



Annual reports  
Consolidated and Separate Financial Statements  
31 December 2016

## TABLE OF CONTENTS

	Page	Note	Page
Directors and professional advisers	3		
Directors' report	4	7 Financial risk management	35
Statement of directors' responsibilities	6	8 Segment information	40
Report of the independent auditors	7	9 Other operating income	42
		10 Expenses by nature	42
		11 Employee benefit expenses	43
Consolidated and separate financial statements:		12 Finance costs/income	43
Statement of profit or loss	13	13 Income tax expense	44
Statement of other comprehensive income	14	14 Earnings and dividend per share	44
Statement of financial position	15	15 Property, plant and equipment	45
Statement of changes in equity	17	16 Intangible assets	46
		17 Investment in associate accounted for using the equity method	48
Statement of cash flows	19	18 Deferred tax	51
		19 Derivative financial assets	52
<b>Note</b>		20 Finance lease receivables	52
1 General information	20	21 Non-current receivables	53
2 Basis of preparation	20	22 Inventories	54
3 Changes in accounting policies and disclosures	20	23 Trade and other receivables	54
4 Basis of Consolidation	23	24 Available-for-sale financial assets & Investment in subsidiaries	55
		25 Cash and cash equivalents	55
5 Other significant accounting policies	25	26 Discontinued operations and disposal groups held for sale	56
(a) Segment reporting	25	27 Share capital & share premium	59
(b) Revenue recognition	25	28 Other reserves	59
(c) Property, plant and equipment	26	29 Borrowings	60
(d) Intangible assets	26	30 Provision and other liabilities	62
(e) Impairment of non-financial assets	27	31 Derivative financial liabilities	63
(f) Financial instruments	27	32 Retirement benefit obligations	63
(g) Accounting for leases	29	33 Government grant	64
(h) Inventories	29	34 Trade and other payables	65
(i) Share capital	29	35 Dividend payable	65
(j) Cash and cash equivalents	29	36 Cash generated from operations	65
(k) Employees benefits	30	37 Related party transactions	66
(l) Provisions	30	38 Commitments	68
(m) Current income and deferred tax	31	39 Events after the reporting period	68
(n) Exceptional items	31	40 Contingent liabilities	69
(o) Dividend	31	41 Subsidiaries' information	70
(p) Upstream activities	31	42 Financial instruments by category	72
(q) Impairment	31	43 Upstream activities	73
(r) Government grant	31	44 Reconciliation of previously published statement of profit or loss	74
(s) Non-current assets held for sale	32	45 Going concern	76
		Other National Disclosures: Value Added Statement	77
(t) Production underlift and overlift	32	Five-Year Financial Summary (2012 - 2016)	78-79
(u) Fair value	32		
(v) Offshore processing arrangements	32		
6 Significant accounting judgements, estimates and assumptions	33		

OANDO PLC

Directors and Professional Advisers  
For the year ended 31 December 2016

---

<b>Directors</b>	HRM. Oba A. Gbadebo, CFR Mr. J.A Tinubu Mr. O. Boyo Mr. B. Osunsanya Mr. Olufemi Adeyemo Mr. Oghogho Akpata Chief Sena Anthony Ammuna Lawan Ali Mr. Francesco Cuzzocrea Engr. Yusuf K.J N'jie Mr. Tanimu Yakubu Mr. Ike Osakwe Mr. Ademola Akinrele	(Chairman, Non-Executive Director) (Group Chief Executive) (Deputy Group Chief Executive) (Group Executive Director) (Group Executive Director -Finance) (Non-executive Director ) (Non-executive Director ) (Non-executive Director )- Resigned October 3, 2016 (Non-executive Director )- Resigned February 19, 2016 (Non-executive Director )- Resigned October 31, 2016 (Non-executive Director )- Appointed June 30, 2015 (Non-executive Director )- Appointed July 8, 2016 (Non-executive Director )- Appointed July 8, 2016
------------------	---	--

**Company Secretary and  
Chief Compliance Officer** Ayotola Jagun (Ms)

**Registered Office** 2 Ajose Adeogun Street  
Victoria Island, Lagos

**Auditors** Ernst & Young  
Chartered Accountants  
10th & 13th floor  
UBA House  
57, Marina,  
Lagos, Nigeria.

**Bankers** Access Bank Plc  
Access Bank UK  
Afrxim  
Bank of Montreal Canada  
Barclays Bank  
BNP  
Citibank Nigeria Ltd  
Citibank, UK  
Clarien Bank  
Diamond Bank Plc  
Ecobank Nigeria Plc  
Federated bank  
Fidelity bank Plc  
First Bank (UK)  
First Bank of Nigeria Plc  
First City Monument Bank Plc  
First City Monument Bank UK  
Guaranty Trust Bank Plc  
Heritage Bank Plc  
HSBC Bank  
Industrial and Commercial Bank of China Ltd  
ING Bank  
ING Group  
Keystone Bank Limited  
National Bank of Fujairah (NBF)  
Natixis Bank  
Rand Merchant Bank  
Societe Generale Bank  
Stanbic IBTC Bank Plc  
Standard Bank of South Africa Ltd  
Standard Chartered Bank Plc., UK  
Standard Chartered Bank(Nig.) Ltd  
Sterling Bank Plc  
Union Bank of Nigeria Plc  
United Bank for Africa Plc  
United Bank for Africa, New York  
Zenith Bank (UK) Limited  
Zenith Bank Plc

## OANDO PLC

### Directors' report For the year ended 31 December 2016

The Directors submit their Report together with the audited consolidated financial statements for the year ended 31 December 2016, which disclose the state of affairs of the Group and Company.

#### 1 PRINCIPAL ACTIVITY

The principal activity of Oando Plc. ("the Company") locally and internationally is to have strategic investments in energy companies. The Company was involved in the following business activities via its subsidiary companies during the year reviewed:

- Exploration and production (E & P) - Oando Energy Resources Inc., Canada, engaged in production operations and other E & P companies operating within the Gulf of Guinea.
- Supply and distribution of petroleum products - Oando Trading Dubai and Oando Trading Bermuda.
- Pipeline construction and distribution of natural gas to industrial customers - Alausa Power Limited.

During the year, the company divested the following business activities conducted via its subsidiaries:

- Marketing of petroleum products, manufacturing and blending of lubricants - Oando Marketing Ltd (formerly Oando Marketing Plc) and other petroleum products marketing companies.
- Pipeline construction and distribution of natural gas to industrial customers - Gaslink Nigeria Limited, Oando Gas and Power Limited, Akute Power Limited and other gas and power companies.
- Supply and distribution of petroleum products - Oando Supply and Trading Limited and Ebony Oil & Gas.
- Energy services to upstream companies - Oando Energy Services, and other service companies.

The Company's registered address is 2 Ajose Adeogun Street, Victoria Island, Lagos, Nigeria.

#### 2 RESULTS AND DIVIDEND

The net gain/(loss) for the year of N3.1 billion (Company: N33.9 billion) attributable to owners of equity has been transferred to retained earnings.

	Group		Company	
	31-Dec-16 N'000	31-Dec-15 N'000	31-Dec-16 N'000	31-Dec-15 N'000
Revenue	455,746,734	203,431,526	4,858,182	8,452,665
Loss before income tax from continuing operations	(63,375,512)	(39,113,508)	(33,729,427)	(56,325,673)
Income tax credit/(expense)	37,569,028	4,192,937	(146,405)	(241,499)
Loss for the year from continuing operations	(25,806,484)	(34,920,571)	(33,875,832)	(56,567,172)
Profit/(loss) for the year from discontinued operations	29,300,521	(14,769,306)	-	-
Profit/(loss) for the year	3,494,037	(49,689,877)	(33,875,832)	(56,567,172)
Profit/(loss) attributable to owners of the parent	3,124,803	(50,434,843)	(33,875,832)	(56,567,172)

#### 3 Dividend

The Directors have not proposed dividend for the year ended 31 December 2016.

#### 4 Directors

i. The names of the present directors and those that served during the year are listed on page 3.

ii. According to the Register of Directors' shareholding, the interests of Directors in the issued share capital of the Company for the purposes of section 275 part 1 of schedule 5 of the Companies and Allied Matters Act, are as follows:

	Direct	Indirect
HRM. Oba A. Gbadebo, CFR	437,500	Nil
Mr. J.A. Tinubu*	Nil	3,670,995
Mr O. Boyo*	Nil	2,354,713
Mr. B. Osunsanya	269,988	1,890,398
Mr O. Adeyemo	75,000	1,723,898
Tanimu Yakubu	5,995,735	3,931,000
Chief Sena Anthony	299,133	Nil
Mr. Oghogho Akpata	Nil	Nil
Ammuna Lawan Ali	Nil	Nil
Ike Osakwe	139,343	Nil
Ademola Akinrele	Nil	Nil
Francesco Cuzzocrea^	Nil	Nil
Engr. Yusuf K.J N'jie	Nil	Nil

\* Ocean and Oil Investments Limited (OOIL) owns approximately 159,701,243 (1.33% of total number of shares) shares in the Company. Mr. Jubril Adewale Tinubu and Mr. Omamofe Boyo own 0.97% and 0.29% respectively in the Company through OOIL.

^Ocean and Oil Development Partners Limited (OODP) owns 6,734,943,086 (55.96% of total number of shares) shares in the Company. Mr. Francesco Cuzzocrea was a director of OODP until February 19, 2016. Mr. Jubril Adewale Tinubu and Mr. Omamofe Boyo own 22.38% and 11.19% respectively in OODP.

#### 5 Contracts

None of the Directors notified the Company of any declarable interest in contracts in which the Company was involved during the year under review for the purpose of section 277 of the Companies and Allied Matters Act, and Article 115 of the Company's Articles of Association.

#### 6 Directors' Responsibilities

The Directors are responsible for the preparation of annual consolidated financial statements, which have been prepared using appropriate accounting policies, supported by reasonable and prudent judgements and estimates, in conformity with International Financial Reporting Standards issued by the International Accounting Standards Board and the requirements of the Companies and Allied Matters Act. In doing so, the Directors have the responsibilities as described on page 6 of these consolidated financial statements.

## 7 Shareholdings

As of 31 December 2016, the range of shareholdings of the Company was as follows:

Range of Shareholding	No of Shareholders		No of shares	
	Within Range	% of Holders	Within Range	% of Shareholding
1 - 1,000	167,796	61.17	61,674,897	0.51
1,001 - 5,000	73,540	26.81	154,382,449	1.28
5,001 - 10,000	12,709	4.63	91,830,523	0.76
10,001 - 50,000	14,228	5.19	314,860,156	2.61
50,001 - 100,000	2,606	0.95	188,213,393	1.56
100,001 - 500,000	2,667	0.97	552,352,773	4.59
500,001 - 1,000,000	355	0.13	253,638,850	2.11
1,000,001 - 5,000,000	333	0.12	647,041,865	5.38
5,000,001 - 10,000,000	32	0.01	213,606,712	1.77
10,000,001 - 50,000,000	24	0.01	554,867,687	4.61
50,000,001 - 100,000,000	9	-	666,410,812	5.54
100,000,001 - 12,034,618,894	7	-	8,335,938,777	69.27
	<u>274,306</u>	<u>100</u>	<u>12,034,618,894</u>	<u>100</u>

## 8 Property, Plant and Equipment

Changes in the value of property, plant and equipment (PPE) were mainly due to additions, disposals and exchange differences as shown in Note 15 to these consolidated financial statements. In the opinion of the Directors, the market value of the Group's property, plant and equipment is not lower than the value shown in these consolidated financial statements.

## 9 Donations/Charitable gifts

Description	Amount =N=
I Donation to gas pipeline host communities	1,512,500
II Scholarship award to 5 indigenous pupils of Ogun State to Nobelhouse College	5,000,000
III Donation (Generator set with installation accessories) to the Police Special Fraud Unit Building Project	17,458,613
IV Supply of furniture and refurbishment to Olisa Primary School, Lagos	5,267,805
V Gaslink back-to-school scholarship programme for 100 indigent Lagos state student	14,349,472
VI Supply of vegetable oil & commodities to gas pipeline host communities	4,208,952
VII Donation in kind to Oando Foundation	97,426,346
	<u>145,223,688</u>

## 10 Employment and Employees

*Equal Employment Opportunity*

The Company pursues an equal employment opportunity policy. It does not discriminate against any person on the ground of race, religion, colour, or physical disability.

*Employment of Physically Disabled Persons*

The Company maintains a policy of giving fair consideration to applications from physically disabled persons, bearing in mind their respective aptitudes and abilities. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and that the appropriate training is arranged.

*Industrial/Employees Relation*

The Company places considerable value on the involvement of its employees and keeps them informed on matters affecting them as employees and the various factors affecting the performance of the Company. This is achieved through management's open door policy and improved communication channels. These channels include the e-mail and intranet, the revised in-house magazine, the entrenchment of regular departmental meetings and executive management's divisional town hall meetings. The relationship between management and the house unions remains very cordial. Regular dialogue takes place at informal and formal levels.

*Training and Development*

The Company places great emphasis on the training and development of its staff and believes that its people are its greatest assets. Training courses are geared towards the developmental needs of staff and the improvement in their skill sets to face the increasing challenges in the industry. The Company will continue to invest in its human capital to ensure that the employees are well motivated and positioned to compete in the industry.

## 11. Audit Committee

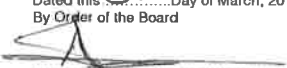
In accordance with section 359(4) of the Companies and Allied Matters Act, the following shareholders and directors were members of the Audit Committee during the year ended 31 December 2016:

a)	Mr. Ike Osakwe	Non-executive director (Chairperson)- Appointed July 8, 2016
b)	Chief Sena Anthony	Non-executive director
c)	Mr. Francesco Cuzzocrea	Non-executive director (Resigned February 19, 2016)
d)	Ammuna Lawan Ali	Non-executive director (Resigned October 3, 2016)
e)	Mr. Tanimu Yakubu	Non-executive director
f)	Mrs. Temilade Funmilayo Durojaiye	Shareholder
g)	Dr. Joseph O. Ashaolu	Shareholder
h)	Mr. Matthew Akinlade	Shareholder

## 12. Auditors

The Company's auditor, Messrs' Ernst & Young has indicated its willingness to continue in office in accordance with section 357(2) of the Companies and Allied Matters Act, 2004.

Dated this 30<sup>TH</sup> Day of March, 2017  
By Order of the Board

  
Ayotola Jagun (Ms)  
Chief Compliance Officer and Company Secretary  
2 Ajose Adeogun Street, Victoria Island, Lagos  
FRC/2013/NBA/0000003578

**i. Responsibilities in respect of the financial statements**

The Companies and Allied Matters Act requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the Company at the end of the year and of its profit or loss. The responsibilities include ensuring that the Company:

(a) keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and comply with the requirements of International Financial Reporting Standards (IFRS), Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria 2004 and the Financial Reporting Council of Nigeria Act, No 6, 2011;

(b) establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other irregularities; and

(c) prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates, and are consistently applied

The Directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with the International Financial Reporting Standards (IFRS) and the requirements of the Companies and Allied Matters Act.

The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its profit for the year. The directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of the financial statements, as well as adequate systems of internal controls over financial reporting.

Nothing has come to the attention of the Directors to indicate that the Company will not continue as a going concern for at least twelve months from the date of this Statement.

**ii. Responsibilities in respect of Corporate Governance**

The Company is committed to the principles and implementation of good corporate governance. The Company recognises the valuable contribution that it makes to long term business prosperity and to ensuring accountability to its shareholders. The Company is managed in a way that maximises long term shareholder value and takes into account the interests of all of its stakeholders.

The Company believes that full disclosure and transparency in its operations are in the interests of good governance. As indicated in the statement of responsibilities of directors and notes to the accounts, the business adopts standard accounting practices and ensures sound internal controls to facilitate the reliability of the financial statements.

**The Board of Directors**

The Board is responsible for setting the Company's strategic direction, for leading and controlling the Company and for monitoring activities of the executive management. The Board presents a balanced and understandable assessment of the Company's progress and prospects.

The Board consists of the Chairman, five non-executive directors and four executive directors. The non-executive directors have experience and knowledge of the industry, markets, financial and/or other business information to make valuable contributions to the Company's progress. The Group Chief Executive is a separate individual from the Chairman and he implements the management strategies and policies approved by the Board. The Board meet at least four times a year.

**The Audit Committee**

The Audit Committee (the "Committee") is made up of six members - three directors (all of whom are non-executive) and three shareholders in compliance with section 359(4) of the Companies and Allied Matters Act. The Committee members meet at least thrice a year.


The Committee's duties include keeping under review the scope and results of the external audit, as well as the independence and objectivity of the auditors. The Committee also keeps under review the risk and controls over financial reporting, compliance with laws and regulations and the safeguarding of assets. In addition, the Committee reviews the adequacy of the internal audit plan and implementation status of internal audit recommendations.

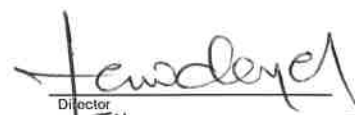
**Systems of Internal Control**

The Company has well-established internal control system for identifying, managing and monitoring risks. The Risk and Controls and Internal Audit functions have reporting responsibilities to the Audit Committee. Both functions have appropriately trained personnel and undergo training on current business and best practices.

**Code of Business Ethics**

Management has communicated the principles of business ethics in the Company's Code of Business Conduct and Ethics to all employees in the discharge of their duties. This Code sets the professionalism and integrity required for business operations which covers compliance with laws, conflicts of interest, environmental issues, reliability of financial reporting, bribery and strict adherence to the principles so as to eliminate the potential for illegal practices.

  
Director  
30<sup>TH</sup> March 2017  
Mr. Jubril Adewale Tinubu  
FRC/2013/NBA/0000003348

  
Director  
30<sup>TH</sup> March 2017  
Mr. Olufemi Adeyemo  
FRC/2013/ICAN/0000003348

## Report of the Audit Committee

We have exercised our statutory functions in compliance with Section 359 (6) of the Companies and Allied Matters Act 2004 and we the members of the Oando PLC Audit Committee have, on the documents and information made available to us:

- a. Reviewed the scope and planning of the audit requirements and found them satisfactory
- b. Reviewed the External Auditors' Management Controls Report for the year ended December 31, 2016 as well as the Management response thereto,
- c. Appraised the Financial Statements for the year ended 31 December 2016 and are satisfied with the explanations provided.

We ascertain that the accounting and reporting policies of the Company for the year ended December 31, 2016 are in accordance with legal requirements and agreed ethical practices.

### Members of Audit Committee are

Ike Osakwe- (Independent Non-Executive Director/ Chairman)  
Chief Sena Anthony (Independent Non-Executive Director)  
Mr Tanimu Yakubu (Non-Executive Director)  
Mrs. Temilade Funmilayo Durojaiye (Shareholder Member)  
Mr. Joseph Asaolu (Shareholder Member)  
Mr. Matthew Akinlade (Shareholder Member)

Dated this 30<sup>TH</sup> day of 2017



Mr. Matthew Akinlade  
FRC/2013/ICAN/00000002111

**Independent auditor's report to the members of Oando Plc  
For the year ended 31 December 2016**

**Opinion**

We have audited the consolidated and separate financial statements of Oando Plc ("the Company") and its subsidiaries (together "the group") which comprise:

Group	Company
Consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2016	Company statement of profit or loss and other comprehensive income for the year ended 31 December 2016
Consolidated statement of financial position as at 31 December 2016	Company statement of financial position as at 31 December 2016
Consolidated statement of changes in equity for the year then ended 31 December 2016	Company statement of changes in equity for the year then ended 31 December 2016
Consolidated statement of cash flows for the year then ended 31 December 2016	Company statement of cash flows for the year then ended 31 December 2016
Related notes to the consolidated financial statements	Related notes to the company financial statements

In our opinion:

- the financial statements present fairly, in all material respects, the financial position of the group and of the company as at 31 December 2016, and of the group and company financial performance and cash flows for the year then ended;
- the financial statements of the group and company have been properly prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB); and
- the financial statements of the group and company have been prepared in accordance with the requirements of the Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria 2004 and in compliance with the Financial Reporting Council of Nigeria Act, No. 6, 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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code, and in accordance with other ethical requirements applicable to performing the audit of Oando Plc. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



**Independent auditor's report to the members of Oando Plc  
For the year ended 31 December 2016- Continued**

**Material Uncertainty Related to Going Concern**

We draw attention to Note 45 in the financial statements, which indicates that the Company reported a comprehensive loss for the year of ₦33.9 billion (2015: loss ₦56.6 billion) and as at that date, its current asset exceeded current liabilities by ₦14.6 billion (2015: ₦32.8 billion net current liability). The Group reported a comprehensive income of ₦112.4 billion for the year ended 31 December 2016 (2015: loss ₦37.8 billion) and as at that date, its current liability exceeded current assets by ₦263.8 billion (2015: ₦260.4 billion). As stated in the note, these conditions, along with other matters, indicate that a material uncertainty exists that may cast significant doubt on the Company (and Group's) ability to continue as a going concern. Our opinion is not modified in respect of this matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key Audit Matter	How the matter was addressed in the audit
<p><b>Discontinued operations and accounting for sales/divestments</b></p> <p>During the year, the group completed the sale/divestment of a number of entities within its Downstream and Gas &amp; Power businesses.</p> <p>The sale arrangements especially as it relates to the downstream business, involved a number of complex transactions and the use of management estimate.</p> <p>The result from discontinued operations is based on the expected sales proceeds, including the settlement of the net debt/working capital, which has not been finalized between the buyer and Oando Plc for the downstream as at 31 December 2016. Based on an internal analysis of the net debt /working capital items, management determined a best estimate to establish an adjustment to the sales proceeds to account for the outcome of the settlement process.</p>	<p>We carried out the procedures listed below:</p> <ul style="list-style-type: none"> <li>• We obtained and reviewed the salient terms of the various agreements and assessed their accounting implications;</li> <li>• We obtained management's assessment of the accounting implications of the transactions and reviewed for appropriateness, compliance with relevant applicable financial reporting standards and in line with the terms of the signed agreements governing the transactions;</li> <li>• We reviewed management's use of estimates particularly as it relates to liabilities arising from purchase price adjustments in relation to the divestment of the downstream business;</li> </ul>

**Independent auditor's report to the members of Oando Plc  
For the year ended 31 December 2016- Continued**

Key Audit Matter	How the matter was addressed in the audit
<p>We considered these matters to be important to our audit due to the accounting technical and financial reporting implications of the sales arrangement. Improper accounting for these transactions could result in material misstatement of the financial statements.</p>	<ul style="list-style-type: none"> <li>• We consulted with our technical experts on the reasonableness of the assumptions used in management's estimate and the appropriateness thereof in light of available facts.</li> <li>• We reviewed the disclosure in the financial statements to ensure adequacy and compliance with IFRS.</li> </ul>
<p><b>Impact of the estimation of the quantity of oil and gas reserves on impairment testing, depreciation, depletion and amortisation (DD&amp;A), decommissioning provisions and the going concern assessment</b></p> <p>The estimation and measurement of oil and gas reserves impacts a number of material elements of the financial statements including DD&amp;A, impairments and decommissioning provisions as it relates to Oando Energy Resources (OER) - a major subsidiary. There is technical uncertainty in assessing reserve quantities.</p>	<p>We focused on management's estimation process, including whether bias exists in the determination of reserves and resources. We carried out the following procedures:</p> <ul style="list-style-type: none"> <li>• ensured that significant movements in reserves are compliant with guidelines and policy;</li> <li>• ensured that additions to oil assets during the year were properly recognised and accounted for;</li> <li>• performed analytical review procedures on reserve revisions;</li> <li>• confirmed that the reserve information at year end is supported by underlying documentation and data;</li> <li>• performed procedures to assess the competence and objectivity of the experts involved in the estimation process to satisfy ourselves that they were appropriately qualified to carry out the volumes estimation.</li> </ul>

**Independent auditor's report to the members of Oando Plc  
For the year ended 31 December 2016- Continued**

<p><b>The assessment of the recoverable amount of exploration and production assets</b></p> <p>As at 31 December 2016, Oando Plc (through its subsidiary -OER) recognised \$1.033-billion of oil and gas properties.</p> <p>A sustained low oil and gas price environment could have a significant impact on the recoverable amounts of Oando Plc's oil and gas properties.</p> <p>In view of the generally long-lived nature of Oando Plc's assets, the most critical assumption in forecasting future cash flows is management's view on the long term oil and gas price outlook beyond the next three to four years.</p> <p>Other key inputs used in assessing recoverable amounts are the discount rate used, future expected production volumes and capital and operating expenditures.</p>	<p>Accounting standards require management to assess at each reporting date whether indicators of impairment exist. Oando Plc carried out an impairment test.</p> <p>We performed the following audit procedures on the impairment test:</p> <ul style="list-style-type: none"> <li>• assessed whether or not reserve movements represented an impairment trigger;</li> <li>• considered oil and gas forward curves and long term commodity price assumptions and whether these are indicators of impairment;</li> <li>• discussed with management the operational status of key assets;</li> <li>• separately from management, we assessed whether or not indicators of impairment exist and challenged management's assumptions in estimating future cash flows from assets.</li> </ul>
--	---

**Other Information**

The directors are responsible for the other information. The other information comprises of the Report of the Directors, Audit Committee's Report, Statement of Directors' Responsibilities and Other National Disclosures, which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. Other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express 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.

