35, Bank Road, New Garage Park Makurdi
26	Norsky Global Business Ltd	Km 2,Yandev Road Gboko Benue State
27	Onuorah Josephine Mrs	B6/4 New Spare Parts Nkpor
28	R. N. Iwobi	24 Zungeu Road Kano
29	Divine Touch Auto	35 Bank Road, New Garage Park, Benue
30	Hifeb Ventures	12, Miracle Avenue Junction Magboro
31	Chuniz Auto Care	61 Jubilee Road Aba
32	Chuken Global	39 Item Road Aba Abia
33	Osayomwanbor Nig. Enterprises	22, Kadiri Street, Off Oregun Road, Alausa, Ikeja
34	Mrs Joy Adamma Chidi	E8/9 New Spare Part Nkpor, Anambra
35	Gogo Allied Impex & Services Ltd	No. 3 Beside New Prison Head Quarters Tunga, Minna, Niger State.
36	Simital Nigeria Ltd	Challenge, Ibadan, Oyo State
37	Ceero Alliance Ltd	25, Labake Road, Off Stadium Road, Phc
38.	Masid Multipurpose Services Ltd	5,200 Road, Kano
39.	Ola-Obi Trading Stores	KM 13/15 Ogijo/Sagamu Road Ikorodu
40	S. B. Y General Contractors Ltd	No. 272 Bauchi Road, Jos
41	Usman Nagarta Oil And Gas Services Ventures	Opposite Sunna Hospital Unguwan Rimi, Jos North Opposite Sunna Hospital Unguwan Rimi, Jos North
42	Aym Shafa Limited	Jos Road, Bauchi State

S/N	NAME	ADDRESS
43	A. S. Paja	Jambutu Bye-pass, Yola
44	Embeli Global Ventures	No. 5 Bye-pass Bomala Bridge, Gombe
45	Y. A. Zobo Multinks	Potiskum, Yobe State
46	Edu God Interbuiz Ltd	Zuba Mechanic Village, Zuba
47	Nur-Kareem Energy	Kado District After Next Cash and Carry
48.	Onyemowo Enterprises	Red Bricks Market, Ushafa, Bwari
49.	Chumac Machineries Int.	Gwarimpa, Abuja
50	Aina Adeyiga Nigeria	No. 10 Ipoyewa Estate, Phase 1, Ikorodu, Lagos.
51	Alder Concepts Values Solution	Divine Autocare Sign Board Bus Stop Ado Road Ajah
52	Estandar Energy Limited	F1 Alibro Abrium, 32 Ekukinam Street Utako Abuja
53	Soroman Nigeria Limited	2, Gadabiu Street Bauchi
54	Ustaf Global Resources	158 ARTV Hotoro, Opposite Total Filling Station, Maiduguri Road, Nassarawa LG, Kano.
55	Great Vigladin Investment Nig.	5, Silver Smith Coal Camp, Enugu
56	Chriveld Petroleum	32, Old Owerri – Aba Road, Aba, Abia State
57	Tadaerigha Ventures	Yenagoa, Bayelsa State
58	Brass And Dome Limited	Aba, Abia State

CORPORATE LOCATION

LAGOS HEADQUARTERS

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E-mail: inquiries@mrsholdings.com

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Alapere Warehouse,
Ketu,
Lagos State