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



Building a better  
working world

## **Independent auditor's report to the members of Oando Plc For the year ended 31 December 2016- Continued**

### **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, CAP C20, Laws of the Federation of Nigeria 2004 and in compliance with the Financial Reporting Council of Nigeria Act, No. 6, 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 group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting processes.

### **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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's 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 group to cease to continue as a going concern.



Building a better  
working world

**Independent auditor's report to the members of Oando Plc  
For the year ended 31 December 2016- Continued**

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the directors, 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 the requirement of Schedule 6 of the Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria 2004, we confirm that:

- i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- ii) in our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books;
- iii) the statement of financial position and profit or loss and other comprehensive income are in agreement with the books of account; and
- iv) in our opinion, the financial statements have been prepared in accordance with the provisions of the Companies and Allied Matters Act, CAP C20, Laws of the Federation of Nigeria 2004 so as to give a true and fair view of the state of affairs and financial performance.

Yemi Odutola  
FRC/2012/ICAN/00000000141  
For: Ernst & Young  
Lagos, Nigeria

31 March 2017



OANDO PLC  
**Annual Consolidated and Separate Financial Statements**  
**Statement of profit or loss**  
**For the year ended 31 December 2016**

	Notes	Group 2016 N'000	Group 2015 N'000 Represented*	Company 2016 N'000	Company 2015 N'000
<b>Continuing operations</b>					
Revenue	8c	455,746,734	203,431,526	4,858,182	8,452,665
Cost of sales		(426,933,813)	(156,772,429)	-	-
Gross profit		28,812,921	46,659,097	4,858,182	8,452,665
Other operating income	9	72,782,420	33,514,609	97,776,195	8,137,453
Administrative expenses		(109,252,946)	(69,770,253)	(103,131,018)	(40,569,856)
Operating (loss)/profit		(7,657,605)	10,403,453	(496,641)	(23,979,738)
Finance costs	12a	(58,313,162)	(55,083,165)	(33,260,203)	(33,465,367)
Finance income	12b	7,256,765	6,444,804	27,417	1,119,432
Finance costs - net		(51,056,397)	(48,638,361)	(33,232,786)	(32,345,935)
Share of loss of associates	17	(4,661,510)	(878,600)	-	-
Loss before income tax from continuing operations		(63,375,512)	(39,113,508)	(33,729,427)	(56,325,673)
Income tax credit/(expense)	13(a)	37,569,028	4,192,937	(146,405)	(241,499)
Loss for the year from continuing operations		(25,806,484)	(34,920,571)	(33,875,832)	(56,567,172)
<b>Discontinued operations</b>					
Profit/(loss) after tax for the year from discontinued operations	26	29,300,521	(14,769,306)	-	-
Profit/(loss) for the year		3,494,037	(49,689,877)	(33,875,832)	(56,567,172)
<b>Profit/(loss) attributable to:</b>					
Equity holders of the parent		3,124,803	(50,434,843)	(33,875,832)	(56,567,172)
Non-controlling interest		369,234	744,966	-	-
		3,494,037	(49,689,877)	(33,875,832)	(56,567,172)
Earnings/(loss) per share from continuing and discontinued operations attributable to ordinary equity holders of the parent during the year: (expressed in kobo per share)					
<b>Basic and diluted earnings/(loss) per share</b>					
From continuing operations	14	(215)	(294)		
From discontinued operations		241	(128)		
From loss for the year		26	(422)		

The statement of significant accounting policies and notes on pages 20 to 79 form an integral part of these consolidated financial statements.

\*Certain amounts shown here do not correspond to the 2015 financial statements and reflect adjustments made, refer to Note 44

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Statement of other comprehensive income  
For the year ended 31 December 2016

	Notes	Group 2016 N'000	Group 2015 N'000 Represented*	Company 2016 N'000	Company 2015 N'000
<b>Profit/(loss) for the year</b>		3,494,037	(49,689,877)	(33,875,832)	(56,567,172)
<b>Other comprehensive income:</b>					
<b>Items that will not be reclassified to profit or loss in subsequent periods:</b>					
IFRIC 1 adjustment to revaluation reserve	28	-	69,436	-	-
Remeasurement loss on post employment benefit obligations	32	-	(391,327)	-	-
Deferred tax on remeasurement gains on post employment benefit obligations	18	-	117,398	-	-
		-	(204,493)	-	-
<b>Items that may be reclassified to profit or loss in subsequent periods:</b>					
Exchange differences on net investment in foreign operations	28	8,990,725	-	-	-
Exchange differences on translation of foreign operations		99,897,193	12,067,406	-	-
Fair value loss on available for sale financial assets	24	-	(61,707)	-	(61,707)
		108,887,918	12,005,699	-	(61,707)
<b>Reclassification to profit or loss</b>					
Reclassification adjustments for loss included in profit or loss	28	-	57,901	-	57,901
<b>Other comprehensive income/(loss) for the year, net of tax</b>		108,887,918	11,859,107	-	(3,806)
<b>Total comprehensive income/(loss) for the year, net of tax</b>		112,381,955	(37,830,770)	(33,875,832)	(56,570,978)
<b>Attributable to:</b>					
- Equity holders of the parent		86,819,326	(39,425,072)	(33,875,832)	(56,570,978)
- Non-controlling interests		25,562,629	1,594,302	-	-
<b>Total comprehensive income/(loss) for the year, net of tax</b>		112,381,955	(37,830,770)	(33,875,832)	(56,570,978)
<b>Total comprehensive income/(loss) attributable to equity holders of the parent arises from:</b>					
- Continuing operations		57,518,805	(24,655,766)	(33,875,832)	(56,570,978)
- Discontinued operations		29,300,521	(14,769,306)	-	-
		86,819,326	(39,425,072)	(33,875,832)	(56,570,978)

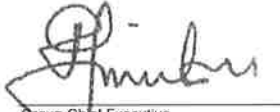
The statement of significant accounting policies and notes on pages 20 to 79 form an integral part of these consolidated financial statements.

\*Certain amounts shown here do not correspond to the 2015 financial statements and reflect adjustments made, refer to Note 44.

Assets	Notes	Group 2016 N'000	Group 2015 N'000 Represented*
<b>Non-current assets</b>			
Property, plant and equipment	15	293,541,702	223,130,072
Intangible assets	16	361,530,468	254,715,745
Investment in associates	17	10,653,425	2,530,813
Deferred tax assets	18	44,758,179	35,042,529
Derivative financial assets	19	844,438	14,591,951
Finance lease receivables	20	60,926,511	43,589,953
Non-current receivables	21	22,034,389	7,096,971
Available-for-sale financial assets	24a	2,867	5,067
Prepayments		6,292	13,811
Restricted cash	25	6,538,952	9,006,083
		<u>800,837,223</u>	<u>589,722,995</u>
<b>Current assets</b>			
Inventories	22	12,804,332	2,265,218
Finance lease receivables	20	-	232,328
Derivative financial assets	19	6,088,089	10,262,018
Trade and other receivables	23	107,002,077	76,422,315
Prepayments		4,263,242	940,170
Available-for-sale financial assets	24a	112,775	132,135
Cash and cash equivalents (excluding bank overdrafts)	25	10,390,585	14,985,373
		<u>140,661,100</u>	<u>105,239,557</u>
Assets of disposal group classified as held for sale	26biii	<u>50,046,652</u>	<u>251,358,757</u>
<b>Total assets</b>		<u>991,544,975</u>	<u>946,321,309</u>
<b>Equity and Liabilities</b>			
<b>Equity attributable to equity holders of the parent</b>			
Share capital	27	6,017,309	6,017,309
Share premium	27	174,806,923	174,806,923
Retained loss		(152,287,138)	(199,723,265)
Other reserves	28	93,826,307	55,750,740
		<u>122,363,401</u>	<u>36,851,707</u>
Non controlling interest		69,981,178	14,042,219
<b>Total equity</b>		<u>192,344,579</u>	<u>50,893,926</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Borrowings	29	101,639,606	55,998,437
Deferred tax liabilities	18	198,908,983	155,907,424
Provision and other liabilities	30	40,549,807	41,499,048
Retirement benefit obligations	32	1,161,705	1,487,923
		<u>342,260,101</u>	<u>254,892,832</u>
<b>Current liabilities</b>			
Trade and other payables	34	198,459,488	135,465,211
Borrowings	29	144,478,109	171,329,570
Derivative financial liabilities	31	199,137	5,160,802
Current income tax liabilities	13b	59,108,585	49,643,097
Dividend payable	35	1,850,277	1,850,277
Provision and other liabilities	30	525,629	2,434,105
		<u>404,421,205</u>	<u>365,883,062</u>
Liabilities of disposal group classified as held for sale	26biii	<u>52,519,090</u>	<u>274,851,489</u>
<b>Total liabilities</b>		<u>799,200,396</u>	<u>895,427,383</u>
<b>Total equity and liabilities</b>		<u>991,544,975</u>	<u>946,321,309</u>

\*Certain amounts shown here do not correspond to the 2015 financial statements and reflect adjustments made, refer to Note 44<sup>TH</sup>

The financial statements and notes on pages 13 to 79 were approved and authorised for issue by the Board of Directors on <sup>30<sup>TH</sup></sup> March 2017 and were signed on its behalf by:

  
Group Chief Executive  
Mr. Jubril Adewale Tinubu  
FRC/2013/NBA/00000003348

  
Group Chief Financial Officer  
Mr. Olufermi Adeyemo  
FRC/2013/ICAN/00000003349

The statement of significant accounting policies and notes on pages 20 to 79 form an integral part of these consolidated financial statements

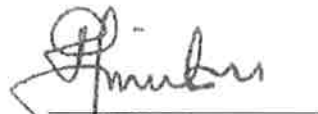


Annual Separate Financial Statements  
Statement of financial position  
As at 31 December 2016

Assets	Notes	Company 2016 N'000	Company 2015 N'000 Represented*
<b>Non-current assets</b>			
Property, plant and equipment	15	379,819	511,583
Intangible assets	16	182,151	283,062
Investment in associates	17	15,500,552	2,716,431
Non-current receivables	21	9,711,893	-
Available-for-sale financial assets	24a	2,867	5,067
Investment in subsidiaries	24b	55,373,649	61,424,349
Prepayments		6,292	13,811
Restricted cash	25	4,682,749	241,167
		<u>85,839,972</u>	<u>65,185,490</u>
<b>Current assets</b>			
Trade and other receivables	23	111,398,694	206,042,583
Prepayments		3,174,809	147,313
Available-for-sale financial assets	24a	111,118	131,063
Cash and cash equivalents (excluding bank overdrafts)	25	7,752,128	1,939,965
		<u>122,436,749</u>	<u>208,260,924</u>
Non-current asset held for sale	26	2,500	16,359,269
<b>Total assets</b>		<u>208,279,221</u>	<u>289,815,683</u>
<b>Equity and Liabilities</b>			
<b>Equity attributable to equity holders</b>			
Share capital	27	6,017,309	6,017,309
Share premium	27	174,806,923	174,806,923
Retained earnings		(168,509,605)	(134,633,774)
<b>Total Equity</b>		<u>12,314,627</u>	<u>46,190,458</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Borrowings	29	87,320,834	1,734,773
Retirement benefit obligations	32	782,416	850,598
		<u>88,103,250</u>	<u>2,585,371</u>
<b>Current liabilities</b>			
Trade and other payables	34	82,408,778	141,619,762
Borrowings	29	22,556,068	88,402,429
Derivative financial liabilities	31	199,137	5,160,802
Current income tax liabilities	13b	521,455	1,772,479
Dividend payable	35	1,850,277	1,850,277
Provision and other liabilities	30	525,629	2,434,105
		<u>107,861,344</u>	<u>241,039,854</u>
<b>Total liabilities</b>		<u>195,964,594</u>	<u>243,625,225</u>
<b>Total equity and liabilities</b>		<u>208,279,221</u>	<u>289,815,683</u>

\*Certain amounts shown here do not correspond to the 2015 financial statements and reflect adjustments made, refer to Note 44.

The financial statements and notes on pages 13 to 79 were approved and authorised for issue by the Board of Directors on <sup>30<sup>th</sup></sup> March 2017 and were signed on its behalf by:

  
Group Chief Executive  
Mr. Jubril Adewale Tinubu  
FRC/2013/NBA/00000003348

  
Group Chief Financial Officer  
Mr. Olufemi Adeyemo  
FRC/2013/ICAN/00000003348

The statement of significant accounting policies and notes on pages 20 to 79 form an integral part of these financial statements

OANDO PLC  
Annual Consolidated Financial Statements  
Consolidated statement of changes in equity  
For the year ended 31 December 2016

Group	Share capital & Share premium N'000	Other reserves <sup>1</sup> N'000	Retained earnings N'000	Equity holders of parent N'000	Non controlling interest N'000	Total equity N'000
<b>Balance as at 1 January 2015</b>	136,096,566	45,342,918	(150,300,361)	31,139,123	12,471,648	43,610,771
<b>(Loss)/profit for the year</b>	-	-	(50,434,843)	(50,434,843)	744,966	(49,689,877)
Other comprehensive income/(loss) for the year	-	11,283,700	(273,929)	11,009,771	849,336	11,859,107
<b>Total comprehensive income/(loss)</b>	-	11,283,700	(50,708,772)	(39,425,072)	1,594,302	(37,830,770)
<b>Transaction with owners</b>						
Value of employee services	-	552,165	-	552,165	-	552,165
Proceeds from shares issued	48,673,155	-	-	48,673,155	-	48,673,155
Share issue expenses	(3,945,489)	-	-	(3,945,489)	-	(3,945,489)
Reclassification of revaluation reserve (Note 28)	-	(1,195,687)	1,195,687	-	-	-
Dividend paid to non-controlling interest	-	-	-	-	(165,906)	(165,906)
Total transaction with owners	44,727,666	(643,522)	1,195,687	45,279,831	(165,906)	45,113,925
<b>Non controlling interest arising in business combination</b>						
Change in ownership interests in subsidiaries that do not result in a loss of control	-	(232,356)	90,181	(142,175)	142,175	-
Total transactions with owners of the parent, recognised directly in equity	44,727,666	(875,878)	1,285,868	45,137,656	(23,731)	45,113,925
<b>Balance as at 31 December 2015</b>	180,824,232	55,750,740	(199,723,265)	36,851,707	14,042,219	50,893,926
<b>Balance as at 1 January 2016</b>	180,824,232	55,750,740	(199,723,265)	36,851,707	14,042,219	50,893,926
<b>Profit for the year</b>	-	-	3,124,803	3,124,803	369,234	3,494,037
Other comprehensive income for the year	-	83,694,523	-	83,694,523	25,193,395	108,887,918
<b>Total comprehensive income for the year</b>	-	83,694,523	3,124,803	86,819,326	25,562,629	112,381,955
<b>Transaction with owners</b>						
Value of employee services (Note 28)	-	469,829	-	469,829	-	469,829
Reclassification of revaluation reserve (Note 28)	-	(22,194,982)	22,194,982	-	-	-
Reclassification of FCTLR (Note 28)	-	(1,218,976)	1,218,976	-	-	-
Dividend paid to non-controlling interest	-	-	-	-	(80,743)	(80,743)
Disposal of subsidiary	-	-	-	-	(1,056,732)	(1,056,732)
Total transaction with owners	-	(22,944,129)	23,413,958	469,829	(1,137,475)	(667,646)
<b>Non controlling interest arising in business combination</b>						
Change in ownership interests in subsidiaries that do not result in a loss of control	-	(22,674,826)	20,897,366	(1,777,460)	31,513,805	29,736,345
Total transactions with owners of the parent, recognised directly in equity	-	(45,618,955)	44,311,324	(1,307,631)	30,376,330	29,068,699
<b>Balance as at 31 December 2016</b>	180,824,232	93,826,308	(152,287,138)	122,363,402	69,981,178	192,344,580

<sup>1</sup> Share capital includes ordinary shares and share premium

<sup>1</sup> Other reserves include revaluation surplus, currency translation reserves, available for sale reserve and share based payment reserves (SBPR). See note 28.

The statement of significant accounting policies and notes on pages 20 to 79 form an integral part of these consolidated financial statements.

OANDO PLC  
Annual Financial Statements  
Separate statement of changes in equity  
For the year ended 31 December 2016

Company	Share Capital & Share premium	Other reserves <sup>1</sup>	Retained earnings	Equity holders of parent/ Total equity
	N'000	N'000	N'000	N'000
<b>Balance as at 1 January 2015</b>	136,096,566	3,806	(78,066,602)	58,033,770
<b>Loss for the year</b>	-	-	(56,567,172)	(56,567,172)
Other comprehensive loss for the year	-	(3,806)	-	(3,806)
<b>Total comprehensive loss</b>	-	(3,806)	(56,567,172)	(56,570,978)
Proceeds from shares issued	48,673,155	-	-	48,673,155
Share issue expenses	(3,945,489)	-	-	(3,945,489)
Total transaction with owners	44,727,666	-	-	44,727,666
Total transactions with owners of the parent, recognised directly in equity	44,727,666	-	-	44,727,666
<b>Balance as at 31 December 2015</b>	180,824,232	-	(134,633,774)	46,190,458
<b>Balance as at 1 January 2016</b>	180,824,232	-	(134,633,774)	46,190,458
<b>Loss for the year</b>	-	-	(33,875,831)	(33,875,831)
<b>Other comprehensive income for the year</b>	-	-	-	-
<b>Balance as at 31 December 2016</b>	180,824,232	-	(168,509,605)	12,314,627

<sup>1</sup> Other reserves include revaluation surplus, currency translation reserves, available for sale reserve and share based payment reserves. See note 28.

The statement of significant accounting policies and notes on pages 20 to 79 form an integral part of these consolidated financial statements.

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Consolidated and Separate Statement of Cash flows  
For the year ended 31 December 2016

	Notes	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
<b>Cash flows from operating activities</b>					
Cash generated from operations	36	131,890,885	74,821,021	8,323,563	16,582,393
Interest paid		(51,749,555)	(58,538,460)	(31,440,709)	(33,465,367)
Income tax paid	13b	(8,360,556)	(8,938,437)	(1,397,429)	(21,189)
<b>Net cash from/(used in) operating activities</b>		<b>71,780,774</b>	<b>7,344,124</b>	<b>(24,514,575)</b>	<b>(16,904,163)</b>
<b>Cash flows from investing activities</b>					
Purchases of property plant and equipment <sup>1</sup>	15	(14,502,822)	(21,322,672)	(66,568)	(186,765)
Disposal of subsidiary, net of cash	26	(16,276,387)	-	14,261,979	-
Deposit received from prospective buyers of subsidiaries	30	525,629	2,434,105	525,629	2,434,105
Acquisition of software	16	(965)	(161,413)	(965)	(161,413)
Purchase of intangible exploration assets	16	(2,118,766)	(1,338,659)	-	-
Payments relating to license and pipeline construction	16	(3,750,270)	(5,989,055)	-	-
Proceeds from sale of property plant and equipment		133,356	35,156	19,771	2,205
Finance lease received		6,338,044	-	-	-
Proceeds from sale of intangibles	16	3,532,829	-	-	-
Proceeds on settlement of hedge	19	-	44,674,500	-	-
Interest received	12b	5,954,288	5,155,447	27,417	1,119,432
<b>Net cash (used in)/from investing activities</b>		<b>(20,165,064)</b>	<b>23,487,409</b>	<b>14,767,263</b>	<b>3,207,564</b>
<b>Cash flows from financing activities</b>					
Proceeds from long term borrowings		120,932,111	55,698,892	114,847,914	-
Repayment of long term borrowings		(42,472,435)	(86,998,746)	(33,741,366)	(17,504,658)
Proceeds from issue of shares	27	-	48,673,155	-	48,673,155
Share issue expenses	27	-	(3,945,489)	-	(3,945,489)
Proceeds from other short term borrowings		78,635,165	652,965,761	72,948,429	27,779,198
Repayment of other short term borrowings		(152,923,226)	(725,711,502)	(106,246,410)	(74,505,151)
Purchase of shares from NCI		(1,368,350)	-	-	-
Dividend paid to NCI		(80,743)	(165,906)	-	-
Restricted cash		2,467,131	5,188,280	(4,441,582)	(241,167)
<b>Net cash from/(used in) financing activities</b>		<b>5,189,653</b>	<b>(54,295,555)</b>	<b>43,366,985</b>	<b>(19,744,112)</b>
<b>Net change in cash and cash equivalents</b>		<b>56,805,363</b>	<b>(23,464,022)</b>	<b>33,619,673</b>	<b>(33,440,711)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>(48,781,363)</b>	<b>(26,235,482)</b>	<b>(26,128,902)</b>	<b>(461,943)</b>
<b>Exchange gains/(losses) on cash and cash equivalents</b>		<b>2,572,469</b>	<b>918,141</b>	<b>261,357</b>	<b>7,773,752</b>
<b>Cash and cash equivalents at end of the year</b>		<b>10,596,470</b>	<b>(48,781,363)</b>	<b>7,752,128</b>	<b>(26,128,902)</b>
<b>Cash and cash equivalents at 31 December 2016:</b>					
Included in cash and cash equivalents per statement of financial position	25	10,390,585	(16,034,883)	7,752,128	(26,128,902)
Included in the assets of the disposal group	26	205,885	(32,746,480)	-	-
		<b>10,596,470</b>	<b>(48,781,363)</b>	<b>7,752,128</b>	<b>(26,128,902)</b>
<b>Cash and cash equivalent at year end is analysed as follows:</b>					
Cash and bank balance as above		10,390,585	14,985,373	7,752,128	1,939,965
Bank overdrafts (Note 29)		-	(31,020,256)	-	(28,068,867)
		<b>10,390,585</b>	<b>(16,034,883)</b>	<b>7,752,128</b>	<b>(26,128,902)</b>

<sup>1</sup> Purchases of property, plant and equipment exclude capitalised interest (2016: nil; 2015: N212.4 million)

The statement of significant accounting policies and notes on pages 20 to 79 form an integral part of these consolidated financial statements.

**1. General information**

Oando Plc. (formerly Unipetrol Nigeria Plc.) was registered by a special resolution as a result of the acquisition of the shareholding of Esso Africa Incorporated (principal shareholder of Esso Standard Nigeria Limited) by the Federal Government of Nigeria. It was partially privatised in 1991 and fully privatised in the year 2000 following the disposal of the 40% shareholding of Federal Government of Nigeria to Ocean and Oil Investments Limited and the Nigerian public. In December 2002, the Company merged with Agip Nigeria Plc. following its acquisition of 60% of Agip Petrol's stake in Agip Nigeria Plc. The Company formally changed its name from Unipetrol Nigeria Plc. to Oando Plc. in December 2003.

Oando Plc. (the "Company") is listed on the Nigerian Stock Exchange and the Johannesburg Stock Exchange. During the year under review, the Company embarked on a reorganisation of the Group and disposed some subsidiaries in the Energy, Downstream and Gas & Power segments. The Company disposed Oando Energy Services and Akute Power Ltd effective 31 March 2016 and also target companies in the Downstream division effective 30 June 2016. It also divested its interest in the Gas and Power segment in December 2016 with the exception of Alausa Power Ltd which is currently held for sale. The Company retains its significant ownership in Oando Trading Bermuda (OTB), Oando Trading Dubai (OTD) and its upstream businesses (See note 8 for segment result).

On October 13, 2011, Exile Resources Inc. ("Exile") and the Upstream Exploration and Production Division ("OEPD") of Oando PLC ("Oando") announced that they had entered into a definitive master agreement dated September 27, 2011 providing for the previously announced proposed acquisition by Exile of certain shareholding interests in Oando subsidiaries via a Reverse Take Over ("RTO") in respect of Oil Mining Leases ("OMLs") and Oil Prospecting Licenses ("OPLs") (the "Upstream Assets") of Oando (the "Acquisition") first announced on August 2, 2011. The Acquisition was completed on July 24, 2012 (Completion date), giving birth to Oando Energy Resources Inc. ("OER"); a company which was listed on the Toronto Stock Exchange between the Completion date and May 2016. Immediately prior to completion of the Acquisition, Oando PLC and the Oando Exploration and Production Division first entered into a reorganization transaction (the "Oando Reorganization") with the purpose of facilitating the transfer of the OEPD interests to OER (formerly Exile).

OER effectively became the Group's main vehicle for all oil exploration and production activities.

In 2016, OER previously quoted on Toronto Stock Exchange (TSX), notified the (TSX) of its intention to voluntarily delist from the TSX. The intention to delist from the TSX was approved at a Board meeting held on the 18th day of December, 2015.

To effect the delisting, a restructuring of the OER Group was done and a special purpose vehicle, Oando E&P Holdings Limited ("Oando E&P") was set up to acquire all of the issued and outstanding shares of OER. As a result of the restructuring, shares held by the previous owners of OER (Oando PLC (93.49%), the institutional investors in OER (5.08%) and certain Key Management Personnel (1.43%) were required to be transferred to Oando E&P, in exchange for an equivalent number of shares in Oando E&P. The share for share exchange between entities in the Oando Group is considered as a business combination under common control not within the scope of IFRS 3.

The shares of OER were delisted from the TSX at the close of business on Monday, May 16th 2016. Upon delisting, the requirement to file annual reports and quarterly reports to the Exchange will no longer be required.

The Company believes the objectives of the listing in the TSX was not achieved and the Company judges that the continued listing on the TSX was not economically justified.

**2. Basis of preparation**

The consolidated financial statements of Oando Plc. have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and IFRS Interpretations Committee (IFRS IC) interpretations applicable to companies reporting under IFRS. The annual consolidated financial statements are presented in Naira, rounded to the nearest thousand, and prepared under the historical cost convention, except for by the revaluation of land and buildings, available-for-sale financial assets, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in Note 6.

**3. Changes in accounting policies and disclosures**

**a) New standards, amendments and Interpretations adopted by the Group**

The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2016. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The nature and the effect of these changes are disclosed below. Although these new standards and amendments applied for the first time in 2016, they did not have a material impact on the annual consolidated financial statements of the Group. The nature and the impact of each new standard or amendment is described below:

**The amendments to IFRS 11, 'Joint Arrangements'**

The amendments to IFRS 11, 'Joint Arrangements', require that a joint operator accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business, must apply the relevant IFRS 3 principles for business combinations accounting. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to IFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party.

The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation and are prospectively effective for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments are not expected to have any impact on the Group.

**The amendments to IAS 27, 'Equity method in separate financial statements'**

The amendments to IAS 27, 'Equity method in separate financial statements', will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying IFRS and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively.

For first-time adopters of IFRS electing to use the equity method in its separate financial statements, they will be required to apply this method from the date of transition to IFRS. The amendments are effective for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments will not have any impact on the Group's consolidated financial statements. This amendment will also not have any impact in the separate financial statement as the company has not adopted equity method in its separate financial statement.

**Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation**

The amendments clarify the principle in IAS 16 and IAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are effective prospectively for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments are not expected to have any impact to the Group given that the Group has not used a revenue-based method to depreciate its non-current assets.

**b) New standards, amendments and interpretations issued and not effective for the financial year beginning 1 January 2016**

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2016, and have not been applied in preparing these consolidated financial statements. None of these is expected to have significant effect on the consolidated financial statements of the Group, except the following set out below:

**Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

The amendments address the conflict between IFRS 10 and IAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that the gain or loss resulting from the sale or contribution of assets that constitute a business, as defined in IFRS 3, between an investor and its associate or joint venture, is recognised in full. Any gain or loss resulting from the sale or contribution of assets that do not constitute a business, however, is recognised only to the extent of unrelated investors' interests in the associate or joint venture. These amendments must be applied prospectively and are effective for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments are not expected to have any impact on the Group.

**IFRS 2 Classification and Measurement of Share-based Payment Transactions**

**Amendments to IFRS 2**

The IASB issued amendments to IFRS 2 Share-based Payment that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled.

On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and other criteria are met. The amendments are effective for annual periods beginning on or after 1 January 2018, with early application permitted.

**Transfers of Investment Property (Amendments to IAS 40)**

Effective for annual periods beginning on or after 1 January 2018.

The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use.

**IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration**

Effective for annual periods beginning on or after 1 January 2018.

The interpretation clarifies that in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration.

**IFRS 9, 'Financial instruments'**

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories of financial assets: amortised cost, fair value through OCI and fair value through P&L. The basis of classification depends on the entity's business model and the contractual: cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is a new expected credit model that replaces the incurred loss impairment model in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in OCI, for liabilities designated at fair value through profit or loss. IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness test. It requires an economic relationship between the hedged item and hedging instrument and for the 'hedged ratio' to be the same as the one management actually use for risk management purposes. The standard is effective for accounting periods beginning on or after 2018. Early adoption is permitted. The Group is currently still assessing the full impact of IFRS 9.

**(a) Classification and measurement**

The Group does not expect a significant impact on its balance sheet or equity on applying the classification and measurement requirements of IFRS 9. It expects to continue measuring at fair value all financial assets currently held at fair value. Quoted equity shares currently held as available-for-sale with gains and losses recorded in OCI will be measured at fair value through other comprehensive income (OCI).

Loans as well as trade receivables are held to collect contractual cash flows and are expected to give rise to cash flows representing solely payments of principal and interest. Thus, the Group expects that these will continue to be measured at amortised cost under IFRS 9. However, the Group will analyse the contractual cash flow characteristics of those instruments in more detail before concluding whether all those instruments meet the criteria for amortised cost measurement under IFRS 9.

**(b) Impairment**

IFRS 9 requires the Group to record expected credit losses on all of its debt securities, loans and trade receivables, either on a 12-month or lifetime basis. The Group expects to apply the simplified approach and record lifetime expected losses on all trade receivables. The Group does not have any loan to third-parties and therefore expects the impact on trade receivables to be minimal.

**IFRS 15, 'Revenue from contracts with customers'**

IFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, timing, amount and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service.

The new revenue standard will supersede all current revenue recognition requirements under IFRS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 January 2018. Early adoption is permitted. The Group plans to adopt the new standard on the required effective date using the full retrospective method. During 2016, the Group performed a preliminary assessment of IFRS 15, which is subject to changes arising from a more detailed ongoing analysis. The Group is currently still assessing the full impact of IFRS 15. Furthermore, the Group is considering the clarifications issued by the IASB in April 2016 and will monitor any further developments.

The Group is in the business of selling oil, natural gas and other petroleum products. All products are sold in separate identified contracts with customers.

**(a) Sale of goods**

Contracts with customers in which the sale of oil and gas products is generally expected to be the only performance obligation are not expected to have any impact on the Group's profit or loss. The Group expects the revenue recognition to occur at a point in time when control of the product is transferred to the customer, generally on delivery of the goods.

**(b) Presentation and disclosure requirements**

IFRS 15 provides presentation and disclosure requirements, which are more detailed than under current IFRS.

The presentation requirements represent a significant change from current practice and significantly increases the volume of disclosures required in Group's financial statements. Many of the disclosure requirements in IFRS 15 are completely new. The Group is currently still assessing the full impact of this requirements.

#### Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address the conflict between IFRS 10 and IAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that the gain or loss resulting from the sale or contribution of assets that constitute a business, as defined in IFRS 3, between an investor and its associate or joint venture, is recognised in full. Any gain or loss resulting from the sale or contribution of assets that do not constitute a business, however, is recognised only to the extent of unrelated investors' interests in the associate or joint venture. The IASB has deferred the effective date of these amendments indefinitely, but an entity that early adopts the amendments must apply them prospectively.

#### IAS 7 Disclosure Initiative – Amendments to IAS 7

The amendments to IAS 7 Statement of Cash Flows are part of the IASB's Disclosure Initiative and require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. On initial application of the amendment, entities are not required to provide comparative information for preceding periods. These amendments are effective for annual periods beginning on or after 1 January 2017, with early application permitted. Application of amendments will result in additional disclosure provided by the Group.

#### IAS 12 Recognition of Deferred Tax Assets for Unrealised Losses – Amendments to IAS 12

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact. These amendments are effective for annual periods beginning on or after 1 January 2017 with early application permitted. If an entity applies the amendments for an earlier period, it must disclose that fact. These amendments are not expected to have any impact on the Group.

#### IFRS 2 Classification and Measurement of Share-based Payment Transactions – Amendments to IFRS 2

The IASB issued amendments to IFRS 2 Share-based Payment that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled.

On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and other criteria are met. The amendments are effective for annual periods beginning on or after 1 January 2018, with early application permitted. The Group is assessing the potential effect of the amendments on its consolidated financial statements.

#### IFRS 16 Leases

IFRS 16 was issued in January 2016 and it replaces IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases-Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under IAS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under IFRS 16 is substantially unchanged from today's accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between two types of leases: operating and finance leases. IFRS 16 also requires lessees and lessors to make more extensive disclosures than under IAS 17.

IFRS 16 is effective for annual periods beginning on or after 1 January 2019. Early application is permitted, but not before an entity applies IFRS 15. A lessee can choose to apply the standard using either a full retrospective or a modified retrospective approach. The standard's transition provisions permit certain reliefs. In 2017, the Group plans to assess the potential effect of IFRS 16 on its consolidated financial statements.

#### *(c) New and amended standards and interpretations that do not relate to the Group*

- IFRS 14 Regulatory Deferral Accounts
- Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation
- Amendments to IAS 16 and IAS 41 Agriculture: Bearer Plants
- IFRS 10, IFRS 12 and IAS 28 Investment Entities: Applying the Consolidation Exception – Amendments to IFRS 10, IFRS 12 and IAS 28
- Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts - Amendments to IFRS 4

#### *(d) Annual Improvements 2012-2014 Cycle*

These improvements include:

##### IFRS 5 Non-current Assets Held for Sale and Discontinued Operations

Assets (or disposal groups) are generally disposed of either through sale or distribution to the owners. The amendment clarifies that changing from one of these disposal methods to the other would not be considered a new plan of disposal, rather it is a continuation of the original plan. There is, therefore, no interruption of the application of the requirements in IFRS 5. This amendment is applied prospectively.

##### IFRS 7 Financial Instruments: Disclosures

###### (i) Servicing contracts

The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and the arrangement against the guidance for continuing involvement in IFRS 7 in order to assess whether the disclosures are required. The assessment of which servicing contracts constitute continuing involvement must be done retrospectively. However, the required disclosures need not be provided for any period beginning before the annual period in which the entity first applies the amendments.

###### (ii) Applicability of the amendments to IFRS 7 to condensed interim financial statements

The amendment clarifies that the offsetting disclosure requirements do not apply to condensed interim financial statements, unless such disclosures provide a significant update to the information reported in the most recent annual report. This amendment is applied retrospectively.

##### IAS 19 Employee Benefits

The amendment clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used. This amendment is applied prospectively.

##### IAS 34 Interim Financial Reporting

The amendment clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the interim financial report (e.g., in the management commentary or risk report). The other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. This amendment is applied retrospectively. These amendments do not have any impact on the Group.

These amendments do not have any impact on the Group.

Amendments to IAS 1 Disclosure Initiative

The amendments to IAS 1 clarify, rather than significantly change, existing IAS 1 requirements. The amendments clarify:

- The materiality requirements in IAS 1
- That specific line items in the statement(s) of profit or loss and OCI and the statement of financial position may be disaggregated
- That entities have flexibility as to the order in which they present the notes to financial statements
- That the share of OCI of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss. Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement(s) of profit or loss and OCI. These amendments do not have any impact on the Group.

**(d) Annual Improvements 2014-2016 Cycle**

Following is a summary of the amendments from the 2014-2016 annual improvements cycle.

**IFRS 1 First-time Adoption of International Financial Reporting Standards**

Deletion of short-term exemptions for first-time adopters

- Short-term exemptions in paragraphs E3-E7 of IFRS 1 were deleted because they have now served their intended purpose.
- The amendment is effective from 1 January 2018.

**IAS 28 Investments in Associates and Joint Ventures**

Clarification that measuring investees at fair value through profit or loss is an investment-by-investment choice

- The amendments clarify that:

An entity that is a venture capital organisation, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss.

If an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for each investment entity associate or joint venture, at the later of the date on which (a) the investment entity associate or joint venture is initially recognised; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent.

- The amendments should be applied retrospectively and are effective from 1 January 2018, with earlier application permitted. If an entity applies those amendments for an earlier period, it must disclose that fact.

**IFRS 12 Disclosure of Interests in Other Entities**

Clarification of the scope of the disclosure requirements in IFRS 12

- The amendments clarify that the disclosure requirements in IFRS 12, other than those in paragraphs B10-B16, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale.
- The amendments are effective from 1 January 2017 and must be applied retrospectively.

**4. Basis of Consolidation**

**(i) Subsidiaries**

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

In the separate financial statement, investment in subsidiaries is measured at cost less accumulated impairments. Investment in subsidiary is impaired when its recoverable amount is lower than its carrying value.

The Group considers all facts and circumstances<sup>1</sup>, including the size of the Group's voting rights relative to the size and dispersion of other vote holders in the determination of control.

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

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any controlling interest in the acquiree, and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred non-controlling interest recognised and previously held interest is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

Inter-company transactions, amounts, balances and income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from transactions that are recognised in assets are also eliminated. Accounting policies and amounts of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

**(ii) Changes in ownership interests in subsidiaries without change of control**

The Group treats transactions with non-controlling interests that do not result in loss of control as equity transactions. For purchases from non-controlling interests, the difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

**(iii) Disposal of subsidiaries**

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



#### (iv) Investment in Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the change in the associate's net assets after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/(loss) of associates in the statement of profit or loss.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Dilution gains and losses arising in investments in associates are recognised in the statement of profit or loss.

In the separate financial statements of the Company, Investment in associates are measured at cost less impairment. Investment in associate is impaired when its recoverable amount is lower than its carrying value.

#### (v) Joint arrangements

The group applies IFRS 11 to all joint arrangements as of 1 January 2012. Under IFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains and losses on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group. The change in accounting policy is applied from 1 January 2012.

For the arrangements determined to be joint operations, the Group recognises in relation to its interest the following:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the IFRSs applicable to the particular assets, liabilities, revenues and expenses

Transactions with other parties in the joint operations

When the Group enters into a transaction in a joint operation, such as a sale or contribution of assets, the Group recognises gains and losses resulting from such a transaction only to the extent of its interests in the joint operation.

When such transactions provide evidence of a reduction in the net realisable value of the assets to be sold or contributed to the joint operation, or of an impairment loss of those assets, those losses are recognised fully by the Group.

When the Group enters into a transaction with a joint operation in which it is a joint operator, such as a purchase of assets, the Group does not recognise its share of the gains and losses until it resells those assets to a third party. When such transactions provide evidence of a reduction in the net realisable value of the assets to be purchased or of an impairment loss of those assets, the Group recognises its share of those losses.

#### (vi) Functional currency and translation of foreign currencies

Functional and presentation currency

These consolidated financial statements are presented in Naira, which is the Group's functional and presentation currency. Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

#### (vii) Transactions and balances in Group entities

Foreign currency transactions are translated into the functional currency of the respective entity using the exchange rates prevailing on the dates of the transactions or the date of valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss, except when deferred in other comprehensive income as qualifying cashflow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the income statement within 'other (losses)/gains – net'. Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

#### (viii) Consolidation of Group entities

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position items presented, are translated at the closing rate at the reporting date;
- income and expenses for each statement of profit or loss are translated at average exchange rates where it is impracticable to translate using transaction rate. Where the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case the income and expense are translated at a rate on the dates of the transactions; and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities are taken to other comprehensive income. When a foreign operation is sold, such exchange differences are recognised in the profit or loss as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

**(ix) Common Control Business Combinations**

Business combinations involving entities ultimately controlled by the Oando Group are accounted for using the pooling of interest method (also known as merger accounting).

A business combination is a "common control combination" if:

- i. The combining entities are ultimately controlled by the same party both before and after the combination and
- ii. Common control is not transitory.

Under a pooling of interest- type method, the acquirer is expected to account for the combination as follows:

- i. The assets and the liabilities of the acquiree are recorded at book value and not at fair value
- ii. Intangible assets and contingent liabilities are recognized only to the extent that they were recognized by the acquiree in accordance with applicable IFRS (in particular IAS 38: Intangible Assets).
- iii. No goodwill is recorded in the consolidated financial statement. The difference between the acquirer's cost of investment and the acquiree's equity is taken directly to equity.
- iv. Any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities.
- v. Any expenses of the combination are written off immediately in the statement of comprehensive income.
- vi. Comparative amounts are restated as if the combination had taken place at the beginning of the earliest comparative period presented; and
- vii. Adjustments are made to achieve uniform accounting policies

**(x) Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IAS 39 Financial Instruments: Recognition and Measurement, is measured at fair value with the changes in fair value recognised in the statement of profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

**5. Other significant accounting policies**

**(a) Segment reporting**

Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Group Leadership Council (GLC).

**(b) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable for sales of goods and services, in the ordinary course of the Group's activities and is stated net of value-added tax (VAT), rebates and discounts and after eliminating sales within the Group. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below:

**(i) Sale of goods**

Revenue from sales of oil, natural gas, chemicals and all other products is recognized at the fair value of consideration received or receivable, after deducting sales taxes, excise duties and similar levies, when the significant risks and rewards of ownership have been transferred.

In Exploration & Production and Gas & Power, transfer of risks and rewards generally occurs when the product is physically transferred into a vessel, pipe or other delivery mechanism. For sales to refining companies, it is either when the product is placed on-board a vessel or delivered to the counterparty, depending on the contractually agreed terms. For wholesale sales of oil products and chemicals it is either at the point of delivery or the point of receipt, depending on contractual terms.

Revenue resulting from the production of oil and natural gas properties in which Oando has an interest with other producers is recognised on the basis of Oando's working interest (entitlement method).

Sales between subsidiaries, as disclosed in the segment information.

**(ii) Sale of services**

Sales of services are recognised in the period in which the services are rendered, by reference to the stage of completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. The outcome of a transaction can be estimated reliably when all the following conditions are satisfied:

- (a) the amount of revenue can be measured reliably;
- (b) it is probable that the economic benefits associated with the transaction will flow to the entity;
- (c) the stage of completion of the transaction at the reporting date can be measured reliably; and
- (d) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

In the Energy Services segment, revenue on rig and drilling services rendered to customers is recognised in the accounting period in which the services are rendered based on the number of hours worked at agreed contractual day rates. The recognition of revenue on this basis provides useful information on the extent of service activity and performance during the period.

When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

(iii) **Construction contracts**

The revenue from construction projects is recognized in accordance with IAS 11 Construction Contracts with the use of the percentage-of-completion method provided that the conditions for application are fulfilled. The percentage of completion is mainly calculated on the basis of the ratio on the balance sheet date of the output volume already delivered to the total output volume to be delivered. The percentage of completion is also calculated from the ratio of the actual costs already incurred on the balance sheet date to the planned total costs (cost-to-cost method). If the results of construction contracts cannot be reliably estimated, revenue is calculated using the zero profit method in the amount of the costs incurred and probably recoverable.

Revenue from the provision of services is recognized in accordance with the percentage of completion method – provided that the conditions for application are fulfilled. In the area of services, percentage of completion is mainly calculated using the cost-to-cost method.

(iv) **Service concession arrangements**

In the context of concession projects, construction services provided are recognized as revenue in accordance with the percentage of completion method. In the operating phase of concession projects, the recognition of revenue from operator services depends upon whether a financial or an intangible asset is to be received as consideration for the construction services provided. If a financial asset is to be received, i.e. the operator receives a fixed payment from the client irrespective of the extent of use, revenue from the provision of operator services is recognized according to the percentage of completion method.

If an intangible asset is to be received, i.e. the operator receives payments from the users or from the client depending on use, the payments for use are recognized as revenue according to IAS 18 generally in line with the extent of use of the infrastructure by the users.

If the operator receives both use-dependent and use-independent payments, revenue recognition is split in accordance with the ratio of the two types of payment.

(v) **Interest income**

Interest income is recognized using the effective interest method. When a loan or receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables are recognised using the original effective interest rate.

(vi) **Dividend**

Dividend income is recognised when the right to receive payment is established.

(vii) **Take or pay contracts**

The Group has entered into gas sale contracts with customers, which contain take-or-pay clauses. Under these contracts, the Company makes a long term supply commitment in return for a commitment from the buyer to pay for minimum quantities, whether or not it takes delivery. These commitments contain protective (force majeure) and adjustment provisions. If a buyer has a right to get a 'make up' delivery at a later date, revenue recognition is deferred. If no such option exists according to the contract terms, revenue is recognised when the take-or-pay penalty is triggered.

(c) **Property, plant and equipment**

All categories of property, plant and equipment are initially recorded at cost. Buildings, freehold land and downstream plant & machinery are subsequently shown at fair value, based on valuations by external independent valuers, less subsequent depreciation for buildings and plant & machinery. Valuations are performed with sufficient regularity to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Increases in the carrying amount arising on revaluation of property, plant & equipment are credited to other comprehensive income and shown as a component of other reserves in shareholders' equity. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against other reserves directly in equity; all other decreases are charged to the statement of profit or loss. Revaluation surplus is recovered through disposal or use of property plant and equipment. In the event of a disposal, the whole of the revaluation surplus is transferred to retained earnings from other reserves. Otherwise, each year, the difference between depreciation based on the revalued carrying amount of the asset charged to the statement of profit or loss, and depreciation based on the assets original cost is transferred from "other reserves" to "retained earnings".

Freehold land is not depreciated. Depreciation on other assets is calculated using the straight line method to write down their cost or revalued amounts to their residual values over their estimated useful lives as follows:

Buildings	20 – 50 years	(2 – 5%)
Plant and machinery	8 – 20 years	(5 – 121/2 %)
Equipment and motor vehicles	3 – 5 years	(20 – 331/3 %)
Production wells	Unit-of-production (UOP)	

Where the cost of a part of an item of property, plant and equipment is significant when compared to the total cost, that part is depreciated separately based on the pattern which reflects how economic benefits are consumed.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period. An asset's carrying amount is written down immediately to its estimated recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal of property, plant and equipment are determined by comparing proceeds with carrying amount and are recognised within "other (losses)/gains - net" in the statement of profit or loss .

Property, plant and equipment under construction is not depreciated until they are available for use.

(d) **Intangible assets**

**(a) Goodwill**

Goodwill arises from the acquisition of subsidiaries and is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest and any interest previously held over the net identifiable assets acquired, liabilities assumed. Goodwill on acquisitions of subsidiaries is included in intangible assets.

Goodwill is allocated to cash-generating units (CGU's) for the purpose of impairment testing. The allocation is made to those CGU's expected to benefit from the business combination in which the goodwill arose, identified according to operating segment. Each unit or group of units to which goodwill is allocated represents the lower level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed. Gains and losses on disposal of an entity include the carrying amount of goodwill relating to the entity sold.

**(b) Computer software**

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Software licenses have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using straight line method to allocate the cost over their estimated useful lives of three to five years. The amortisation period is reviewed at each balance sheet date. Costs associated with maintaining computer software programmes are recognised as an expense when incurred.

**(c) Concession contracts**

The Group, through its subsidiaries have concession arrangements to fund, design and construct gas pipelines on behalf of the Nigerian Gas Company (NGC). The arrangement requires the Group as the operator to construct gas pipelines on behalf of NGC (the grantor) and recover the cost incurred from a proportion of the sale of gas to customers. The arrangement is within the scope of IFRIC 12.

Under the terms of IFRIC 12, a concession operator has a twofold activity:

- a construction activity in respect of its obligations to design, build and finance a new asset that it makes available to the grantor: revenue is recognised on a stage of completion basis in accordance with IAS 11;
- an operating and maintenance activity in respect of concession assets: revenue is recognised in accordance with IAS 18.

The intangible asset model: The operator has a right to receive payments from users in consideration for the financing and construction of the infrastructure. The intangible asset model also applies whenever the concession grantor remunerates the concession operator to the extent of use of the infrastructure by users, but with no guarantees as to the amounts that will be paid to the operator.

Under this model, the right to receive payments (or other remuneration) is recognised in the concession operator's statement of financial position under "Concession intangible assets". This right corresponds to the fair value of the asset under concession plus the borrowing costs capitalised during the construction phase. It is amortised over the term of the arrangement in a manner that reflects the pattern in which the asset's economic benefits are consumed by the entity, starting from the entry into service of the asset.

Amortisation on the intangible assets is calculated using the straight line method to write down their cost amounts to their residual values over their estimated useful life of 20 years.

**(e) Impairment of non financial assets**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

**(f) Financial instruments**

**Financial assets classification**

The Group classifies its financial assets into the following categories: financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its financial assets at initial recognition.

**(i) Financial assets at fair value through profit or loss**

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by directors. Derivatives are also categorised as held for trading. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the reporting date. Otherwise, they are classified as non-current. The Group's derivatives are categorized as FVTPL unless they are designated as hedges and hedge accounting is applied; hedge accounting has not been applied for the Group's derivatives in the periods presented.

**(ii) Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than twelve months after the reporting date. These are classified as non-current assets. The Group's loans and receivables comprise of non-current receivables; trade and other receivables and cash and cash equivalents.

**(iii) Available-for-sale financial assets**

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless directors intend to dispose of the investment within twelve months of the reporting date.

**Recognition and measurement**

Purchases and sales of financial assets are recognised on the trade date, which is the date at which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss.

Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction cost are expensed in the income statement.

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value.

Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Realised and unrealised gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are included in the income statement within 'other (losses)/gains - net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group's right to receive payment is established. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments are included in the income statement as 'gains and losses from investment securities'.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- (i) The rights to receive cash flows from the asset have expired; or
- (ii) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### Impairment of financial assets

The Group assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

##### (i) Assets carried at amortized cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is impaired and impairment losses are recognized only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal repayment, the probability of bankruptcy and where observable, data or information indicate there is a measurable decrease in the estimated future cash flows.

For loans and receivables category, the amount of loss is measured as the difference between the assets carrying amount and the present value of estimated future cash flows (excluding future credit loss that have been incurred) discounted at the financial assets original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognized in the consolidated statement of profit or loss. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Objective subsequent decreases in impairment loss are reversed against previously recognized impairment loss in the consolidated income statement.