PORT HARCOURT
Warehouse Port Harcourt- 4
Reclamation Road,
Port Harcourt

SOKOTO
Warehouse
VMI CCNN Sokoto

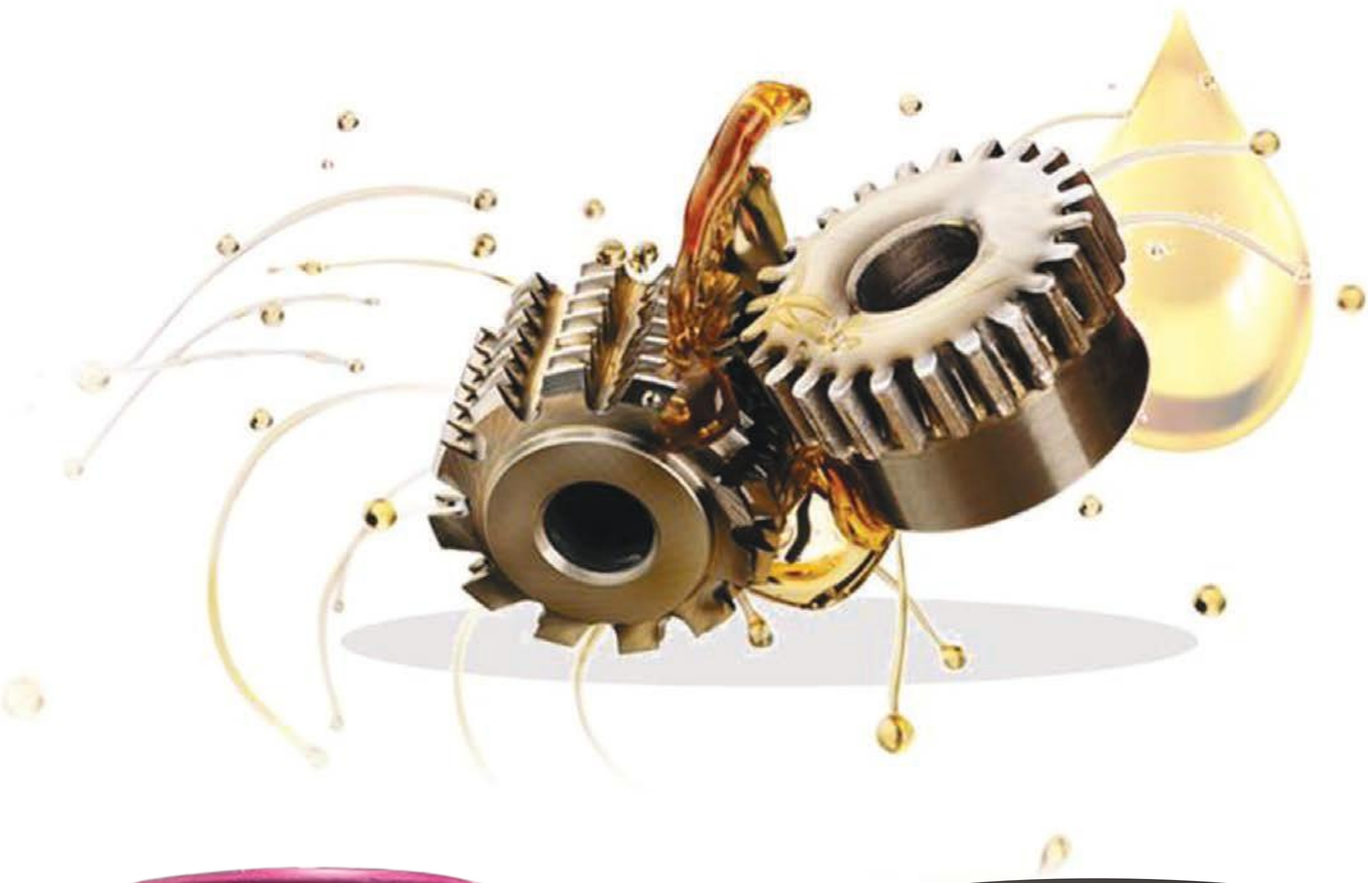
TERMINAL

APAPA
NO. 5, Alapata Road,
Apapa
Lagos.

KANO
Joint Aviation Facility,
Malam Aminu Kano International Airport,
Beside Conoil Aviation Depot,
Kano.

LAGOS
MRS Oil Nigeria Plc
Aviation Unit
Gat Road, Mma
Ikeja, Lagos.

ABUJA
MRS Aviation Depot,
Nnamdi Azikwe International Airport,
Abuja.



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MRS

CERTIFICATION PURSUANT TO SECTION 60(2) OF INVESTMENT AND SECURITIES ACT NO. 29 OF 2007

We the undersigned hereby certify the following with regards to our financial report for the year ended December 31, 2020 that:

(a) We have renewed 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 Statement and other financial information included in the Report fairly present in all material respects the financial condition and results of operation of the Company as of 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, Ag.)
FRC/2020/003/00000022038

Mr. Samson Adejonwo
(Chief Finance Officer)
FRC/2020/001/00000021998

Chief Dr. Amobi D. Nwokafor
(Director)
FRC/2013/ICAN/00000002770

March 30, 2021

PROXY CARD

THE ANNUAL GENERAL MEETING OF MRS OIL NIGERIA PLC (THE COMPANY) WILL BE HELD AT THE CIVIC CENTRE, OZUMBA MBADIWE AVENUE, VICTORIA ISLAND, LAGOS, NIGERIA, ON TUESDAY, AUGUST 3RD, 2021 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____________, _______, 2021 and adjournment thereof.

Dated this ____________________ day of ________________ 2021.

Signature ________________________________

NUMBER OF SHARES

PROPOSED RESOLUTIONS	FOR	AGAINST
To lay the Audited Financial Statements for the year ended 31 December, 2020 and the Report of the Directors, Audit Committee and Auditors Report thereon.		
To re-elect and elect Directors under Articles 90/91 and 95 of the Company's Articles of Association.		
To authorize the Directors to fix the remuneration of Auditors.		
To elect members of the Audit Committee.		
To disclose the remuneration of the Managers of the Company.		
To consider and if thought fit, pass the following resolution as an Ordinary Resolution: To fix the Director's Fees.		
To renew the general mandate for Related Party Transactions.		

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

ADMISSION CARD
MRS OIL NIGERIA PLC

ANNUAL GENERAL MEETING TO BE HELD………………………………………………………………… 2021 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

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

P.O. Box 9117, Lagos
Tel: 01 279 9880
Fax: 01-2714729

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)

1.

2.

BANK'S AUTHORISED SIGNATURES/STAMP

3.

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 of the boxes below.

YES ____ NO ____

2020 Annual Report and Accounts