##### (ii) Assets classified as available for sale.

The Group assess at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. For debt securities, the Group uses the criteria referred to in a) above. In the case of equity investment classified as available for sale, a significant or prolonged decline in the fair share of the security below its cost is also evidence that the assets are impaired. If such evidence exists for available-for-sale financial assets, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss) is removed from equity and recognized in profit or loss. Impairment losses recognized in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed through the consolidated income statement.

#### Receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method less provision for impairment. An impairment allowance of receivables is established when there is objective evidence that the Group will not be able to collect all the amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that debtor will enter bankruptcy and default or delinquency in payment (more than 90 days overdue), are the indicators that a trade receivable is impaired. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the profit or loss within administrative costs. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative costs in the profit or loss.

The amount of the provision is the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. If collection is expected within the normal operating cycle of the Group they are classified as current, if not they are presented as non-current assets.

#### Derivative financial instruments

A derivative is a financial instrument or contract whose value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract (sometimes called the 'underlying'); requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors; and is settled at a future date.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The resulting gains or losses are recognised in profit or loss.

#### Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates or other variable (provided in the case of a non-financial variable that the variable is not specific to a party to the contract).

An embedded derivative is only separated and reported at fair value with gains and losses being recognised in the profit or loss component of the statement of comprehensive income when the following requirements are met:

- where the economic characteristics and risks of the embedded derivative are not clearly and closely related to those of the host contract.
- the terms of the embedded derivative are the same as those of a stand-alone derivative; and
- the combined contract is not held for trading or designated at fair value through profit or loss.

#### Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position, when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

#### Financial liabilities

##### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

##### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IAS 39 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

#### **Borrowings**

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

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

The Group has designated certain borrowings at fair value with changes in fair value recognised through P&L.

#### **Borrowing costs**

Borrowing costs are recognised as an expense in the period in which they are incurred, except when they are directly attributable to the acquisition, construction or production of a qualifying asset, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale. These are added to the cost of the assets, until such a time as the assets are substantially ready for their intended use or sale.

#### **Convertible debts**

On issue, the debt and equity components of convertible bonds are separated and recorded at fair value net of issue costs. The fair value of the debt component is estimated using the prevailing market interest rate for similar non-convertible debt. This amount is classified as a liability and measured on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option and is recognised in equity, net of income tax effects. The carrying amount of the equity component is not re-measured in subsequent years.

On early repurchase of the convertible bond, the consideration paid is allocated to the liability and equity components at the date of transaction. The liability component at the date of transaction is determined using the prevailing market interest rate for similar non-convertible debt at the date of the transaction, with the equity component as the residual of the consideration paid and the liability component at the date of transaction. The difference between the consideration paid for the repurchase allocated to the liability component and the carrying amount of the liability at that date is recognised in profit or loss. The amount of consideration paid for the repurchase and transaction costs relating to the equity component is recognised in equity.

Where the convertible notes are issued in foreign currency, it gives rise to an embedded derivative which is split from the host contract (See 5fii).

#### **Payables**

Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Payables are classified as current if they are due within one year or less. If not, they are presented as non-current liabilities.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **(g) Accounting for leases**

#### **Leases**

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset (or assets), even if that right is not explicitly specified in an arrangement. Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

#### **Group as a lessee**

Finance leases, which transfer substantially all of the risks and benefits incidental to ownership of the leased item to the Group, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit or loss and other comprehensive income.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an operating expense in the statement of profit or loss and other comprehensive income on a straight line basis over the lease term.

#### **Embedded leases**

All take-or-pay contracts and concession contracts are reviewed at inception to determine whether they contain any embedded leases. If there are any embedded leases, they are assessed as either finance or operating leases and accounted for accordingly.

#### **Group as a lessor**

Leases where the Group does not transfer substantially all of the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Under a finance lease substantially all the risks and rewards incidental to legal ownership are transferred to the lessee, and a lease receivable is recognized which is equal to the net investment in the lease. The recognition of finance income shall be based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

### **(h) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity), but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable costs of completion and selling expenses.

### **(i) Share capital**

Ordinary shares are classified as equity. Share issue costs net of tax are charged to the share premium account.

### **(j) Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, restricted cash and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

(k) **Employee benefits**

**(i) Retirement benefit obligations**

**Defined contribution scheme**

The Group operates a defined contribution retirement benefit schemes for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group 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 periods. The Group's contributions to the defined contribution plan are charged to the profit or loss in the year to which they relate. The assets of the scheme are funded by contributions from both the Group and employees and are managed by pension fund custodians.

**Defined benefit scheme**

The Group operates a defined benefit gratuity scheme in Nigeria, where members of staff who have spent 3 years or more in employment are entitled to benefit payments upon retirement. The benefit payments are based on final emolument of staff and length of service. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of gratuity benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using the market rates on government bonds that have terms to maturity approximating to the terms of the related pension obligation.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the profit or loss.

Past-service costs are recognised in statement of profit or loss on the earlier of the date of the plan amendment or curtailment, and the date that the Group recognises related restructuring costs.

Gains or losses on curtailment or settlement are recognised in profit or loss when the curtailment or settlement occurs.

**(ii) Employee share-based compensation**

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options/awards) of the Group. The fair value of the employee services received in exchange for the grant of the option/awards is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted, including any market performance conditions (for example, an entity's share prices); excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and including impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At each reporting date, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to share-based payment reserve in equity.

When the options are exercised, the Group issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

Share-based compensation are settled in Oando Plc's shares, in the separate or individual financial statements of the subsidiary receiving the employee services, the share based payments are treated as capital contribution as the subsidiary entity has no obligation to settle the share-based payment transaction.

The entity subsequently re-measures such an equity-settled share-based payment transaction only for changes in non-market vesting conditions.

In the separate financial statements of Oando Plc., the transaction is recognised as an equity-settled share-based payment transaction and additional investments in the subsidiary.

**(iii) Other share based payment transactions**

Where the Group obtains goods or services in compensation for its shares or the terms of the arrangement provide either the entity or the supplier of those goods or services with a choice of whether the Group settles the transaction in cash (or other assets) or by issuing equity instruments, such transactions are accounted as share based payments in the Group's financial statements.

**(iv) Profit-sharing and bonus plans**

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the company's shareholders after certain adjustments. The group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(l) **Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss.

Provisions for environmental restoration and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value is a pre-tax rate which reflects current market assessments of the time value of money and the specific risk. The increase in the provision due to the passage of time is recognised as interest expense.

**Decommissioning liabilities**

A provision is recognised for the decommissioning liabilities for underground tanks described in Note 6v. Based on management estimation of the future cash flows required for the decommissioning of those assets, a provision is recognised and the corresponding amount added to the cost of the asset under property, plant and equipment for assets measured using the cost model. For assets measured using the revaluation model, subsequent changes in the liability are recognised in revaluation reserves through OCI to the extent of any credit balances existing in the revaluation surplus reserve in respect of that asset. The present values are determined using a pre-tax rate which reflects current market assessments of the time value of money and the risks specific to the obligation. Subsequent depreciation charges of the asset are accounted for in accordance with the Group's depreciation policy and the accretion of discount (i.e. the increase during the period in the discounted amount of provision arising from the passage of time) included in finance costs.

Estimated site restoration and abandonment costs are based on current requirements, technology and price levels and are stated at fair value, and the associated asset retirement costs are capitalized as part of the carrying amount of the related tangible fixed assets. The obligation is reflected under provisions in the statement of financial position.

**(m) Current income and deferred tax**

Income tax expense is the aggregate of the charge to profit or loss in respect of current and deferred income tax.

Current income tax is the amount of income tax payable on the taxable profit for the year determined in accordance with the relevant tax legislation. Education tax is provided at 2% of assessable profits of companies operating within Nigeria. Tax is recognised in the income statement except to the extent that it relates to items recognised in OCI or equity respectively. In this case, tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax is provided in full, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. However, if the deferred tax arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Current income deferred tax is determined using tax rates and laws enacted or substantively enacted at the reporting date and are expected to apply when the related deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

**(n) Exceptional items**

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. They are material items of income or expense that have been shown separately due to significance of their nature and amount.

**(o) Dividend**

Dividend payable to the Company's shareholders is recognised as a liability in the consolidated financial statements period in which they are declared (i.e. approved by the shareholders).

**(p) Upstream activities**

*Exploration and evaluation assets*

Exploration and evaluation ("E&E") assets represent expenditures incurred on exploration properties for which technical feasibility and commercial viability have not been determined. E&E costs are initially capitalized as either tangible or intangible exploration and evaluation assets according to the nature of the assets acquired, these costs include acquisition of rights to explore, exploration drilling, carrying costs of unproved properties, and any other activities relating to evaluation of technical feasibility and commercial viability of extracting oil and gas resources. The Corporation will expense items that are not directly attributable to the exploration and evaluation asset pool. Costs that are incurred prior to obtaining the legal right to explore, develop or extract resources are expensed in the statement of income (loss) as incurred. Costs that are capitalized are recorded using the cost model with which they will be carried at cost less accumulated impairment. Costs that are capitalized are accumulated in cost centers by well, field or exploration area pending determination of technical feasibility and commercial viability.

Once technical feasibility and commercial viability of extracting the oil or gas is demonstrable, intangible exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from exploration and evaluation assets to a separate category within Property Plant and Equipment ("PP&E") referred to as oil and gas development assets and oil and gas assets. If it is determined that commercial discovery has not been achieved, these costs are charged to expense.

Pre-license cost are expensed in the profit or loss in the period in which they occur .

*Oil and gas assets*

When technical feasibility and commercial viability is determinable, costs attributable to those reserves are reclassified from E&E assets to a separate category within Property Plant and Equipment ("PP&E") referred to as oil and gas properties under development or oil and gas producing assets. Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property, plant and equipment are recognized as oil and gas interests only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred. Such capitalized oil and natural gas interests generally represent costs incurred in developing proved and/or probable reserves and bringing in or enhancing production from such reserves, and are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized. The costs of the day-to-day servicing of property and equipment are recognized in the statement of comprehensive loss as incurred.

Oil and gas assets are measured at cost less accumulated depletion and depreciation and accumulated impairment losses. Oil and gas assets are incorporated into Cash Generating Units "CGU's" for impairment testing.

The net carrying value of development or production assets is depleted using the unit of production method by reference to the ratio of production in the year to the related proved and probable reserves, taking into account estimated future development costs necessary to bring those reserves into production. Future development costs are estimated taking into account the level of development required to produce the reserves. These estimates are reviewed by independent reserve engineers at least annually.

Proved and probable reserves are estimated using independent reserve engineer reports and represent the estimated quantities of crude oil, natural gas and natural gas liquids which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible.

Refer to note "51" and note 30 for information on the provision for estimated site restoration, abandonment costs and decommissioning costs.

**(q) Impairment**

The Group assesses its assets for indicators of impairments annually. All assets are reviewed whenever events or changes in circumstances indicate that the carrying amounts for those assets may not be recoverable. If assets are determined to be impaired, the carrying amounts of those assets are written down to their recoverable amount, which is the higher of fair value less costs to sell and value in use, the latter being determined as the amount of estimated risk-adjusted discounted future cash flows. For this purpose, assets are grouped into cash-generating units based on separately identifiable and largely independent cash inflows.

Estimates of future cash flows used in the evaluation for impairment of assets related to hydrocarbon production are made using risk assessments on field and reservoir performance and include expectations about proved reserves and unproved volumes, which are then risk-weighted utilising the results from projections of geological, production, recovery and economic factors.

Exploration and evaluation assets are tested for impairment by reference to group of cash-generating units (CGU). Such CGU groupings are not larger than an operating segment. A CGU comprises of a concession with the wells within the field and its related assets as this is the lowest level at which outputs are generated for which independent cash flows can be segregated. Management makes investment decisions/allocates resources and monitors performance on a field/concession basis. Impairment testing for E&E assets is carried out on a field by field basis, which is consistent with the Group's operating segments as defined by IFRS 8.

Impairments, except those related to goodwill, are reversed as applicable to the extent that the events or circumstances that triggered the original impairment have changed.

Impairment charges and reversals are reported within depreciation, depletion and amortisation. As of the reporting date, impairment charge of N16billion was recognised in OML 125 & 134 Ltd, which asset is reported as held for sale in these consolidated financial statements.

**(r) Government grant**

The Group, through its subsidiaries, benefits from the Bank of Industry (BOI) Scheme where the government through the BOI provide finance to companies in certain industries at subsidised interest rates. Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate (refer to note 33)



**(s) Non-current assets (or disposal groups) held for sale.**

Non-current assets are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at lower of carrying amount and fair value less costs to sell.

**(t) Production underlift and overlift**

The Group receives lifting schedules for oil production generated by the Group's working interest in certain oil and gas properties. These lifting schedules identify the order and frequency with which each partner can lift. The amount of oil lifted by each partner at the balance sheet date may not be equal to its working interest in the field. Some partners will have taken more than their share (overlifted) and others will have taken less than their share (underlifted). The initial measurement of the overlift liability and underlift asset is at the market price of oil at the date of lifting, consistent with the measurement of the sale and purchase. Overlift balances are subsequently measured at fair value, while Underlift balances are carried at lower of carrying amount and current fair value.

**(u) Fair value**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. External valuers are involved for valuation of significant assets, such as available for sale financial assets, and significant liabilities. Involvement of external valuers is decided upon annually by the valuation committee after discussion with and approval by the Group's audit committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every three years. The valuation committee decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Board analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the Board verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The Board, in conjunction with the Group's external valuers, also compares the changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. On an interim basis, the Board and the Group's external valuers present the valuation results to the audit committee and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**(v) Offshore processing arrangements**

An offshore processing arrangement involves the lifting of crude oil from an owner (usually government/third party) in agreed specifications and quantities for a swap for agreed yields and specifications of refined petroleum products. Under such arrangements, the owner of the crude oil may not attach monetary value to the crude oil delivered to the Group or the refined products received from the Group. Rather, the owner defines the yields and specification of refined products expected from the Group. Sometimes, the owner may request the Group to deliver specific refined products, increase quantity of certain products contrary to previously agreed quantity ratios, or make cash payments in lieu of delivery of products not required ("retained products"). It is also possible that the owner may request the Group to pre-deliver refined products against future lifting of crude oil. Parties to offshore processing arrangements are often guided by terms and conditions codified in an Agreement/Contract. Such terms may include risk and title to crude oil and refined products, free on board or cost, insurance and freight deliveries by counterparties, obligations of counterparties, costs and basis of reimbursements, etc. Depending on the terms of an offshore processing arrangement, the Group may act as a principal or an agent.

**The Group acting in the capacity of a principal**

The Group acts as a principal in an offshore processing arrangement and has significant risks and rewards associated with the sale of products or rendering of services when the following conditions are met:

- it has the primary responsibility for providing the products or services to the customer or for fulfilling the order, for example by being responsible for the acceptability of the products or services ordered or purchased by the customer;
- it has inventory risk before or after the customer order, during shipping or on return;
- it has latitude in establishing prices, either directly or indirectly, for example by providing additional products or services; and
- it bears the customer's credit risk on the receivable due from the customer.

The Group shall recognise revenue from the sale of products when all the following conditions have been satisfied:

- it has transferred to the counterparty the significant risks and rewards of ownership of the products;
- it retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the products sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

The gross amount of the crude oil received by the Group under an offshore processing arrangement represents consideration for the obligation to the counterparty. Risk and rewards transfer to the counter party upon delivery of refined products. At this point, the Group determines the value of crude oil received using the market price on the date of receipt and records the value as revenue. In addition, the Group records processing fees received/receivable from the counterparty as part of revenue. The Group determines the value of refined products at cost and includes the value in cost of sales in the Statement of profit or loss. All direct costs relating to an offshore processing arrangement that are not reimbursable are included in cost of sales, where applicable, in the Statement of profit or loss. Such costs may include processing, freight, demurrage, insurance, directly attributable fees and charges, etc. All expenses, which are not directly related to an offshore processing arrangement is included as part of administrative expenses.

Where the Group lifted crude oil but delivered petroleum products subsequent to the accounting period, it does not record the value of the crude oil received as part of revenue. Rather, the Group records the value of crude oil received as deferred revenue under current liabilities.

Where the Group pre-delivered products in expectation of lifting of crude oil in future, it does not record the value in the Statement of profit or loss in order to comply with the matching concept. Rather, it will deplete cash (where actual payment was done) or increase trade payables and receivables. The Group transfers the amount recognised from trade receivables to cost of sales and recognise the value of crude oil lifted as turnover, when crude oil is eventually lifted in respect of the pre-delivery.

The Group discloses letters of credit and amounts outstanding at the reporting date under contingent liabilities in the notes to the financial statements.

#### The Group acting in the capacity of an agent

The Group acts as an agent in an offshore processing arrangement where the gross inflows of economic benefits include amounts collected on behalf of a third party. Such amounts do not result in increases in equity for the Group. Thus, the amounts collected on behalf of the counterparty are not revenue. Instead, revenue is the amount of commission earned for acting as an agent. Costs incurred by the Group are done on behalf of the counterparty and they are fully reimbursable.

#### 6. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the consolidated financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

##### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

##### (a) Joint arrangements (Note 43b)

Judgement is required to determine when the Group has joint control over an arrangement, which requires an assessment of the relevant activities and when the decisions in relation to those activities require unanimous consent. The Group has determined that the relevant activities for its joint arrangements are those relating to the operating and capital decisions of the arrangement, including the approval of the annual capital and operating expenditure work program and budget for the joint arrangement, and the approval of chosen service providers for any major capital expenditure as required by the joint operating agreements applicable to the entity's joint arrangements. The considerations made in determining joint control are similar to those necessary to determine control over subsidiaries, as set out in Note 4(i). Judgement is also required to classify a joint arrangement. Classifying the arrangement requires the Group to assess their rights and obligations arising from the arrangement. Specifically, the Group considers:

- The structure of the joint arrangement – whether it is structured through a separate vehicle  
- When the arrangement is structured through a separate vehicle, the Group also considers the rights and obligations arising from: the legal form of the separate vehicle; the terms of the contractual arrangement; and other facts and circumstances, considered on a case by case basis. This assessment often requires significant judgement. A different conclusion about both joint control and whether the arrangement is a joint operation or a joint venture, may materially impact the accounting.

(b) The Group has recognised a liability of N16.8 billion (\$55million) in respect of the adjustment to the consideration received on disposal of some of the entities in the downstream segment. This amount recognised is based on the assumption that the unrecognised contingent liability of N17.5billion (\$57.4million) arising from agreed pass-through items from Ebony oil and gas, Ghana. The unrecognised amount has a significant risk of resulting in a material adjustment if the amount of N17.5billion (\$57.4million) is not recoverable by Ebony oil and gas, Ghana.

##### (c) Capitalisation of borrowing costs

Management exercises sound judgement when determining which assets are qualifying assets, taking into account, among other factors, the nature of the assets. An asset that normally takes more than one year to prepare for use is usually considered as a qualifying asset.

##### (d) Exploration costs

Exploration costs are capitalised pending the results of evaluation and appraisal to determine the presence of commercially producible quantities of reserves. Following a positive determination, continued capitalisation is subject to further exploration or appraisal activity in that either drilling of additional exploratory wells is under way or firmly planned for the near future or other activities are being undertaken to sufficiently progress the assessment of reserves and the economic and operating viability of the project. In making decisions about whether to continue to capitalise exploration costs, it is necessary to make judgments about the satisfaction of each of these conditions. If there is a change in one of these judgments in any period, then the related capitalised exploration costs would be expensed in that period, resulting in a charge to the income statement.

##### (e) Offshore processing arrangements

Judgement is required in order to determine whether the Group or any of its affiliates acts as a principal or an agent in an offshore processing arrangement. In doing so, the Group considers the nature of arrangements, terms and conditions agreed to by the Group and counterparties and other relevant information. A different conclusion about the role of the Group in an offshore processing arrangement may materially impact the accounting for offshore processing arrangements.

##### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

The estimates and assumptions that have significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

#### i Fair value estimation

##### Financial instruments

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flows analysis, and option pricing models refined to reflect the issuer's specific circumstances. See Note 7 on details of fair value estimation methods applied by the Group.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

##### Investment in Glover BV and Copper JV

Investment in Glover BV and Copper JV were acquired during the year under review. The values of the assets and liabilities used in determining the net asset are provisional amount applicable under measurement period in line with IFRS 3. However, determination of the fair value will be finalised subsequently and adequate adjustment will be proposed to the net assets of these associates.

##### Employee share based payments

The fair value of employee share options is determined using valuation techniques such as the binomial lattice/black scholes model. The valuation inputs such as the volatility, dividend yield, is based on the market indices of Oando Plc.'s shares.

#### Property, plant and equipment

Land, building and plant and machinery are carried at revalued amounts. Formal revaluations are performed every three years by independent experts for these asset classes. Appropriate indices, as determined by independent experts, are applied in the intervening periods to ensure that the assets are carried at fair value at the reporting date. Judgement is applied in the selection of such indices. Fair value is derived by applying internationally acceptable and appropriately benchmarked valuation techniques such as depreciated replacement cost or market value approach.

The depreciated replacement cost approach involves estimating the value of the property in its existing use and the gross replacement cost. For this appropriate deductions are made to allow for age, condition and economic or functional obsolescence, environmental and other factors that might result in the existing property being worth less than a new replacement.

The market value approach involves comparing the properties with identical or similar properties, for which evidence of recent transaction is available or alternatively identical or similar properties that are available in the market for sale making adequate adjustments on price information to reflect any differences in terms of actual time of the transaction, including legal, physical and economic characteristics of the properties.

The useful life of each asset group has been determined by independent experts based on the build quality, maintenance history, operational regime and other internationally recognised benchmarks relative to the assets.

#### ii Defined Benefits (Gratuity)

The present value of the defined benefits obligations depend on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for the benefits include appropriate discount rate. Any changes in these assumptions will impact the carrying amount of the obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the gratuity obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related gratuity obligation.

Other key assumptions for the obligations are based in part on current market conditions. Additional information is disclosed in Note 32.

#### iii Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 5e. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. See Note 16 for detailed assumptions and methods used for impairment calculation.

If the estimated pre-tax discount rate applied to the discounted cash flows of the Trading division had been higher by 7.8% (i.e. 24.6% instead of 16.79%), the Group would have recognised an impairment against goodwill of N657million. For the Exploration & Production segment, no impairment would have resulted from application of discount rates lower than by 42.7% respectively.

#### iv Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgment is required in determining the Group's provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### v Provision for environmental restoration

The Group has underground tanks for storage of petroleum products in its outlets. Environmental damage caused by such substances may require the Group to incur restoration costs to comply with the environmental protection regulations in the various jurisdictions in which the Group operates, and to settle any legal or constructive obligation. In addition, the Group has decommissioning obligations in respect of its oil and gas interests in the Niger Delta area.

Analysis and estimates are performed by the Group, together with its legal advisers, in order to determine the probability, timing and amount involved with probable required outflow of resources. Estimated restoration costs, for which disbursements are determined to be probable, are recognised as a provision in the Group's financial statements. The assumptions used for the estimates are reviewed on a frequent basis (for example, 3 years for under-ground tanks). The difference between the final determination of such obligation amounts and the recognised provisions are reflected in the income statement.

#### vi Estimation of oil and gas reserves

Oil and gas reserves are key elements in Oando's investment decision-making process that is focused on generating value. They are also an important factor in testing for impairment. Changes in proved oil and gas reserves will affect the standardised measure of discounted cash flows and unit-of-production depreciation charges to the income statement.

Proved oil and gas reserves are the estimated quantities of crude oil that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. Proved developed reserves are reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Estimates of oil and gas reserves are inherently imprecise, require the application of judgement and are subject to future revision. Accordingly, financial and accounting measures (such as the standardised measure of discounted cash flows, depreciation, depletion and amortisation charges, and decommissioning and restoration provisions) that are based on proved reserves are also subject to change.

Proved reserves are estimated by reference to available reservoir and well information, including production and pressure trends for producing reservoirs and, in some cases, subject to definitional limits, to similar data from other producing reservoirs. Proved reserves estimates are attributed to future development projects only where there is a significant commitment to project funding and execution and for which applicable governmental and regulatory approvals have been secured or are reasonably certain to be secured.

Furthermore, estimates of proved reserves only include volumes for which access to market is assured with reasonable certainty. All proved reserves estimates are subject to revision, either upward or downward, based on new information, such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. Changes in the technical maturity of hydrocarbon reserves resulting from new information becoming available from development and production activities have tended to be the most significant cause of annual revisions.

In general, estimates of reserves for undeveloped or partially developed fields are subject to greater uncertainty over their future life than estimates of reserves for fields that are substantially developed and depleted. As a field goes into production, the amount of proved reserves will be subject to future revision once additional information becomes available through, for example, the drilling of additional wells or the observation of long-term reservoir performance under producing conditions. As those fields are further developed, new information may lead to revisions.

Changes to Oando's estimates of proved reserves, particularly proved developed reserves, also affect the amount of depreciation, depletion and amortisation recorded in the consolidated financial statements for property, plant and equipment related to hydrocarbon production activities. These changes can for example be the result of production and revisions of reserves. A reduction in proved developed reserves will increase the rate of depreciation, depletion and amortisation charges (assuming constant production) and reduce income.

Although the possibility exists for changes in reserves to have a critical effect on depreciation, depletion and amortisation charges and, therefore, income, it is expected that in the normal course of business the diversity of the Oando portfolio will constrain the likelihood of this occurring.

The assumption that the volume of sales over the term of the contract will approximate the total capacity of the pipeline has been based on management's estimate of existing and future demand for gas in a region. Estimates of future cash flows for recovery of interest costs were arrived at assuming current bank interest rates applied up until the full recovery of the investment. Other assumptions include exchange rate of N305/USD and applicable FGN bond discount rate, which does not include the specific industry and market risks.

**vii Impairment of assets**

For oil and gas properties with no proved reserves, the capitalisation of exploration costs and the basis for carrying those costs on the statement of financial position are explained above. For other properties, the carrying amounts of major property, plant and equipment are reviewed for possible impairment annually, while all assets are reviewed whenever events or changes in circumstances indicate that the carrying amounts for those assets may not be recoverable. If assets are determined to be impaired, the carrying amounts of those assets are written down to their recoverable amount. For this purpose, assets are grouped into cash-generating units based on separately identifiable and largely independent cash inflows. Impairments can also occur when decisions are taken to dispose off assets.

Impairments, except those relating to goodwill, are reversed as applicable to the extent that the events or circumstances that triggered the original impairment have changed. Estimates of future cash flows are based on current year end prices, management estimates of future production volumes, market supply and demand and product margins. Expected future production volumes, which include both proved reserves as well as volumes that are expected to constitute proved reserves in the future, are used for impairment testing because the Group believes this to be the most appropriate indicator of expected future cash flows used as a measure of value in use.

Estimates of future cash flows are risk-weighted to reflect expected cash flows and are consistent with those used in the Group's business plans. A discount rate based on the Group's weighted average cost of capital (WACC) is used in impairment testing. Expected cash flows are then risk-adjusted to reflect specific local circumstances or risks surrounding the cash flows. Oando reviews the discount rate to be applied on an annual basis. The discount rate applied in 2016 was 21% (2014: 11.7%). Asset impairments or their reversal will impact income.

**viii Useful lives and residual value of property, plant and equipment**

The residual values, depreciation methods and estimated useful lives of property, plant and equipment are reviewed at least on an annual basis. The review is based on the current market situation.

The residual value of the various classes of assets were estimated as follows:

- Land and building - 10%
- Plant and machinery - 10%
- Motor vehicles - 10%
- Furniture and fittings - 10%
- Computer and IT equipment - 10%

These estimates have been consistent with the amounts realised from previous disposals for the various asset categories.

**7 Financial risk management**

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flows interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effect on its financial and operational performance.

The Group has a risk management function that manages the financial risks relating to the Group's operations under the policies approved by the Board of Directors. The Group's liquidity, credit, foreign currency, interest rate and price risks are continuously monitored. The Board approves written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest-rate risk, credit risk, and investing excess liquidity. The Group uses derivative financial instruments to manage certain risk exposures.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, AFS financial assets and derivative financial instruments.

**(i) Foreign exchange risk**

The Group operates internationally and is exposed to foreign exchange risk arising primarily from various product sourcing activities as well as other currency exposures, mainly US Dollars. Foreign exchange risk arises when future commercial transactions and recorded assets and liabilities are denominated in a currency that is not the entity's functional currency e.g. foreign denominated loans, purchases and sales transactions etc. The Group manages their foreign exchange risk by revising cost estimates of orders based on exchange rate fluctuations, forward contracts and cross currency swaps transacted with commercial banks. The Group also apply internal hedging strategies with subsidiaries with USD functional currency.

At 31 December 2016, if the Naira had strengthened/weakened by 12% against the US Dollar with all other variables held constant, consolidated pre tax profit for the year would have been N11.27 billion lower/higher mainly as a result of US Dollar denominated bank balances and receivables (2015: if the Naira had strengthened/weakened by 12% against the US Dollar with all other variables held constant, consolidated pre tax profit for the year would have been N1.53 billion lower/higher mainly as a result of US Dollar denominated bank balances). The Company's pre tax loss would have also been N2.29 million lower/higher mainly as a result of US Dollar denominated bank balances and receivables (2015: 1.4 million)

At 31 December 2016, if the Naira had strengthened/weakened by 12% against the US Dollar with all other variables held constant, consolidated pre tax profit for the year would have been N30.95 billion higher/lower mainly as a result of US Dollar denominated borrowing balances. (2015: if the Naira had strengthened/weakened by 12% against the US Dollar with all other variables held constant, consolidated pre tax profit for the year would have been N21.05 billion higher/lower mainly as a result of US Dollar denominated trade payables and loan balances.) The Company's pre tax loss would have also been N2.27 billion higher/lower mainly as a result of US Dollar denominated borrowing balances (2015: N392 million)

**(ii) Price risk**

**Equity price risk**

The Group is exposed to equity security price risk because of its investments in the marketable securities classified as available-for-sale. The shares held by the Group are traded on the Nigerian Stock Exchange (NSE). A 10% change in the market price of the instrument would result in N11.4 million gain/loss (2015: N13.6 million), to be recognised in equity.

**Commodity price risk**

Fluctuations in the international prices of crude oil would have corresponding effects on the results of operations of the Group. In order to mitigate against the risk of fluctuation in international crude oil prices, the Group hedges its exposure to fluctuations in the price of the commodity by entering into hedges for minimum volumes and prices in US\$ per barrel of oil.

The table below provides a summary of the impact of changes in crude oil prices and interest rates on income before tax, with all other variables held constant for the year ended December 31, 2016.

Instrument	Sensitivity Range	Income/(Loss) Before Tax	
		Increase in variable	Decrease in variable
		N'000	N'000
Financial commodity contracts	+/- \$10 per barrel change in Brent crude oil price	(3,283,823)	7,117,919

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

(iii) Cash flow and fair value interest rate risk

The Group holds short term, highly liquid bank deposits at fixed interest rates. No limits are placed on the ratio of variable rate borrowing to fixed rate borrowing. The effect of an increase or decrease in interest on bank deposit by 100 point basis is not material.

The Group does not have any investments in quoted corporate bonds that are of fixed rate and carried at fair value through profit or loss. Therefore the Group is not exposed to fair value interest rate risk arising from corporate bonds.

The Group has borrowings at variable rates, which expose the Group to cash flow interest rate risk. The Group regularly monitors financing options available to ensure optimum interest rates are obtained.

At 31 December 2016, an increase/decrease of 100 basis points on LIBOR/MPR would have resulted in a decrease/increase in consolidated/Company's pre tax profit/(loss) of N1.3 billion/N94.8 million (2015: N3.9 billion/N901.4 million), mainly as a result of higher/lower interest charges on variable rate borrowings.

Management enters into derivative contracts as an economic hedge against interest and foreign currency exposures. As at the reporting date, the Group does not have any outstanding derivatives with respect to interest and foreign currency hedge.

**Credit risk**

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, non-current receivables and deposits with banks as well as trade and other receivables. The Group has no significant concentrations of credit risk. It has policies in place to ensure that credit limits are set for commercial customers taking into consideration the customers' financial position, past trading relationship, credit history and other factors. Sales to retail customers are made in cash. The Group has policies that limit the amount of credit exposure to any financial institution.

Management monitors the aging analysis of trade receivables and other receivables on a periodic basis. The analysis of current, past due but not impaired and impaired trade receivables is as follows:

<b>Trade receivables</b>	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Current - Neither past due nor impaired	6,039,195	12,725,919	-	-
Past due but not impaired				
- by up to 30 days	29,575,663	40,470,117	-	-
- by 31 to 60 days	-	864,327	-	-
- later than 60 days	11,599,162	2,889,748	-	-
Total past due but not impaired	41,174,825	44,224,192	-	-
Impaired	1,450,898	2,470,923	-	-
	48,664,918	59,421,034	-	-
<b>Other receivables</b>	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Current - Neither past due nor impaired	59,788,057	19,472,204	111,398,694	206,042,583
Impaired	15,924,891	2,928,781	51,595,951	7,248,882
	75,712,948	22,400,985	162,994,645	213,291,465
<b>Non-current receivables</b>				
Neither past due nor impaired	22,034,389	7,096,971	9,711,893	-
Impaired	32,681,515	21,328,754	14,418,044	9,409,546
	54,715,904	28,425,725	24,129,937	9,409,546
<b>Derivative financial instruments</b>				
Current - Neither past due nor impaired	6,932,527	24,853,969	-	-
<b>Finance lease receivables</b>				
Non-current - Neither past due nor impaired	60,926,511	43,822,281	-	-

**Credit quality of financial assets**

The credit quality of financial assets that are neither past due nor impaired have been assessed by reference to historical information about counterparty default rates:

**Counter parties without external credit rating**

<b>Trade receivables</b>	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Group 1	-	1,248,695	-	-
Group 2	4,701,816	7,260,469	-	-
Group 3	1,337,379	4,216,756	-	-
	6,039,195	12,725,920	-	-
<b>Other receivables</b>				
Group 2	59,788,057	19,472,204	111,398,694	206,042,583
<b>Non current receivables</b>				
Group 2	22,034,389	7,096,971	9,711,893	-
<b>Derivative financial instruments</b>				
Group 2	6,932,527	24,853,969	-	-
<b>Finance lease receivables</b>				
Group 2	60,926,511	43,822,281	-	-

Definition of the ratings above:

Group 1	New customers (less than 6 months)
Group 2	Existing customers (more than 6 months) with no defaults in the past
Group 3	Existing customers (more than 6 months) with some defaults in the past

**Liquidity risk**

Cash flow forecasting is performed in the operating entities of the Group and aggregated by Group treasury. Group treasury monitors cash forecast on a periodic basis in response to liquidity requirements of the Group. This helps to ensure that the Group has sufficient cash to meeting operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities (note 25 and 29). Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal targets.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table below are the contractual undiscounted cash flows.

Group	Less than 1 year N'000	Between 1 and 2 years N'000	Between 2 and 5 years N'000	Over 5 years N'000	Total N'000
<b>At 31 December 2016:</b>					
Borrowing	185,473,395	18,789,541	104,177,221	-	308,440,157
Trade and other payables	197,661,239	798,249	-	-	198,459,488
Total	383,134,634	19,587,790	104,177,221	-	506,899,645

**At 31 December 2015:**

Borrowing	171,329,570	29,412,852	24,233,476	34,475,430	259,451,328
Trade and other payables	135,465,211	-	-	-	135,465,211
Total	306,794,781	29,412,852	24,233,476	34,475,430	394,916,539

Company	Less than 1 year N'000	Between 1 and 2 years N'000	Between 2 and 5 years N'000	Over 5 years N'000	Total N'000
<b>At 31 December 2016:</b>					
Borrowing	37,197,645	15,236,572	101,547,822	-	153,982,039
Trade and other payables	82,408,778	-	-	-	82,408,778
Total	119,606,423	15,236,572	101,547,822	-	236,390,817

**At 31 December 2015:**

Borrowing	88,402,429	2,181,381	-	-	90,583,810
Trade and other payables	141,619,762	-	-	-	141,619,762
Total	230,022,191	2,181,381	-	-	232,203,572

**Capital risk management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may issue new capital or sell assets to reduce debt.

Various financial ratios and internal targets are assessed and reported to the Board on a quarterly basis to monitor and support the key objectives set out above. These ratios and targets include:

- Gearing ratio;
- Earnings before interest tax depreciation and amortisation (EBITDA);
- Fixed/floating debt ratio;
- Current asset ratio;
- Interest cover;

The Group's objective is to maintain these financial ratios in excess of any debt covenant restrictions and use them as a performance measurement and hurdle rate. The failure of a covenant test could render the facilities in default and repayable on demand at the option of the lender.

Accordingly, in situations where these ratios are not met, the Group takes immediate steps to redress the potential negative impact on its financial performance. Such steps include additional equity capital through rights issue and special placement during the year under review.

Total capital is calculated as equity plus net debt. During 2016, the Group's strategy was to maintain a gearing ratio between 50% and 75% (2015: 50% and 75%). The gearing ratios as at the end of December 2016 and 2015 were as follows:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Total borrowings	246,117,715	227,328,007	109,876,902	90,137,202
Less: cash and cash equivalents (Note 25)	(10,390,585)	(14,985,373)	(7,752,128)	(1,939,965)
Restricted cash	(6,538,952)	(9,006,083)	(4,682,749)	(241,167)
Net debt	229,188,178	203,336,551	97,442,025	87,956,070
Total equity	192,344,579	50,893,926	12,314,627	46,190,458
Total capital	421,532,757	254,230,477	109,756,652	134,146,528
Gearing ratio	54%	80%	89%	66%

**Fair Value estimation**

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2016.

Financial instruments measured at fair value	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
<b>Assets</b>				
Available for sale financial assets				
- Equity securities	115,642	-	-	115,642
Derivative financial assets				
- Commodity option contracts	-	6,932,527	-	6,932,527
<b>Total assets</b>	<b>115,642</b>	<b>6,932,527</b>	<b>-</b>	<b>7,048,169</b>
<b>Liabilities</b>				
Derivative financial liabilities:				
- Convertible options	-	-	199,137	199,137
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>199,137</b>	<b>199,137</b>

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2015.

Balance	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
<b>Assets</b>				
Available for sale financial assets				
- Equity securities	137,202	-	-	137,202
Derivative financial assets				
- Commodity option contracts	-	24,853,969	-	24,853,969
<b>Total assets</b>	<b>137,202</b>	<b>24,853,969</b>	<b>-</b>	<b>24,991,171</b>
<b>Liabilities</b>				
Derivative financial liabilities:				
- Convertible options	-	-	5,160,802	5,160,802
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>5,160,802</b>	<b>5,160,802</b>

The following table presents the Company's assets and liabilities that are measured at fair value at 31 December 2016.

	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
<b>Assets</b>				
Available for sale financial assets				
- Equity securities	113,985	-	-	113,985
<b>Total assets</b>	<b>113,985</b>	<b>-</b>	<b>-</b>	<b>113,985</b>
<b>Liabilities</b>				
Derivative financial liabilities:				
- Convertible options	-	-	199,137	199,137
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>199,137</b>	<b>199,137</b>

The following table presents the Company's assets and liabilities that are measured at fair value at 31 December 2015.

Balance	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
<b>Assets</b>				
Available for sale financial assets				
- Equity securities	136,130	-	-	136,130
<b>Total assets</b>	<b>136,130</b>	<b>-</b>	<b>-</b>	<b>136,130</b>
<b>Liabilities</b>				
Derivative financial liabilities:				
- Convertible options	-	-	5,160,802	5,160,802
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>5,160,802</b>	<b>5,160,802</b>

**Financial instruments not measured at fair value but for which fair values are disclosed**

Group	Level 1 N'000	Level 2 N'000	Level 3 N'000	Total N'000
<b>Assets</b>				
31 December 2016				
Finance lease receivable	-	-	43,884,459	43,884,459
31 December 2015				
Finance lease receivable	-	-	42,340,289	42,340,289
<b>Liabilities</b>				
31 December 2016				
Borrowings	-	-	214,716,750	214,716,750
31 December 2015				
Borrowings	-	-	166,055,465	166,055,465
<b>Company</b>				
<b>Liabilities</b>				
31 December 2016				
Borrowings	-	-	135,071,964	135,071,964
31 December 2015				
Borrowings	-	-	55,968,111	55,968,111

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

The fair value of borrowings and finance lease receivables is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The own non-performance risk for borrowings as at 31 December 2016 and 2015 has been considered in the determination of the fair value. For receivables, the models incorporate various inputs including the credit quality of counterparties. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The individual credit worthiness of the customers have been considered in the valuation. The discount rate used for finance lease receivables and borrowing are 21.0% (2015: 17.0%) and 21% (2015: 21%) respectively.

There were no transfers between levels 1 and 2 during the year.

**(a) Financial instruments in level 1**

The fair value of financial instruments traded in active markets is based on unadjusted quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry Group, and pricing market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily of Nigerian Stock Exchange (NSE) listed instruments classified as available-for-sale.

**(b) Financial instruments in level 2**

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Instruments included in level 2 comprise primarily of interest swaps and derivatives. Their fair values are determined based on marked to market values provided by the counterparty financial institutions. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity.

Specific valuation techniques used to value financial instruments include:

- The fair value of commodity contracts are calculated based on observable inputs which include forward prices of crude oil.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves;
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date, with the resulting value discounted back to present value;
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**(c) Financial instruments in level 3**

The level 3 instrument comprise of convertible notes to Ocean and Oil Development Partners (OODP). Ocean and Oil Development Partners is a private company, whose business values are a significant input in the fair value of the financial instruments. Option derivative on the convertible loan notes were valued using the Goldman Sachs model. The business value comprise of unobservable inputs such as risk free rate, volatility, credit spread, dividend yield, etc.

OODP exercised her option of conversion during the financial year and a total of 128,413,672 shares were issued in exchange for \$154,096,406 convertible loan notes. See note 37 for the details.

The table below presents the changes in level 3 instruments for the year ended 31 December 2016.

	Group		Company	
	2016	2015	2016	2015
	N'000	N'000	N'000	N'000
Convertible option - Derivative asset				
At 1 January			-	1,662,948
(Loss)/gain recognised in statement of profit or loss			-	(1,662,948)
At 31 December			-	-
Convertible option - Derivative liability				
At 1 January	5,160,802	3,608,768	5,160,802	3,608,768
(Gain)/loss recognised in statement of profit or loss	(4,961,665)	1,261,282	(4,979,874)	1,261,282
Exchange difference	-	290,752	-	290,752
At 31 December	199,137	5,160,802	180,928	5,160,802

The fair value changes on the instruments were recognized in other operating income and other expenses respectively.

Description of significant unobservable inputs to valuation:

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at 31 December 2016 and 2015 are as shown below:

2016	Valuation technique	Significant unobservable inputs	Weighted average	Sensitivity of the input to fair value
<b>Convertible option - Derivative liability</b>	Goldman Sachs model	Volatility	65.0%	1% decrease in volatility would result in a decrease in the fair value by N2.3 million.
		Dividend yield	1.86%	1% decrease in dividend yield would result in an increase in fair value by N805,972.
<b>Convertible option - Derivative liability</b>	Goldman Sachs model	Volatility	62.0%	1% decrease in volatility would result in a decrease in the fair value by N16.53million.
		Dividend yield	2.0%	1% decrease in dividend yield would result in an increase in fair value by N16.49million.



8 Segment information

The Group Leadership Council (GLC) is the group's chief operating decision-maker. Management has determined the operating segments based on the performance reports reviewed monthly by Group Leadership Council (GLC) and these reports are used to make strategic decisions. GLC considers the businesses from a divisional perspective. Each of the division's operations may transcend different geographical locations.

The GLC assesses the performance of the operating segments by reviewing actual results against set targets on revenue, operating profit and profit after tax for each division. Interest expenses suffered by the Corporate division on loans raised on behalf of the other divisions and similar operating expenses are transferred to the relevant divisions. Transactions between operating segments are on arm's length basis in a manner similar to transactions with third parties.

The Group was re-organised following the sale of target entities in the marketing, refining and terminals segment, Gas and Power segment (excluding Alausa Power Ltd) and Energy Services Segment. The Group discontinued the Energy Services segment, marketing, refining and terminals segment and gas and power segment (excluding Alausa Power Ltd) effective 31 March 2016, 30 June 2016, 31st December respectively. At 31 December, the Group has three operating segments namely:

- (i) Exploration and production (E&P) – involved in the exploration for and production of oil and gas through the acquisition of rights in oil blocks on the Nigerian continental shelf and deep offshore.
- (ii) Supply and Trading – involved in trading of crude refined and unrefined petroleum products.
- (iii) Corporate and others

In 2016, some of the business entities that form Gas & Power, Energy Services and Marketing, Refining & Terminals operating segments were disposed of. However, management has decided to present financial information for these segments both in 2016 & 2015 because this is consistent with the information presented to the Chief Operating Decision Maker till the end of 2016.

(a)	Exploration & Production	Marketing, Refining & Terminals**	Supply & Trading**	Gas & Power**	Energy Services**	Corporate & Other	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
The segment results for the period ended 31 December, 2016 are as follows:							
Total gross segment revenue	77,276,507	60,421,036	400,593,329	30,368,847	1,993,084	9,692,643	580,345,446
Inter-segment revenue	-	(1,795,503)	(345,743)	-	-	(9,007,578)	(11,148,824)
Revenue from external customers	77,276,507	58,625,533	400,247,586	30,368,847	1,993,084	685,065	569,196,622
Operating (loss)/profit	(19,651,127)	(8,178,817)	318,576	6,516,164	(221,423)	42,430,249	21,213,622
Finance cost	(24,950,360)	(96,672)	(216,131)	(1,754,050)	(919,594)	(33,319,410)	(61,256,217)
Finance income	7,229,244	2,206,033	330,480	2,093,583	4,621	27,521	11,891,482
Finance (cost)/income, net	(17,721,116)	2,109,361	114,349	339,533	(914,973)	(33,291,889)	(49,364,735)
Share of loss in associate	-	-	-	-	-	(4,661,509)	(4,661,509)
(Loss)/profit before income tax	(37,372,243)	(6,069,456)	432,925	6,855,696	(1,136,396)	4,476,850	(32,812,624)
Income tax credit/(expense)	37,719,977	(254,069)	(228,196)	(780,102)	-	(150,949)	36,306,661
Profit/(loss) for the year	347,734	(6,323,525)	204,729	6,075,594	(1,136,396)	4,325,901	3,494,037
The segment results for the period ended 31 December, 2015 are as follows:							
Total gross segment revenue	89,688,292	153,852,919	180,861,401	33,562,524	6,663,911	12,033,391	476,662,438
Inter-segment revenue	-	(14,709,469)	(67,349,500)	(957,490)	-	(11,905,227)	(94,921,686)
Revenue from external customers	89,688,292	139,143,450	113,511,901	32,605,034	6,663,911	128,164	381,740,752
Operating profit/(loss)	17,279,491	(6,847,248)	4,117,543	6,988,628	(11,902,460)	(8,988,963)	646,991
Finance cost	(35,591,311)	(765,021)	(556,497)	(1,509,360)	(5,197,284)	(33,841,951)	(77,461,424)
Finance income	19,740,613	1,590,956	1,095,017	3,055,601	12,802	1,061,146	26,556,135
Finance (cost)/income, net	(15,850,698)	825,935	538,520	1,546,241	(5,184,482)	(32,780,805)	(50,905,289)
Share of loss in associate	-	-	-	-	-	(878,600)	(878,600)
Profit/(loss) before income tax	1,428,793	(6,021,313)	4,656,063	8,534,869	(17,086,942)	(42,648,368)	(51,136,898)
Income tax credit/(expense)	4,558,291	789,607	(663,813)	(2,860,784)	(10,927)	(365,353)	1,447,021
Profit/(loss) for the year	5,987,084	(5,231,706)	3,992,250	5,674,085	(17,097,869)	(43,013,721)	(49,689,877)

\*\*Discontinued operations (excluding Oando Trading Bermuda, Oando Trading Dubai, Alausa Power Ltd)

(b) Reconciliation of reporting segment information

	Revenue	Operating profit/(loss)	Finance income	Finance cost	(Loss)/profit before income tax	Income tax expense
2016	N'000	N'000	N'000	N'000	N'000	N'000
As reported in the segment report	580,345,446	21,213,622	11,891,482	(61,256,217)	(32,812,623)	36,306,661
Elimination of inter-segment transactions on consolidation	(11,148,824)	-	-	0	0	-
Reclassified as discontinued operations	(113,449,888)	(28,871,227)	(4,634,717)	2,943,055	(30,562,890)	1,262,367
As reported in the statement of profit or loss	455,746,734	(7,657,605)	7,256,765	(58,313,162)	(63,375,512)	37,569,028
					(Loss)/profit before income tax	Income tax expense
2015	Revenue	Operating profit/(loss)	Finance income	Finance cost	N'000	N'000
As reported in the segment report	476,662,438	646,991	26,556,135	(77,461,424)	(51,136,898)	1,447,021
Elimination of inter-segment transactions on consolidation	(94,921,686)	(5,299,512)	(16,996,385)	15,907,973	(6,377,925.00)	-
Reclassified as discontinued operations	(178,309,226)	15,045,974	(3,114,946)	6,470,286	18,401,315	2,745,916
As reported in the statement of profit or loss	203,431,526	10,403,453	6,444,804	(55,083,165)	(39,113,508)	4,192,937

Inter-segment revenue represents intercompany dividend income, sales between the Marketing, Refining & Terminal segment and the Supply & Trading segment. Profit on inter-segment sales and intercompany dividend income have been eliminated on consolidation.

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

Other information included in the income statement by segment are:

Year ended 31 December, 2016:

	Exploration & Production	Marketing, Refining & Terminals**	Supply & Trading**	Gas & Power**	Energy Services**	Corporate & Other	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Depreciation (Note 10)*	16,053,168	-	7,063	89,366	556,478	1,355,941	18,062,016
Amortisation of intangible assets (Note 10)*	144,631	-	-	354,864	-	101,896	601,391
Impairment of assets*	16,340,997	195,778	223,652	797,564	-	13,560,105	31,118,096

Year ended 31 December, 2015:

	Exploration & Production	Marketing, Refining & Terminals**	Supply & Trading**	Gas & Power**	Energy Services**	Corporate & Other	Group
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Depreciation (Note 15)*	25,629,032	3,741,948	39,607	169,357	1,227,063	1,180,905	31,987,912
Amortisation of intangible assets (Note 16)*	130,237	190,538	-	720,086	-	41,248	1,082,109
Impairment of assets*	11,850,273	1,131,920	-	322,244	5,548	57,901	13,367,886

Depreciation, amortisation and impairments presented above represents both continuing and discontinued operations.

The segment assets and liabilities and capital expenditure for the year ended 31 December, 2016 are as follows:

	Exploration & Production	Marketing, Refining & Terminals**	Supply & Trading**	Gas & Power**	Energy Services**	Corporate & Other	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Assets	842,709,368	-	43,499,621	5,548,312	-	113,115,972	1,004,873,273
Investment in an associate	-	-	-	-	-	10,653,425	10,653,425
Liabilities	536,062,352	8,434	43,133,196	4,841,423	-	215,154,991	799,200,396
Capital Expenditure*	11,171,375	-	3,511	4,790,201	-	67,170	16,032,257

The segment assets and liabilities as of 31 December, 2015 and capital expenditure for the year then ended are as follows:

	Exploration & Production	Marketing, Refining & Terminals**	Supply & Trading**	Gas & Power**	Energy Services**	Corporate & Other	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Assets	607,787,030	122,518,903	77,467,647	35,096,858	44,662,380	58,788,491	946,321,309
Investment in an associate	-	-	-	-	-	2,530,813	2,530,813
Liabilities	400,823,600	143,472,540	81,628,632	33,896,617	59,904,665	175,701,330	895,427,384
Capital Expenditure	17,470,869	2,149,199	109,394	6,923,208	678,746	1,692,803	29,024,219

\*Capital expenditure comprises additions to property, plant and equipment and intangible asset, excluding Goodwill.

The Group's business segments operate in three main geographical areas.

Segment information on a geographical basis for the period ended 31 December 2016 are as follows:

	Exploration & Production	Marketing, Refining & Terminals**	Supply & Trading**	Gas & Power**	Energy Services**	Corporate & Other	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
<b>Revenue</b>							
Within Nigeria	77,276,507	55,217,046	-	30,368,847	1,993,084	685,062	165,540,546
Other West African countries	-	3,408,487	22,462,424	-	-	-	25,870,911
Other countries	-	-	377,785,165	-	-	-	377,785,165
	77,276,507	58,625,533	400,247,589	30,368,847	1,993,084	685,062	569,196,622
<b>Total assets</b>							
Within Nigeria	841,766,184	-	-	5,548,312	-	113,115,972	960,430,468
Other West African countries	-	-	103,276	-	-	-	103,276
Other countries	943,184	-	43,396,345	-	-	-	44,339,529
	842,709,368	-	43,499,621	5,548,312	-	113,115,972	1,004,873,273
<b>Capital expenditure</b>							
Within Nigeria	11,171,375	-	3,511	4,790,201	-	67,170	16,032,257
Other West African countries	-	-	-	-	-	-	-
Other countries	-	-	-	-	-	-	-
	11,171,375	-	3,511	4,790,201	-	67,170	16,032,257

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

Segment information on a geographical basis for the year ended and as at 31 December, 2015 are as follows:

	Exploration & Production	Marketing, Refining &	Supply & Trading**	Gas & Power**	Energy Services**	Corporate & Other	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
<b>Revenue</b>							
Within Nigeria	89,688,292	132,236,547	10,417,976	32,605,034	6,663,911	128,163	271,739,923
Other West African countries	-	6,906,903	55,356,996	-	-	-	62,263,899
Other countries	-	-	47,736,930	-	-	-	47,736,930
	89,688,292	139,143,450	113,511,902	32,605,034	6,663,911	128,163	381,740,752
<b>Total assets</b>							
Within Nigeria	606,506,251	119,510,941	11,605,262	35,096,858	44,662,380	58,788,491	876,170,183
Other West African countries	-	3,007,962	25,015,944	-	-	-	28,023,906
Other countries	1,280,779	-	40,846,441	-	-	-	42,127,220
	607,787,030	122,518,903	77,467,647	35,096,858	44,662,380	58,788,491	946,321,309
<b>Capital expenditure</b>							
Within Nigeria	17,470,869	1,999,382	-	6,923,208	678,746	1,692,053	28,764,258
Other West African countries	-	149,817	93,214	-	-	-	243,031
Other countries	-	-	16,180	-	-	750	16,930
	17,470,869	2,149,199	109,394	6,923,208	678,746	1,692,803	29,024,219

Revenue are disclosed based on the country in which the customer is located. Total assets are allocated based on where the assets are located. No single customer contributes up to 10% of the Group's revenue.

Capital expenditure is allocated based on where the assets are located.

(c) <b>Analysis of revenue by nature</b>	Group 2016	Group 2015	Company 2016	Company 2015
	N'000	N'000	N'000	N'000
Sales of goods	450,402,100	199,449,822	-	-
Intra-group dividend income	-	-	4,858,182	8,452,665
Revenue from services	5,344,634	3,981,704	-	-
	455,746,734	203,431,526	4,858,182	8,452,665

9 <b>Other operating income</b>	Group 2016	Group 2015	Company 2016	Company 2015
	N'000	N'000	N'000	N'000
Foreign exchange gain	25,401,322	11,739,828	16,321,893	7,640,723
Fair value (loss)/gain on commodity options and derivative liability	(4,814,773)	21,746,375	4,961,665	-
Sundry income	52,195,871	28,406	76,492,637	496,730
	72,782,420	33,514,609	97,776,195	8,137,453

During the year, the Group realised a net derivative loss of N9.8 billion (2015 - gain of N21.7 billion) and derivative gain of N4.96 billion in the consolidated and separate statement of profit or loss on commodity contracts and convertible options respectively. See note 19 for further details of fair value (loss)/gain on the financial commodity contract. The Group and Company sundry income is largely made up of gain on sale of Premium Motor Spirit (PMS) to Oando Marketing Limited, fair value gain on convertible options, brokerage income, consent fee refund, gain on disposal of subsidiaries and other direct charges to customers.

10 <b>Expenses by nature of operating profit</b>	Group 2016	Group 2015	Company 2016	Company 2015
	N'000	N'000	N'000	N'000
<b>Included in cost of sales:</b>				
Inventory cost	350,348,613	100,841,499	-	-
<b>Included in selling and marketing costs</b>				
Product transportation costs	-	-	-	-
<b>Included in other operating income:</b>				
Foreign exchange gain (note 9)	25,401,322	11,739,828	16,321,893	7,640,723
Profit on disposal of property, plant and equipment	-	(27)	-	-
Fair value (loss)/gain on commodity options and derivative liability (Note 9)	(4,814,773)	21,746,375	4,961,665	-
<b>Included in administrative expenses</b>				
Depletion/depreciation on property plant and equipment - Other* (Note 15)	17,416,172	26,815,028	175,281	343,953
Amortisation of intangible assets (Note 16)	246,527	171,486	101,896	41,249
Foreign exchange loss	31,555,669	12,276,023	43,378,797	10,278,332
Employees benefit scheme (Note 11)	6,205,073	6,164,587	595,686	1,514,235
Auditors remuneration	418,118	453,218	99,750	90,001
Legal & consultancy services	13,896,489	2,651,321	7,517,626	332,268
Repair and maintenance	4,571,953	2,923,440	24,610	9,216
Impairment of property, plant and equipment - Net (Note 15)	16,001,499	22,251,286	-	-
Reversal of impairments (Note 15)	-	(16,314,631)	-	-
Impairment of intangible assets (Note 16)	-	2,791,116	-	-
Impairment losses of non-current receivables (Note 21)	-	3,083,744	-	-
Impairment losses of trade and other receivables (Note 23)	13,877,458	38,758	50,332,803	5,202,992
Impairment losses on available for sale asset (Note 24)	22,145	57,901	22,145	57,901
Impairment on investment (Note 24)	-	-	-	19,664,290
Loss on disposal of property, plant and equipment	40,559	-	3,280	136,919
Rent and other hiring costs	1,175,402	791,096	25,348	7,556

The following items have been charged/(credited) in arriving at the loss from discontinued operations:

Amortisation of intangible assets (Note 16)	354,864	910,623	-	-
Depletion/depreciation on property plant and equipment - Other*	645,844	5,172,884	-	-
Impairment losses of trade and other receivables	1,216,994	1,459,712	-	-
Employees benefit scheme (Note 11)	3,272,530	7,009,829	-	-

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

11	Employee benefit expenses	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
	<b>(a) Directors' remuneration:</b>				
	The remuneration paid to the directors who served during the year was as follows:				
	Chairman fees	5,556	5,556	5,556	5,556
	Other non-executive fees	293,999	334,424	26,667	26,667
		299,555	339,980	32,223	32,223
	Executive directors' salaries	776,607	960,772	451,676	467,196
		1,076,162	1,300,752	483,899	499,419
	Other emoluments	857,289	484,832	243,235	187,884
		1,933,451	1,785,584	727,134	687,303
	The directors received emoluments (excluding pension contributions) in the following ranges:				
		Number	Number	Number	Number
	N1,000,000 - N10,000,000	5	5	-	-
	Above N10,000,000	27	28	13	11
	Included in the above analysis is the highest paid director at N322 million (2015: N255 million).				
	<b>(b) Staff costs</b>	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
	Wages, salaries and staff welfare cost	8,446,669	9,934,863	631,710	43,720
	Staff bonus and discretionary share award	-	1,065,230	-	1,065,230
	Share options granted to directors and employees	469,829	905,006	-	352,841
	Pension costs - defined contribution scheme	587,629	786,846	43,464	-
	Retirement benefit - defined benefit scheme (Note 32)	(26,524)	482,471	40,707	52,444
		9,477,603	13,174,416	715,881	1,514,235
	Analysis of staff cost for the year:				
	- Continuing operations (Note 10)	6,205,073	6,164,587	595,686	1,514,235
	- Discontinued operations (Note 10)	3,272,530	7,009,829	-	-
		9,477,603	13,174,416	595,686	1,514,235
	The average number of full-time persons employed during the year was as follows:				
		Group 2016 Number	Group 2015 Number	Company 2016 Number	Company 2015 Number
	Executive	2	2	2	2
	Management staff	82	139	23	15
	Senior staff	103	336	34	28
		187	477	59	45
	Higher-paid employees other than directors, whose duties were wholly or mainly discharged in Nigeria, received remuneration (excluding pension contributions) in the following ranges:				
		2016 Number	2015 Number	2016 Number	2015 Number
	N2,500,001 - N4,000,000	2	16	-	1
	N4,000,001 - N6,000,000	12	74	5	5
	N6,000,001 - N8,000,000	33	132	11	13
	N8,000,001 - N10,000,000	29	79	13	6
	Above N10,000,000	111	176	30	20
		187	477	59	45
12	<b>Finance costs, net</b>	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
	<b>(a) Finance cost:</b>				
	On bank borrowings	(48,806,500)	(53,064,202)	(33,260,203)	(33,465,367)
	Capitalised to qualifying property, plant and equipment	-	49,038	-	-
		(48,806,500)	(53,015,164)	(33,260,203)	(33,465,367)
	Unwinding of discount on provisions	(9,506,662)	(2,068,001)	-	-
	<b>Total finance cost</b>	(58,313,162)	(55,083,165)	(33,260,203)	(33,465,367)
	<b>(b) Finance income:</b>				
	Interest income on bank deposits	1,319,571	2,023,813	27,417	2,893
	Intercompany interest	-	-	-	1,116,539
	Interest income on finance lease	5,937,194	4,420,991	-	-
	<b>Total finance income</b>	7,256,765	6,444,804	27,417	1,119,432
	<b>Net finance costs</b>	(51,056,397)	(48,638,361)	(33,232,786)	(32,345,935)

No borrowing costs were capitalised in 2016 (2015: 14.2%). Actual borrowing rate approximate effective interest rate.

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

13 (a) Income tax expense

Analysis of income tax charge for the year:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
<b>Continuing operations</b>				
Current income tax	854,707	7,895,478	-	-
Minimum tax	144,664	245,140	144,663	241,499
Capital gains Tax	1,742	-	1,742	-
Education tax	40,831	484,926	-	-
Adjustments in respect of prior years tax	(5,045,293)	-	-	-
	(4,003,349)	8,625,544	146,405	241,499
Deferred income tax (Note 18):				
Deferred income tax (credit)/expense for the year	(33,585,679)	(12,818,481)	-	-
Income tax (credit)/expense	(37,569,028)	(4,192,937)	146,405	241,499
<b>Discontinued operations</b>				
Current income tax	2,248,103	3,636,387	-	-
Education tax	118,387	186,965	-	-
Adjustments in respect of prior years tax	-	-	-	-
	2,366,490	3,823,352	-	-
Deferred income tax (Note 18):				
Deferred income tax for the year	(1,104,122)	(1,077,436)	-	-
Income tax expense	1,262,368	2,745,916	-	-

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the statutory income tax rate as follows:

Loss before income tax	(63,375,512)	(39,113,508)	(33,729,427)	(56,325,673)
Tax calculated at Nigeria's domestic rates applicable to profits in respective countries - 30% (2015: 30%)	(19,012,654)	(11,734,052)	(10,118,828)	(16,897,702)
Minimum tax	144,664	245,140	144,663	241,499
Education tax	40,831	484,926	-	-
Capital gains Tax	1,742	-	1,742	-
Tax effect of income not subject to tax	(37,160,951)	(1,326,741)	(14,601,465)	(2,535,800)
Effect of associate tax	1,398,453	263,580	-	-
Effect of tax rate differential	(24,180,665)	(19,236,755)	-	-
Expenses not deductible for tax purposes	16,874,332	9,793,383	15,368,685	3,803,047
Over-provisions for income tax	(5,045,293)	-	-	-
Tax losses for which no deferred tax was recognised	9,351,608	17,317,582	9,351,608	15,630,455
Impact of unutilised tax credits carried forward	20,018,905	-	-	-
Income tax (credit)/expense	(37,569,028)	(4,192,937)	146,405	241,499
Effective tax rate	59%	11%	0%	0%

(b) Current income tax liabilities

Movement in current income tax for the year:

At 1 January	49,643,097	44,963,118	1,772,479	1,552,169
Payment during the year	(8,039,319)	(8,938,437)	(1,397,429)	(21,189)
Disposal of subsidiaries	(2,742,239)	-	-	-
<b>Charge for the year:</b>				
Income tax charge during the year - Continuing operations	(4,044,180)	8,140,618	146,405	241,499
Income tax charge during the year - Discontinued operations	1,765,838	3,636,387	-	-
Education tax charge during the year - Continuing operations	40,831	484,926	-	-
Education tax charge during the year - Discontinued operations	118,387	186,965	-	-
Exchange difference	22,366,150	2,946,499	-	-
Transfer to disposal group classified as held for sale	-	(1,776,979)	-	-
At 31 December	59,108,565	49,643,097	521,455	1,772,479

14 Earnings per share and dividend per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Ordinary Shares outstanding during the year.

	Group 2016 N'000	Group 2015 N'000
Loss from continuing operations attributable to equity holders of the parent	(25,825,897)	(35,119,921)
Profit/(loss) from discontinued operations attributable to equity holders of the parent	28,950,700	(15,314,922)
	3,124,803	(50,434,843)
Weighted average number of ordinary shares outstanding (thousands) :		
Opening balance	12,034,618	9,084,686
Bonus element	-	486,991
Right issue	-	2,368,473
	12,034,618	11,940,150
<b>Basic/Diluted earnings/loss per share (expressed in kobo per share)</b>		
From continuing operations	(215)	(294)
From discontinued operations	241	(128)
	26	(422)

Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of Ordinary Shares outstanding to assume conversion of all dilutive potential Ordinary Shares. However, the effect of all potentially dilutive Ordinary Shares outstanding (396,793,587,174 shares) was anti dilutive in 2016 and 2015.

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

15 Property, plant and equipment

Group	Upstream Asset <sup>1</sup>	Land & Buildings	Plant & machineries	Fixtures, fittings, computer & equipment, motor vehicles	Capital work in progress	Total
	N'000	N'000	N'000	N'000	N'000	N'000
<b>At 1 January 2015</b>						
Cost or valuation	277,284,616	27,452,825	59,598,835	11,211,466	50,906,372	426,454,114
Accumulated depreciation	(63,073,299)	(1,360,809)	(21,065,980)	(6,447,137)	(20,464,682)	(112,411,907)
<b>Net book amount</b>	<b>214,211,317</b>	<b>26,092,016</b>	<b>38,532,855</b>	<b>4,764,329</b>	<b>30,441,690</b>	<b>314,042,207</b>
<b>Year ended 31 December 2015</b>						
Opening net book amount	214,211,317	26,092,016	38,532,855	4,764,329	30,441,690	314,042,207
Decommissioning cost/Remeasurement of estimate	34,689,587	-	6,412	-	-	34,695,999
Additions	16,091,108	1,046,397	1,422,633	722,901	2,252,053	21,535,092
Transfer to intangibles*	-	-	(216,440)	-	-	(216,440)
Transfers from Capital work in progress	-	-	11,047,020	-	(11,047,020)	-
Trf to disposal group classified as held for sale	(38,794,132)	(25,599,417)	(38,104,511)	(2,034,519)	(21,016,481)	(125,549,060)
Disposal	-	(150,251)	(151,969)	(38,230)	-	(340,450)
Impairment - Continuing operations (Note 10)	(22,251,286)	-	-	-	-	(22,251,286)
Reversal of impairments (Note 10)	16,314,631	-	-	-	-	16,314,631
Depletion/Depreciation charge - Continuing operations (Note 10)	(25,502,065)	(5,354)	(298,380)	(1,009,229)	-	(26,815,028)
Depletion/Depreciation charge - Discontinued operations - (Note 10)	-	(371,048)	(3,985,586)	(816,250)	-	(5,172,884)
Exchange difference	16,224,600	(10,894)	625,556	48,960	(931)	16,887,291
<b>Net book amount at 31 December 2015</b>	<b>210,983,760</b>	<b>1,001,449</b>	<b>8,877,590</b>	<b>1,637,962</b>	<b>629,311</b>	<b>223,130,072</b>
<b>At 31 December 2015</b>						
Cost or valuation	267,972,158	1,018,205	11,613,799	4,004,686	629,311	285,238,159
Accumulated depreciation	(56,988,398)	(16,756)	(2,736,209)	(2,366,724)	-	(62,108,087)
<b>Net book amount</b>	<b>210,983,760</b>	<b>1,001,449</b>	<b>8,877,590</b>	<b>1,637,962</b>	<b>629,311</b>	<b>223,130,072</b>
*N216 million which relates to items of intangibles previously classified as property, plant and equipment is now being reclassified to intangible asset.						
<b>Year ended 31 December 2016</b>						
Opening net book amount	210,983,760	1,001,449	8,877,590	1,637,962	629,311	223,130,072
Decommissioning costs	(32,525,818)	-	-	-	-	(32,525,818)
Additions	9,221,077	-	104,988	102,657	920,559	10,349,281
Transfer/reclassification from WIP	-	(349,097)	-	422,995	(73,899)	(1)
Disposal of subsidiary	-	(648,680)	(1,459,679)	(1,068,465)	(1,252,062)	(4,428,886)
Trf to disposal group classified as held for sale	-	-	-	(965)	-	(965)
Disposal of PPE	-	-	578,424	(52,108)	-	526,316
Depletion/Depreciation charge - Continuing operations (Note 10)	(15,849,715)	-	(820,329)	(746,128)	-	(17,416,172)
Depletion/Depreciation charge - Discontinued operations	-	(3,672)	(45,570)	(40,103)	-	(89,345)
Exchange difference	109,703,257	-	3,982,998	310,965	-	113,997,220
<b>Net book amount at 31 December 2016</b>	<b>281,532,561</b>	<b>-</b>	<b>11,218,422</b>	<b>566,810</b>	<b>223,909</b>	<b>293,541,702</b>
<b>At 31 December 2016</b>						
Cost or valuation	387,303,188	380	16,162,458	3,655,017	223,909	407,344,952
Accumulated depreciation	(105,770,627)	(380)	(4,944,036)	(3,088,207)	-	(113,803,250)
<b>Net book amount</b>	<b>281,532,561</b>	<b>-</b>	<b>11,218,422</b>	<b>566,810</b>	<b>223,909</b>	<b>293,541,702</b>
<b>Company</b>						
		Land & Buildings	Plant & machineries	Fixtures, fittings, computer & equipment, motor vehicles		Total
		N'000	N'000	N'000		N'000
<b>At 1 January 2015</b>						
Cost or valuation		257,003	136,608	1,936,547		2,330,158
Accumulated depreciation		(133,042)	(81,685)	(1,296,243)		(1,510,970)
<b>Net book amount</b>		<b>123,961</b>	<b>54,923</b>	<b>640,304</b>		<b>819,188</b>
<b>Year ended 31 December 2015</b>						
Opening net book amount		123,961	54,923	640,304		819,188
Additions		-	17,634	169,131		186,765
Transfers*		-	-	(11,293)		(11,293)
Disposal		(123,961)	-	(15,163)		(139,124)
Depreciation charge		-	(17,465)	(326,488)		(343,953)
Closing net book amount		-	55,092	456,491		511,583
<b>At 31 December 2015</b>						
Cost/Valuation		-	154,241	1,305,000		1,459,241
Accumulated depreciation		-	(99,149)	(848,509)		(947,658)
<b>Net book amount</b>		<b>-</b>	<b>55,092</b>	<b>456,491</b>		<b>511,583</b>
<b>Year ended 31 December 2016</b>						
Opening net book amount		-	55,092	456,491		511,583
Additions		-	-	66,568		66,568
Disposal		-	-	(23,051)		(23,051)
Depreciation charge		-	(11,680)	(163,601)		(175,281)
Closing net book amount		-	43,412	336,407		379,819
<b>At 31 December 2016</b>						
Cost/Valuation		-	154,241	1,316,467		1,470,708
Accumulated depreciation		-	(110,829)	(980,060)		(1,090,889)
<b>Net book amount</b>		<b>-</b>	<b>43,412</b>	<b>336,407</b>		<b>379,819</b>

<sup>(1)</sup>See Note 43(a) for details of upstream assets.

\*Transfers represent PPE transferred to other entities within the Group.

**i Capital work in progress**

Capital work in progress mainly comprises of Gas and Powers' tubeskids and pipeline acquisition/construction costs which has been disposed in 2016. No interest was capitalised (2015: N212 million).

**ii Impairment loss**

In December 2015, OER signed a Sale and Purchase agreement with Nigerian Agip Exploration Limited "NAE" for the sale of its non-operated interests in OMLs 125 & 134 for \$5.5 million in cash and an agreement to transfer \$84.5 million in cash call liabilities due to the joint operations to the buyer. As a result of this, the associated assets and liabilities have been classified as held for sale as at December 31, 2016. The transaction is expected to be completed in 2017 subject to the receipt of consent from the Minister of Petroleum. The carrying amount of the property, plant and equipment was in excess of the agreed amount as at December 31, 2016 and as such an impairment loss of N16 billion (\$61.1 million) has been recognized in the statement of profit or loss under administrative expenses.

This is a non-recurring fair value measurement.

On June 28th, 2015 there was a fire involving two crude storage tanks at the Ebocha flow station in Rivers State, Nigeria; a third tank collapsed after suffering structural damage due to the fire outbreak. The facility is a part of the Nigerian Agip Oil Company Limited Joint Venture ("NAOC JV") in which the Corporation holds a 20% interest. As a result of the incident, \$6.7 million was recognized as reduction of the remaining book value relating to the Corporation's share of the infrastructure and facilities damaged. As the net book value of the specific assets damaged in the fire was not available and the nature and extent of the damage is still unknown. Management determined that there was no indication of impairment of the cash generating unit in which the incident occurred; only the specific assets damaged were derecognized.

As at September 30, 2015 the carrying amount of the OML 125 cash generating unit in property, plant and equipment was reduced to its recoverable amount of N20.5 billion (\$103.0 million) through the recognition of an impairment loss of N17 billion (\$86.3 million). The impairment was triggered by declining oil prices and internal data indicating worse than expected long-term economic performance. The recoverable amount was determined based on the asset's fair value less costs of disposal using a discounted cash flow technique and categorized in Level 3 of the fair value hierarchy. Key assumptions included crude oil prices and the discount rate of 12%. Reserves as at September 30, 2015 were based on internal estimates.

As December 31, 2015 the carrying amount of the Corporation's Interest in Qua Ibo cash generating unit has been reduced to its recoverable amount of N6.9 billion (\$34.6 million) through the recognition of impairment loss of N3.92 billion (\$7.3 million). The impairment was triggered by declining oil prices and internal data indicating worse than expected long-term economic performance. The recoverable amount was determined based on the asset's fair value less costs of disposal using a discounted cash flow technique and categorized in Level 3 of the fair value hierarchy. Key assumptions included crude oil prices and the discount rate of 12%.

As at December 31, 2015, the Group recorded an impairment reversal of N16.3 billion (\$82.8 million) as a result of a change in estimate of the fair value less cost to sell of the asset based on the terms of a signed sale and purchase agreement. Based on this arrangement, the recoverable amount of the OML 125 cash generating unit was determined to be N37 billion (\$185.8 million). No other impairments or impairment reversals were recorded for PP&E as a result of impairment testing in 2015. The recoverable amount was determined based on the asset's fair value less costs of disposal using a discounted cash flow technique and categorized in Level 3 of the fair value hierarchy. Key assumptions included crude oil prices and the discount rate of 12%.

The total impairments recognised of N22.3 billion and reversal of impairments of N16.3 billion affected the upstream asset class in 2015.

**iii** See note 29 for PPE pledged as security.

**16 Intangible assets**

Group	Asset under construction	Goodwill	Software costs	Exploration and Evaluation asset	Licence for gas transmission pipeline	Total
	N'000	N'000	N'000	N'000	N'000	N'000
<b>At 1 January 2015</b>						
Cost or valuation	1,968,622	210,999,211	2,693,520	106,333,556	11,016,359	333,011,268
Accumulated depreciation	-	(696,030)	(1,365,693)	(77,652,454)	(7,591,907)	(87,306,084)
<b>Net book amount</b>	<b>1,968,622</b>	<b>210,303,181</b>	<b>1,327,827</b>	<b>28,681,102</b>	<b>3,424,452</b>	<b>245,705,184</b>
<b>Year ended 31 December 2015</b>						
Opening net book amount	1,968,622	210,303,181	1,327,827	28,681,102	3,424,452	245,705,184
Addition	5,989,055	-	161,413	1,338,659	-	7,489,127
Impairment - Continuing operations (Note 10)	-	-	-	(2,791,116)	-	(2,791,116)
Write off	-	-	(120,987)	-	-	(120,987)
Amortisation charge - Continuing operations (Note 10)	-	-	(171,486)	-	-	(171,486)
Amortisation charge - Discontinued operations (Note 10)	-	-	(207,392)	-	(703,231)	(910,623)
Trf from property, plant and equipment*	-	-	19,950	-	196,490	216,440
Trf to disposal group classified as held for sale	-	(10,354,840)	(493,300)	(623,788)	-	(11,471,928)
Exchange difference	-	14,560,007	24,994	2,186,133	-	16,771,134
<b>Closing net book amount as at 31 December 2015</b>	<b>7,957,677</b>	<b>214,508,348</b>	<b>541,019</b>	<b>28,790,990</b>	<b>2,917,711</b>	<b>254,715,745</b>

\*N216 million which relates to items of intangibles previously classified as property, plant and equipment is now being reclassified to intangible asset.

<b>Year ended 31 December 2015</b>						
Cost	7,957,677	215,204,378	1,647,837	49,692,354	11,222,341	285,724,587
Accumulated amortisation and impairment	-	(696,030)	(1,106,818)	(20,901,364)	(8,304,630)	(31,008,842)
<b>Net book amount as at 31 December 2015</b>	<b>7,957,677</b>	<b>214,508,348</b>	<b>541,019</b>	<b>28,790,990</b>	<b>2,917,711</b>	<b>254,715,745</b>
<b>Year ended 31 December 2016</b>						
Opening net book amount	7,957,677	214,508,348	541,019	28,790,990	2,917,711	254,715,745
Addition	3,737,154	-	965	1,931,741	13,116	5,682,976
Amortisation charge - Continuing operations (Note 10)	-	-	(246,527)	-	-	(246,527)
Amortisation charge - Discontinued operations (Note 10)	-	-	(8,095)	-	(346,769)	(354,864)
Disposal during the year	-	-	-	(3,532,829)	-	(3,532,829)
Disposal of subsidiary	(11,694,831)	(4,016,812)	(33,337)	-	(2,584,058)	(18,329,038)
Exchange difference	-	108,178,658	91,527	15,324,820	-	123,595,005
<b>Closing net book amount as at 31 December 2016</b>	<b>-</b>	<b>318,670,194</b>	<b>345,552</b>	<b>42,514,722</b>	<b>-</b>	<b>361,530,468</b>
Cost	-	319,366,225	1,776,534	74,541,429	-	395,684,188
Accumulated amortisation and impairment	-	(696,031)	(1,430,982)	(32,026,707)	-	(34,153,720)
<b>Net book amount as at 31 December 2016</b>	<b>-</b>	<b>318,670,194</b>	<b>345,552</b>	<b>42,514,722</b>	<b>-</b>	<b>361,530,468</b>

Company	Software costs N'000
<b>At 1 January 2015</b>	
Cost	976,228
Accumulated amortisation and impairment	(813,310)
<b>Net book amount</b>	<b>162,918</b>
<b>Year ended 31 December 2015</b>	
Opening net book amount	162,918
Additions	161,413
Amortisation charge	(41,249)
Closing net book amount	<b>283,082</b>
<b>At 31 December 2015</b>	
Cost	1,137,641
Accumulated amortisation and impairment	(854,559)
<b>Net book value</b>	<b>283,082</b>
<b>Year ended 31 December 2016</b>	
Opening net book amount	283,082
Additions	965
Amortisation charge	(101,896)
Closing net book amount	<b>182,151</b>
<b>At 31 December 2016</b>	
Cost	1,138,606
Accumulated amortisation and impairment	(956,455)
<b>Net book value</b>	<b>182,151</b>

**i Service Concession Arrangements (Gas Transmission Pipeline and Asset Under Construction)**

**Asset under construction - Gaslink Nigeria Limited (GNL)**

GNL entered into an arrangement with the Nigerian Gas Company Limited (NGC), a government business parastatal charged with the development and management of the Federal Government of Nigeria's natural gas reserves and interests. Under the agreement, GNL is required to fund, design and construct gas supply and distribution facilities to deliver gas to end-users in Greater Lagos Industrial area. During the agreed period, GNL shall purchase gas from NGC and sell to its customers. The agreement was entered into in March 1999 and shall be in force for 20 years. The total sum due to putting in place the distribution facilities shall be determined by GNL in consultation with NGC. This amount determined shall represent capital contribution by GNL and shall be recovered by GNL from revenue from sale of gas over the contract period using an agreed cost recovery formula. Per the agreement, the cost recovery rate shall be based on mutually agreed rate per molecule of gas sold.

GNL is required to fund, design and construct the gas distribution facilities, and has a right to utilise the pipeline asset and the right of way licence obtained by NGC for the generation of revenue from the use of the pipeline during the contract period. NGC is also obligated to deliver Annual Contract Quantity of gas to GNL and GNL is obligated to take or pay for the quantity delivered. At the end of the contract period, the pipeline asset will be transferred to NGC. Either party has the right to terminate the agreement by serving the other party six (6) months notice in the event of failure to meet the first gas delivery date, major breach of the contract terms, force majeure and in the event of insolvency or bankruptcy of either party.

Capital recovery is capped at the total capital expenditures plus finance costs incurred over the life of the contract. The service concession arrangement has been classified as an intangible asset as Gaslink has the right to charge the users of the pipeline over the concession period. NGC has not guaranteed payment of any shortfall on recovery from users.

Asset under Construction represent construction of a gas pipelines for Greater Lagos Industrial area phase IV. GNL was disposed in 2016 (see note 26a). The carrying amount of the facility on the disposal date was N11.7 billion (2015: N7.9 billion).

**ii Impairment on intangible assets**

**a Exploration and evaluation asset impairment losses**

The above exploration and evaluation assets represent expenditure arising from the exploration and evaluation of oil and gas interests. The costs relate to oil and gas properties primarily located in Nigeria and São Tomé and Príncipe "STP". The technical feasibility and commercial viability of extracting oil and gas has not yet been determined in relation to the above properties, and therefore, they remain classified as exploration and evaluation assets at December 31, 2016.

On February 19, 2016 the Corporation through its subsidiary, Equator Exploration Limited "Equator", executed a Production Sharing Contract with the National Petroleum Agency of STP "ANP-STP" for an 87.5% participating interest in Block 12. The Corporation subsequently farmed out 65% participating interest and transferred operatorship in Blocks 5 and 12 to Kosmos Energy Sao Tome and Principe. After completion of both farm-outs, the Corporation now holds 20% and 22.5% in Blocks 5 and 12 respectively. The farm-out arrangements with Kosmos have been accounted for by recognizing only the cash payments received without recognizing any consideration in respect of the value of the work to be performed by the farmee. The carrying value of the remaining interest after the farm-out is the previous cost of the full interest in both Blocks 5 and 12 reduced by the amount of cash consideration received for entering the agreement. The effect is that there was no gain recognized on the disposal as the cash consideration received did exceed the carrying value of the entire asset held.

Key assumptions in the determination of cash flows from reserves include crude oil, natural gas and natural gas liquids "NGL" prices, loss factors and the discount rate. Reserves as at December 31, 2016 have been evaluated by independent qualified reserves evaluators. The table below summarizes the forecasted prices used to determine cash flows from crude oil reserves and resources which is based on the futures market forward curve for Brent.

Year	2017	2018	2019	2020	2021	2022	2023
Dated Brent (US\$/barrel)	58.0	58.1	58.3	58.4	58.5	61.7	65.2
NGL (US\$/barrel)	11.3	11.3	11.3	11.3	11.3	11.5	11.7
Natural gas (US\$/mcf)	1.6	1.6	1.6	1.6	1.6	1.7	1.7
Year	2024	2025	2026	2027	2028	2029	Beyond
Dated Brent (US\$/barrel)	68.8	72.6	76.6	80.8	85.3	90.0	+2%
NGL (US\$/barrel)	11.9	12.1	12.3	12.5	12.8	13.0	+2%
Natural gas (US\$/mcf)	1.8	1.9	2.0	2.1	2.2	2.3	+2%

Crude oil loss factors applied ranged from 15% on an annual basis to end of field life and for the first five years depending on the field. The discount rate applied was 12%. For exploration and evaluation assets, the Corporation used \$0.86/boe as the implied value/boe on 2C unrisks contingent resources based on comparable market transactions and consideration of forward price declines.

Management determined that exploration and evaluation assets are qualifying assets and therefore eligible for capitalisation of borrowing cost. However, no borrowing cost was capitalised during the year reviewed. The assessment above did not lead to any impairment loss.

**b Goodwill impairment losses**

No goodwill impairment was recognised in 2016 (2015: nil).



**Impairment tests for goodwill**

**Key assumptions**

In determining the recoverable amount of a CGU, management has made key assumptions to estimate the present value of future cash flows. These key assumptions have been made by management reflecting past experience and are consistent with relevant external sources of information.

**Cashflows**

The cashflow projections are from financial budgets approved by senior management covering a 5 year period.

**Pre-tax risk adjusted discount rates**

Pre-tax risk adjusted discount rates are derived from risk-free rates based upon long term government bonds in the territory in which the CGU operates. A relative risk adjustment has been applied to risk-free rates to reflect the risk inherent in the CGU. The cash forecast covered five years.

Goodwill is allocated to the Group's cash generating units (CGUs) identified according to the operating segments. A segment-level summary of the goodwill allocation is presented below:

	Nigeria N'000	Other countries N'000	Total N'000
<b>At 31 December 2015</b>			
OER	208,294,672	-	208,294,672
Oando Trading Bermuda (OTB)	-	2,196,864	2,196,864
Gas & power	4,016,812	-	4,016,812
	<b>212,311,484</b>	<b>2,196,864</b>	<b>214,508,348</b>
<b>At 31 December 2016</b>			
OER	316,473,330	-	316,473,330
Oando Trading Bermuda (OTB)	-	2,196,864	2,196,864
	<b>316,473,330</b>	<b>2,196,864</b>	<b>318,670,194</b>

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a 5 year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates for the CGU in future as disclosed below. The growth rate does not exceed the long-term average growth rate for the respective industry in which the CGU operates.

The key assumptions used for value-in-use calculations were as follows:

	OER	Marketing	Oando Trading Bermuda	Gas & power	Energy Services	Corporate & Other
<b>At 31 December 2015</b>						
Growth rate	9.2%	6.6%	6.6%	7.9%	-5.1%	N/A
Discount rate	17.4%	17.2%	17.2%	17.2%	19.7%	N/A
<b>At 31 December 2016</b>						
Growth rate	13.7%	0.0%	7.9%	0.0%	0.0%	N/A
Discount rate	20.3%	0.0%	16.8%	0.0%	0.0%	N/A

Management determined budgeted gross margins based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecast performance of the oil and gas industry in which the CGUs operate. The discount rates used are pre-tax and reflect specific risks relating to the relevant segment and CGU.

**17 Investment in associate accounted for using the equity method**

The amounts recognised in the statement of financial position are as follows:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Investment in Associates	10,653,425	2,530,813	15,500,552	2,716,431

The amounts recognised in the statement of profit or loss are as follows:

Share of loss	(4,661,510)	(878,600)	-	-
---------------	-------------	-----------	---	---

**Investment in associate**

Set out below are the associates of the Group at 31 December 2016, which, in the opinion of the directors, are material to the Group. The associates have share capital consisting solely of Ordinary Shares, which are held directly by the Group. The countries of incorporation or registration of the associates are also their principal places of business.

	Place of business	Country of incorporation	% of ownership interest	Nature of the relationship	Measurement method
<b>2016</b>					
Oando Wings Development Limited (OWDL)	Nigeria	Nigeria	25.8%	Associate	Equity Accounting
Copper BV	Netherlands	Netherlands	40.0%	Associate	Equity Accounting
Glover BV	Netherlands	Netherlands	30.0%	Associate	Equity Accounting
<b>2015</b>					
Oando Wings Development Limited	Nigeria	Nigeria	25.8%	Associate	Equity Accounting

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

Oando Wings Development Limited is a Special Purpose Vehicle incorporated in 2011 in Nigeria to invest in real estate and to undertake, alone or jointly with other companies or persons the development of property generally for residential, commercial or any other purpose including but not limited to the development of office complexes and industrial estates. The company is a private company and therefore there is no quoted market price available for its shares. The company has an authorised share capital of ten million ordinary shares of N1 each.

The company was a fully owned subsidiary of Oando Plc. until December 20, 2013, when it issued 3,710,000 ordinary shares of N1 each to RMB Westpoint. The issue of ordinary shares to RMB Westpoint Wings diluted Oando Plc's interest to 41% and OWDL was subsequently accounted for as "investment in associate". On May 8, 2014, Standard Bank Group International Limited (SBGI) exercised its option and an additional 3,710,000 ordinary shares of N1 each was taken up by SBGI. As a result, Oando Plc's interest ("investment in associate") was further diluted to 25.8%.

Oando Plc acquired two new associates namely Copper BV (40%) and Glover BV (30%) on 01 July 2016 and 31st December 2016 respectively by virtue of the shares received through the share exchange as part of the consideration for the sale of targeted companies in the Marketing, Refining and Terminals, and Gas & Power segments. The fair value of the interest received were N10.44billion & N2.34billion respectively which was taken as the carrying value of the associate. The Associate Companies have been equity accounted for in the consolidated financial statement.

Oando Plc exerts significant influence over these entities. The Group has representatives on the board of Directors and is involved in management decisions taken by the entities.

**Summarised financial information for the associate**

Set out below are the summarised financial information for the associates

**2015**

Summarised statement of financial position

	<b>OWDL 2015 N'000</b>
<b>Current assets:</b>	
Cash and cash equivalents	690,298
Total current assets	<u>690,298</u>
<b>Non-current Assets</b>	
Investment properties	24,610,591
Other non-current assets	272,033
Total current assets	<u>24,882,624</u>
<b>Non-current liabilities</b>	
Financial liabilities	(10,668,822)
Other liabilities	(1,361,340)
Total non-current liabilities	<u>(12,030,162)</u>
Net asset/equity	<u>13,542,760</u>

**Summarised statement of comprehensive income**

Revenue	-
Administrative expenses	(86,185)
Other expenses	(2,989,119)
Interest expense	<u>(330,122)</u>
Loss from continuing operations	(3,405,426)
Income tax expense	-
	<u>(3,405,426)</u>
Total comprehensive loss	<u>(3,405,426)</u>
Share of loss in associate	<u>(878,600)</u>

The information above reflects the amounts presented in the financial statements of the associate adjusted for differences in accounting policies between the Group and the associate.

**Reconciliation of summarised financial information**

Reconciliation of the summarised financial information presented to the carrying amount of its interest in associates

	<b>OWDL 2015 N'000</b>
Share of net asset	3,494,032
Equity contribution by promoters	(963,219)
Carrying value of the associate	<u>2,530,813</u>
Carrying value:	
As at beginning of the year	3,409,413
Share of associate loss	(878,600)
Investment in associates	
As at end of the year	<u>2,530,813</u>

**Summarised financial information for the associate**

Set out below are the summarised financial information for the associates

2016	Glover BV 2016 N'000	Copper JV 2016 N'000	OWDL 2016 N'000
Summarised statement of financial position			
Total current assets	24,029,743	90,005,500	726,274
Total non-current assets	49,342,278	98,747,490	54,489,810
Total current liabilities	(38,321,312)	(87,230,000)	(1,699,119)
Total non-current liabilities	(27,236,972)	(88,236,500)	(26,190,180)
Net asset/equity	<u>7,813,737</u>	<u>13,286,490</u>	<u>27,326,785</u>

**Summarised statement of comprehensive income**

Revenue	-	127,217,993	226,639
(Loss)/profit after tax	<u>-</u>	<u>(12,813,512)</u>	<u>1,798,043</u>
Total comprehensive (loss)/income	<u>-</u>	<u>(12,813,512)</u>	<u>1,798,043</u>
Share of (loss)/profit in associate	<u>-</u>	<u>(5,125,406)</u>	<u>463,895</u>

The information above reflects the amounts presented in the financial statements of the associate adjusted for differences in accounting policies between the Group and the associate.

Reconciliation of the summarised financial information presented to the carrying amount of its interest in associates	Glover BV 2016 N'000	Copper JV 2016 N'000	OWDL 2016 N'000	TOTAL 2016 N'000
Share of net asset	30% 2,344,121	40% 5,314,596	26% 7,050,311	14,709,028
Equity contribution by promoters	-	-	(4,055,602)	(4,055,602)
Carrying value of the associate	<u>2,344,121</u>	<u>5,314,596</u>	<u>2,994,708</u>	<u>10,653,425</u>
Carrying value:				
As at beginning of the year	-	-	2,530,813	2,530,813
Investment in associates	2,344,121	10,440,002	-	12,784,123
Share of (loss)/profit in associate	-	(5,125,406)	463,895	(4,661,511)
As at end of the year	<u>2,344,121</u>	<u>5,314,596</u>	<u>2,994,708</u>	<u>10,653,425</u>

The associate had no capital commitments at 31 December 2016 (2015: N5.52 billion)

**Goodwill on acquisition of associates**

	Glover BV N'000	Copper JV N'000
FV of consideration	2,344,121	10,440,000
FV of 30%/40% of net asset	(2,344,121)	(10,440,000)
Goodwill	<u>-</u>	<u>-</u>

No dividend was received from the associates in the year under review.

The Group does not have any significant restrictions such as borrowing or any regulatory restrictions that impede the ability of the associates to transfer funds in form of dividend or cash to the Group.

Company	2016 N'000	2015 N'000
<b>Investment in associates</b>		
Oando Netherlands Holdings 3 Cooperative U.A	2,344,121	-
Oando Netherlands Holdings 2 Cooperative U.A	10,440,002	-
Oando Wings	2,716,431	2,716,431
<b>TOTAL</b>	<u>15,500,554</u>	<u>2,716,431</u>

18 **Deferred income tax liabilities and deferred income tax assets**

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

	Group 2016 N'000	Group 2015 N'000
The analysis of deferred tax liabilities and deferred tax assets is as follows:		
<b>Deferred tax liabilities</b>		
Deferred tax liability to be recovered after more than 12months	198,908,983	155,451,886
Deferred tax liability to be recovered within 12months	-	455,538
<b>Total deferred tax liabilities</b>	<u>198,908,983</u>	<u>155,907,424</u>
<b>Deferred tax assets</b>		
Deferred tax assets to be recovered after more than 12months	3,107,035	77,901
Deferred tax assets to be recovered within 12months	41,651,144	34,964,628
<b>Total deferred tax assets</b>	<u>44,758,179</u>	<u>35,042,529</u>
<b>Total deferred tax liabilities (net)</b>	<u>154,150,804</u>	<u>120,864,895</u>

The gross movement in deferred income tax account is as follows:

	2016 N'000	2015 N'000
At start of the year	120,864,895	136,399,065
Credited to profit or loss (Note 13)	(27,226,161)	(13,895,917)
Disposal of business	684,206	-
Credited to other comprehensive income	-	(117,398)
Transfer to held for sale (Note 26)	-	(11,705,851)
Exchange differences	59,827,864	10,184,996
At end of year	<u>154,150,804</u>	<u>120,864,895</u>

Consolidated deferred income tax assets and liabilities, deferred income tax charge/(credit) in the income statement, in equity and other comprehensive income are attributable to the following items:

	1.1.2015 N'000	Charged/ (credited) to P/L N'000	Charged/ (credited) to OCI N'000	Held for Sale N'000	Exchange Differences N'000	31.12.2015 N'000
<b>2015</b>						
<b>Deferred income tax liabilities</b>						
Property, plant and equipment and Exploration and evaluation assets:	131,101,801	15,543,159	-	(13,081,036)	10,130,676	143,694,600
Finance Leases	10,701,307	221,657	-	-	834,322	11,757,286
Embedded derivative	407,993	196,811	-	(604,804)	-	-
Borrowings/other payables	(23,149)	(46,766)	-	69,915	-	-
Financial instruments	544,436	(82,985)	-	(5,913)	-	455,538
Inventory	5,995,142	(5,995,142)	-	-	-	-
	<u>148,727,530</u>	<u>9,836,734</u>	<u>-</u>	<u>(13,621,838)</u>	<u>10,964,998</u>	<u>155,907,424</u>
<b>Deferred income tax assets</b>						
Provisions	(10,986,420)	(24,887,241)	-	1,540,084	(756,912)	(35,090,489)
Tax losses	(985,316)	1,008,273	-	-	(22,957)	-
Retirement benefit obligation	(253,363)	120,865	(117,398)	375,903	(146)	125,861
Financial instruments	(103,366)	25,452	-	-	13	(77,901)
	<u>(12,328,465)</u>	<u>(23,732,651)</u>	<u>(117,398)</u>	<u>1,915,987</u>	<u>(780,002)</u>	<u>(35,042,529)</u>
<b>Net deferred income tax liabilities</b>	<u>136,399,065</u>	<u>(13,895,917)</u>	<u>(117,398)</u>	<u>(11,705,851)</u>	<u>10,184,996</u>	<u>120,864,895</u>
	1.1.2016: Continuing operations N'000	Charged/ (credited) to P/L N'000	Disposal of business N'000	Held for Sale N'000	Exchange Differences N'000	31.12.2016 N'000
<b>2016</b>						
<b>Deferred income tax liabilities</b>						
Property, plant and equipment and Exploration and evaluation assets:	143,694,600	(33,808,953)	(67,695)	-	70,903,576	180,721,528
Intangible assets	-	(377,491)	377,491	-	-	-
Finance Leases	11,757,286	147,788	-	-	6,282,381	18,187,455
Financial instruments	455,538	-	(455,538)	-	-	-
	<u>155,907,424</u>	<u>(34,038,656)</u>	<u>(145,742)</u>	<u>-</u>	<u>77,185,957</u>	<u>198,908,983</u>
<b>Deferred income tax assets</b>						
Provisions	(35,090,489)	9,589,156	741,391	-	(16,921,158)	(41,681,100)
Tax losses	-	(2,669,351)	-	-	(437,684)	(3,107,035)
Retirement benefit obligation	125,861	(96,802)	-	-	897	29,956
Financial instruments	(77,901)	(10,508)	88,557	-	(148)	-
	<u>(35,042,529)</u>	<u>6,812,495</u>	<u>829,948</u>	<u>-</u>	<u>(17,358,093)</u>	<u>(44,758,179)</u>
<b>Net deferred income tax liabilities</b>	<u>120,864,895</u>	<u>(27,226,161)</u>	<u>684,206</u>	<u>-</u>	<u>59,827,864</u>	<u>154,150,804</u>

Analysis of deferred tax charge for the year:

	2016 N'000	2015 N'000
- Continuing operations (Note 13)	(33,565,679)	(12,818,481)
- Discontinued operations (Note 13)	(1,104,122)	(1,077,436)
	<u>(34,669,801)</u>	<u>(13,895,917)</u>

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

Deferred tax asset relating to unutilised tax losses carried forward are recognised if it is probable that they can be offset against future taxable profits or existing temporary differences. As at 31 December 2016, the Group had unused tax losses of N221.6 billion (2015: N189.5 billion) relating to tax losses from Oando Plc (Company), and OER which were not recognised. Management is of the view that due to the structure of the companies, sufficient taxable profit may not be generated in the nearest future to recover the deferred tax. The tax losses can be carried forward indefinitely. The subsidiaries does not have any unrecognised deferred tax liability.

At 31 December 2016, there was no recognised deferred tax liability (2015: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries, associate or joint venture. The Group has determined that undistributed profits of its subsidiaries, joint venture or associate will not be distributed in the foreseeable future.

The temporary differences associated with investments in the Group's subsidiaries and associates, for which a deferred tax liability has not been recognised in the periods presented, aggregate to N42.7 billion (2015: deferred tax asset N3.1 billion).

**Company**

The company has unused tax losses of N117.8 billion (2015: N30.2 billion) for which no deferred tax was recognised. There was no time limit within which the tax assets could be utilised.

19 Derivative financial assets	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Commodity option contracts (i)	6,932,527	24,853,969	-	-
	<u>6,932,527</u>	<u>24,853,969</u>	<u>-</u>	<u>-</u>
Analysis of total derivative financial assets				
Non current	844,438	14,591,951	-	-
Current	6,088,089	10,262,018	-	-
Total	<u>6,932,527</u>	<u>24,853,969</u>	<u>-</u>	<u>-</u>

**i Commodity option contracts**

The table below summarizes the details of the financial commodity contracts in place as at December 31, 2016 as a result of these arrangements:

Position	Remaining term	Fixed (\$)	Price/Unit <sup>1</sup> Strike (\$)	Premium <sup>2</sup>	Volume* (bbl/d)	Fair value =N=
- Fixed sell, purchased call <sup>3</sup>	Jan 2017 to July 2017	65.00	75.00	-	5,333	2,790,445
- Purchased put <sup>3</sup>	Jan 2017 to July 2017	-	75.00	10.00	2,667	1,395,252
- Purchased put <sup>4</sup>	Feb 2017 to Jan 2019 <sup>5</sup>	-	75 - 85	14.84 - 14.83	1590	2,746,830
Total					9,590	6,932,527

<sup>1</sup> Based on the weighted average price/unit for the remainder of contract.

<sup>2</sup> Premiums are deferred and payable monthly and settled net of fixed and strike cash flows.

<sup>3</sup> Financial commodities contract associated with the Senior Secured Facility..

<sup>4</sup> Financial commodities contract associated with the Corporate Finance Loan Facility.

<sup>5</sup> Remaining term excludes January 2017.

\* Average volume over the remaining life of the contract.

The effect of the hedges associated with the Senior Secured Facility is to fix the price of oil that the Group receives, on the specific volumes at \$65/bbl until the benchmark price of dated Brent crude oil reaches \$75/bbl; when dated Brent crude oil price exceeds \$75/bbl the Group will receive the incremental price above \$75/bbl. These hedges account for 8,000 bbl/day. The effect of the hedges associated with the Corporate Finance Loan Facility is to fix the price of oil that the Group receives, on the specific volumes at an average price of \$65/bbl until the benchmark price of dated Brent crude oil reaches the cap price (which ranges from \$75/bbl to \$85/bbl); when dated Brent crude oil price exceeds the cap price the Group will receive the incremental price above cap price. These hedges account for an average of 1,590 bbl/day.

Derivatives, including financial commodity contracts, are initially recognized at fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value with the resulting gains or losses recognized as income or expense in the statement of comprehensive loss in the period. The fair value of the commodity contracts as at December 31, 2016 was N6.9 billion (\$22.7 million). Included in the net fair value gains on financial commodity contracts for the year ended December 31, 2016 is a loss of N26.8 billion (\$102.1 million), from the aforementioned early settlement and reset arrangements (2015 - \$34.9 million) and N16.98 billion (\$64.8 million) of net unrealized gains.

The fair value of commodity contracts are calculated based on observable inputs which include forward prices of crude oil.

**ii Convertible options**

The table below presents the changes in level 3 instruments for the year ended 31 December 2016.

	Company 2016 N'000	Company 2015 N'000
At start of year	-	1,662,948
Gain/loss recognised in statement of profit or loss	-	(1,662,948)
At end of year	<u>-</u>	<u>-</u>

20 Finance lease receivables	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Finance lease receivable - Current	-	232,328	-	-
Finance lease receivable - Non Current	60,926,511	43,589,953	-	-
	<u>60,926,511</u>	<u>43,822,281</u>	<u>-</u>	<u>-</u>

(i) As a result of COP Acquisition, the Group through OER became a party to a power purchase agreement which is accounted for as a finance lease. The Group, as a party to the NAOC/POCNL/NNPC JV entered into a power purchase agreement with Power Holding Company of Nigeria (now Nigerian Bulk Electricity Trading "NBET") in 2001. The agreement is to develop, finance, construct, own maintain and operate as a joint operations an upstream gas project. The gas project is located at Kwale for the production of electric power ("the Kwale-Okpai Independent Power Plant" or "Kwale IPP"). The gas plant utilizes fuel source from the natural gas reserves in jointly operated oil fields operated by Nigeria Agip Oil Company Limited (NAOC). The agreement will continue in full force and effect for 20 years from the Commercial operations date with the option of renewal of 5 years. At the end of the 25th year, PHCN shall have the option to purchase the Kwale IPP at a fair price determined by an expert. PHCN will pay a contracted sum to the Joint operations partners throughout the tenure for capacity and for the purchase of electricity from the plant. The residual value has been estimated to be \$164.7 million. The lease payments grow over time but are lower than the interest income for the first five years and as such all the finance lease receivable has been considered as non-current.

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

The residual value has been estimated to be N50.2 billion (\$164.7million). The lease payments grow over time but are lower than the interest income for the first five years and as such all the finance lease receivable has been considered as non-current.

The finance lease receivables by the Group amounted to N60.9 billion as at December 31, 2016 (2015: N43.8 billion) and will bear interest until their maturity dates of N89.9 billion (2015: N68.1 billion). The increase is attributable to exchange difference. The fair value of the lease receivable as at 31 December 2016 is N43.9 billion (2015: N42.34 billion).

(ii) The Group through its subsidiary Alausa Power Limited (APL) entered into an agreement with the Lagos State Government (LASG) to build, operate and transfer an electricity generating power plant located at Alausa, Ikeja, Lagos State, Nigeria, with up to 10MW installed capacity. Under the terms of the contract LASG will purchase 10.4MW of electricity from APL, with a committed annual demand of 4MW on a take-or-pay basis. The contract is for an initial period of 10 years from commercial operations date with an option to negotiate an extension for successive terms upon terms and conditions that shall be mutually agreed. Commercial operation commenced in October 2013.

The excess of the present value of the lease receivables over the carrying value of the asset derecognised (N1.3 billion) is recognised as unearned lease premium and amortised as other operating income to profit or loss over the lease term of 10 years; N141 million was amortised in 2016 (2015: N132 million). The carrying value of the finance lease at 31 December 2016 is N4.20 billion (2015: N4.43 billion). This has been disclosed as part of held for sale in 2016.

The receivables under the finance leases are as follows

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
<b>Non-current receivable</b>				
Finance lease - gross receivables	150,807,015	110,689,722	-	-
Unearned finance income	(89,880,504)	(67,099,769)	-	-
	<u>60,926,511</u>	<u>43,589,953</u>	-	-
<b>Current receivables</b>				
Finance lease - gross receivables	-	1,185,440	-	-
Unearned finance income	-	(953,112)	-	-
	-	<u>232,328</u>	-	-
<b>Gross receivables from finance lease</b>				
Not later than one year	6,496,532	4,624,629	-	-
Later than one year and not later than five years	35,003,021	21,002,192	-	-
Later than five years	<u>109,307,462</u>	<u>86,248,341</u>	-	-
	150,807,015	111,875,162	-	-
Unearned future finance income on finance lease	(89,880,504)	(68,052,881)	-	-
Net investment in finance lease	<u>60,926,511</u>	<u>43,822,281</u>	-	-

**21 Non-current receivables**

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Underlift receivables (Note 21a)	22,173,422	14,470,884	14,418,044	9,409,546
Other non-current receivables (Note 21b)	<u>32,542,482</u>	<u>13,954,841</u>	<u>9,711,893</u>	-
	54,715,904	28,425,725	24,129,937	9,409,546
Less: Allowance for impairment of non-current receivables	(32,681,515)	(21,328,754)	(14,418,044)	(9,409,546)
	<u>22,034,389</u>	<u>7,096,971</u>	<u>9,711,893</u>	-

Movement in allowance for impairment of non-current receivables for the year is as detailed below:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
At start of the year	21,328,754	16,910,081	9,409,546	8,735,439
Allowance for receivables impairment - Continuing operations (Note 10)	-	3,083,744	-	-
Exchange difference	<u>11,352,761</u>	<u>1,334,929</u>	<u>5,008,498</u>	<u>674,107</u>
At end of year	<u>32,681,515</u>	<u>21,328,754</u>	<u>14,418,044</u>	<u>9,409,546</u>

(a) **Underlift receivables**

Under lift receivables represent the Group's crude oil entitlements as a result of operations on OML 125. These balances are owed by the Nigerian National Petroleum Corporation (NNPC). The NNPC is the state oil corporation through which the federal government of Nigeria regulates and participates in the Country's petroleum industry. OER is currently in a dispute with the NNPC in relation to certain liftings done by the NNPC in 2008 and 2009 and which, in the view of OER and Nigeria Agip Exploration Limited ("NAE"), the operator of OML 125, exceeded the NNPC's entitlements due to a dispute between OER and the NNPC in relation to OER's tax obligations associated with oil production from OML 125. This dispute was referred to arbitration by NAE and the OER and, in October 2011, the arbitral tribunal issued an award which was in favour of NAE and the OER.

Later in October 2011, NNPC filed a lawsuit in the Nigerian Federal High Court challenging the award and it obtained an injunction restraining further action in the arbitration. The NNPC also filed an action requesting the court to retain an injunction pending final determination of the case before the Federal High Court. In response to the NNPC law suit, NAE and the OER filed an application to discharge the injunction. The case is still pending before the Nigerian Federal High Court. Although not a party to the arbitration proceedings described above, in October 2011, the Federal Inland Revenue Service ("FIRS") began an action in the Federal High Court challenging the jurisdiction of the arbitral tribunal to determine tax issues in the proceedings between the NNPC, NAE and the OER. In response to this, in October 2011, NAE and OER filed a jurisdictional challenge against the FIRS on the ground that the FIRS lacked the ability to demonstrate sufficient connection to the matter between NNPC and NAE/OER.

On February 28, 2014, the injunction obtained by the NNPC restraining the arbitration was set aside by the Court of Appeal. NAE and OER have subsequently communicated the value of final award expected to the arbitration panel. The award has not been granted neither has NNPC appealed the setting aside of the injunction to date.

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

On completion of the Oando Reorganization on July 24, 2012, OER retained the contractual rights to receive the cash flows associated with N22.17billion (2015: 14.47 billion; \$72.7 million) of the underlift receivable and also assumed a contractual obligation to pay a portion of those cash flows to the Group. As part of the terms, OER has no obligation to pay amounts to Oando Pic unless it collects the equivalent amounts from the original receivable.

The Group has made full provision for the receivables due to the uncertainty associated with the timing of collectability and the related dispute. The increase in the underlift receivables is as a result of exchange rate differential, which also impacted on the translated accumulated provisions amount.

**(b) Other non-current receivable**

Other non-current receivables include a joint venture receivable of N12.3 billion (\$40.4 million), which represents the maximum credit risk exposure on this instrument. As at December 30, 2015 the carrying amount of the joint venture receivable related to the Corporation's Interest in Qua Ibo has been reduced to its recoverable amount through the recognition of an impairment loss of N3.08 billion (\$15.6 million). Also included is N9.7billion receivable from Glover BV. The recoverable amount has been determined using a discounted cash flow technique and categorized in Level 3 of the fair value hierarchy. Key assumptions include crude oil prices and the discount rate of 15%.

**22 Inventories**

	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Finished goods	1,321,893	1,181,186	-	-
Materials	797,857	694,670	-	-
Products-in-transit	10,684,582	-	-	-
Consumables and engineering stock	-	389,362	-	-
	<b>12,804,332</b>	<b>2,265,218</b>	-	-

The cost of inventories recognised as an expense (written down to NRV) and included in 'cost of sales' was nil (2015: N24.8 billion). There was no inventory carried at net realisable value as of the reporting date (2015: nil).

**23 Trade and other receivables**

	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Trade receivables	48,664,918	59,421,034	-	-
Less: Allowance for impairment of trade receivables	(1,450,898)	(2,470,923)	-	-
	47,214,020	56,950,111	-	-
Other receivables	64,135,790	10,920,378	16,249,243	18,658,396
Withholding tax receivable	11,577,121	11,395,310	2,817,245	2,877,289
Deposit for import	37	85,297	-	-
Amount due from related parties (Note 37)	-	-	143,928,157	191,755,780
Less: Allowance for impairment of other receivables	(15,924,891)	(2,928,781)	(51,595,951)	(7,248,882)
	<b>107,002,077</b>	<b>76,422,315</b>	<b>111,398,694</b>	<b>206,042,583</b>

Other receivables relates to cash call advances to joint operations partners of N18.7 billion (\$61.3 million), COP consent refund of N7.6 billion (\$24.8 million) and N854 million (\$2.8 million) relates to amounts due from bankers on realized portion of commodity contracts.

The carrying amounts of trade and other receivables for 2016 and 2015 respectively approximate their fair values due to their short term nature. The fair values are within level 2 of the fair value hierarchy.

Movement in provision for impairment of receivables for the year is as detailed below:

	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
As previously stated:				
At start of the year	5,399,704	8,530,438	7,248,882	2,045,890
Allowance for receivables impairment - Continuing operations (Note 10)	13,877,458	38,758	50,332,803	5,202,992
Allowance for receivables impairment - Discontinued operations	780,561	1,459,712	-	-
Reclassification to allowance for impairment <sup>1</sup>	-	152,701	-	-
Receivables written off during the year as uncollectible	(782,743)	(107,440)	(5,985,734)	-
Disposal of subsidiary	(2,347,205)	-	-	-
Exchange difference	771,638	80,055	-	-
Transfer to disposal group classified as held for sale	(323,623)	(4,754,520)	-	-
At end of year	<b>17,375,790</b>	<b>5,399,704</b>	<b>51,595,951</b>	<b>7,248,882</b>

<sup>1</sup>Reclassification to allowance for impairment - Represents allowance for impairment previously mapped directly to trade receivables now reclassified to allowance for impairment.

Trade & other receivables are non-interest bearing and are normally settled within one year. The carrying amounts of trade and other receivables for 2016 and 2015 respectively approximate their fair values.

24 Available-for-sale financial assets & investment in subsidiaries

(a) Available-for-sale financial assets represent the Company's investments in listed securities on the Nigerian Stock Exchange, and they all relate to equity instruments. Each investment is carried at fair value based on current bid price at the Nigerian Stock Exchange.

The movement in the available-for-sale financial asset is as follows:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
At start of the year	137,202	198,831	136,130	197,837
Impairment loss	(22,145)	(61,707)	(22,145)	(61,707)
Exchange difference	585	78	-	-
At the end of year	<u>115,642</u>	<u>137,202</u>	<u>113,985</u>	<u>136,130</u>

Impairment loss represents a significant and prolonged decline in fair value.

Analysis of available-for-sale financial asset

	2,867	5,067	2,867	5,067
Non current				
Current	112,775	132,135	111,118	131,063
Total	<u>115,642</u>	<u>137,202</u>	<u>113,985</u>	<u>136,130</u>

(b) Investment in subsidiaries (Cost)

	Company 2016 N'000	Company 2015 N'000
Gaslink Nigeria Limited	-	6,950,847
Oando Exploration and Production Limited	3,895,788	3,896,152
Oando Gas and Power Limited	-	1,000
Oando Lekki Refinery Limited	-	2,500
Oando Port Harcourt refinery Limited	-	2,500
Oando Properties Limited	-	250
Oando Benin	3,997	-
Oando Trading Limited Bermuda	3,435,950	3,435,950
OML 112 & 117 Limited	6,538	6,538
Oando Terminal and Logistics Limited	2,500	2,500
Oando Liberia Limited	6,538	6,538
Oando Netherlands Holdings 2 Cooperative U.A	-	-
Oando Netherlands Holdings 3 Cooperative U.A	-	-
OES Passion Limited	1,752	1,752
OES Professionalism Limited	10,000	10,000
Central Horizon Gas Company Limited	-	5,100
Ajah Distribution Limited	-	2,500
Alausa Power Limited	-	2,500
Gasgrid Nigeria Limited	-	2,500
Oando Resources Limited	2,500	2,500
Trading DMCC	917,717	2,717
Oando Oil Limited	5,100	5,100
Lekki Gardens Power Limited	-	2,500
Oando Exploration Equator Holdings Limited	1,816	1,816
XRS 1 Limited	18	18
Oando Energy Resources Inc.	<u>50,997,513</u>	<u>50,997,514</u>
Allowance for impairment	<u>(3,914,078)</u>	<u>(3,916,943)</u>
	<u>55,373,649</u>	<u>61,424,349</u>

Movement in allowance for impairment of investments for the year is as detailed below:

At start of the year	3,916,943	31,227,574
Impairment on investment (Note 10)	-	19,664,290
Liquidated subsidiaries	(2,865)	-
Transfer to non current asset classified as held for sale	-	(46,974,921)
At end of year	<u>3,914,078</u>	<u>3,916,943</u>

25 Cash and cash equivalents (excluding bank overdrafts)

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Cash at bank and in hand	10,390,585	14,985,373	7,752,128	1,939,965
Restricted cash	<u>6,538,952</u>	<u>9,006,083</u>	<u>4,682,749</u>	<u>241,167</u>
	<u>16,929,537</u>	<u>23,991,456</u>	<u>12,434,877</u>	<u>2,181,132</u>

The weighted average effective interest rate on short-term bank deposits at the year-end was 7% (2015: 9.2%). These deposits have an average maturity of 30 days. The management assessed that the fair value of cash and short term deposits approximates their carrying amounts.



**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

Restricted cash relates to cash collateral and is excluded from cash and cash equivalents for cash flow purposes.

For the purposes of the statement of cash flows, cash and cash equivalents comprise cash in hand, deposits held at call with banks, net of bank overdrafts. In the statement of financial position, bank overdrafts are included in borrowings under current liabilities. The year-end cash and cash equivalents comprise the following:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Cash and bank balance as above	10,390,585	14,985,373	7,752,128	1,939,965
Bank overdrafts (Note 29)	-	(31,020,256)	-	(28,068,867)
	<u>10,390,585</u>	<u>(16,034,883)</u>	<u>7,752,128</u>	<u>(26,128,902)</u>

**26 Discontinued operations and disposal groups held for sale**

The assets and liabilities of some target companies of the marketing, refining and terminals and Supply & Trading segments, Oando Energy Services Limited and Akute Power Limited were presented as held for sale at 31 December 2015, following the approval of the Group's management and shareholders at the 37th Annual General Meeting (AGM) on 27 October 2014 and approval by the Securities and Exchange Commission ("SEC") to sell the entities. Analysis of the result of entities classified as discontinued operations and held for sale are as shown below:

**(a) Subsidiaries disposed and presented as discontinued operations**

**i. Sale of Marketing, refining and terminals and Supply & Trading Companies**

On 30 June 2016, the Group concluded the sale of some selected down stream entities. Oando entered into a Share Purchase Agreement (SPA) with a consortium comprising of Helios Investors Partners ("Helios") and The Vitol Group ("Vitol") to sell some of its equity interests in some selected Oando downstream companies in return for consideration. In order to complete the sale transaction, the purchaser, Vitol, entered into a partnership with Helios to form HV Investments II ("HV II"). HV II is owned 50% each by both Vitol & Helios. HVII and Oando Netherlands ("herein Oando Coop."), created a company called Copper JV Co.

Copper JV Co thereafter acquired 100% of the voting interests in Oando Plc's shareholding interests in some of its selected marketing and supply & trading companies. Copper JV is owned 60% by HV II and 40% by Oando Netherlands Holdings 2 Cooperative U.A. Oando Plc owns 100% of Oando Netherlands Holdings 2 Cooperative U.A. As a result of the sale, Oando Plc now owns 40% of voting, legal and economic rights in Copper JV Co (who owns 100% of the select downstream entities sold by Oando plc).

The companies sold by Oando Plc and acquired by Copper JV Co are: Oando Marketing Ltd ("Formerly OMP") and its subsidiaries (Oando Togo, Oando Ghana and Clean Cooking Fuels Ltd); Oando Supply and Trading Ltd ("OST"); Apapa SPM Limited ("ASPM"); Oando Trippmart Limited ("OTL") and Ebony Oil and Gas Limited – ("EOGL").

As a result of the sale, the Group lost control in the entities sold, but exerts significant influence over Copper JV. The Group accounted for its 40% interest in Copper JV as an investment in Associate under IAS 28. The initial carrying value of the Associate was determined as the fair value of interest retained of N10.44billion.

A (loss)/gain on disposal of (N11.3billion) and N3.8billion, have been recognized in the consolidated financial statement (under profit after tax for the year from discontinued operations) and separate financial statement respectively.

**ii. Sale of Gas & Power entities**

On 13 September 2016, the Group signed a Sale & Purchase Agreement (SPA) to dispose 100% shares in Oando Gas and Power Limited (OGP) to Glover BV a Special Purpose Vehicle owned by Helios. The transaction was concluded in December 2016.

Prior to the sale, the Group restructured/reorganized the shares of the target sale companies. As a result of the restructuring, shares of the target subsidiaries (Gaslink Nigeria Limited, Central Horizon Gas Company, Highlands LNG Limited, Gasgrid Nigeria Limited, Ajah Distribution Limited, Transit Nigeria Limited, Lekki Gardens Power Limited) previously held by Oando Plc were transferred to OGP through a group restructuring. Consequently, OGP became the parent company, and Oando Plc, the ultimate parent of all the target subsidiaries to be sold. However, as at year end, the OGP was sold and the receivable from the restructuring was settled by Helios the buyer of OGP and realised by the Group.

Consideration received by Oando for the sale of shares includes cash (N14.26bn), deferred consideration (N3.15bn), issue of loan note (N9.7billion) and share consideration in Glover BV valued at N2.34billion. Following the share consideration, Oando plc now has 30% shares in Glover BV through Oando Holdco 3, a wholly owned subsidiary of Oando Plc.

As a result of the sale, the Group lost control in OGP, but however exerts significant influence over Glover BV. The Group accounted for its 30% interest in Glover BV as an investment in Associate under IAS 28. The initial carrying value of the Associate was determined as the fair value of shares transferred to Oando plc through Oando Holdco 3. The fair value of the associate was N2.34billion.

A gain on disposal of N22billion and N28.5billion, have been recognized in the consolidated financial statement (under profit after tax for the year from discontinued operations) and separate financial statement respectively.

The comparative consolidated statement of profit or loss and OCI have been represented to show the discontinued operation separately from continuing operations (Note 44).

**iii. Sale of Akute Power**

On 30th October 2015, the Group signed a Sale and Purchase Agreement ("SPA") for the disposal of 100% of its equity interest in Akute Power Limited to Viathan Engineering Limited. As a result of the reorganization of the Gas & Power entities prior to the finalization of the sale, Akute Power Limited was transferred to OGP which was owned 100% by Oando Plc, through a share exchange agreement. The transaction was concluded on 11 March 2016 after fulfilment of all closing conditions and obligations prior to that date of sale of OGP.

As a result of the sale, the Group lost control in Akute Power and have derecognized all assets and liabilities. A loss on disposal of N1.52billion, have been recognized in these audited consolidated financial statements (under profit after tax for the year from discontinued operations).

**iv. Sale of Oando Energy Services**

On 31 December 2015, a Share Purchase and Sale Agreement ("SPA") to sell the entire issued share capital of Oando Energy Services Limited ("OES") to OES Integrated Services Limited (the buyer), a Nigerian company, under a Management Buy-out (MBO) arrangement was signed. A no objection consent was obtained by SEC on 31 March 2016. Oando Energy Services was in a net liability position of N20.92billion and was disposed for a consideration of \$1. Consequently the Group lost control and derecognized assets & liabilities of the entity.

A gain/(loss) on disposal of N21.4billion and (N46.97billion), have been recognized in the consolidated financial statement and separate financial statement respectively.

	Oando Energy Services N'000	Akute Power Limited N'000	Marketing, refining and terminals and Supply & Trading segments N'000	Gas and Power N'000	Total N'000
Consideration	-	1,819,769	32,943,233	28,478,817	63,241,819
Net liability/(asset)	21,437,371	(3,344,531)	(44,361,197)	(2,845,922)	(29,114,279)
Goodwill	-	-	(1,354,317)	(4,016,812)	(5,371,129)
NCI	-	-	1,458,632	401,900	1,860,532
Gain/(loss) on disposal*	<u>21,437,371</u>	<u>(1,524,762)</u>	<u>(11,313,649)</u>	<u>22,017,983</u>	<u>30,616,943</u>

\*The gain/(loss) on disposal of subsidiaries has been presented as part of profit/(loss) from discontinued operations in the statement of profit or loss.

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

**(b) Liquidation of subsidiaries**

During the year under review, the Company employed the services of Mr. Olajide Oyewole to voluntarily liquidate 3 dormant entities namely Oando Port-Harcourt Refinery Limited, Oando Lekki Refinery Limited and Oando Property Limited. The liquidation process which commenced sometime ago, was successfully completed. Consequently, the companies have been dissolved. The liquidation was as a result of dormancy for several years. All creditors/payables have been duly settled and assets realized with the exception of the amount due to the parent company, Oando Plc.

Consequently, the investment in the subsidiaries have been written off in the separate financial statement and a loss of N5.2 million recognized in the statement of profit or loss being the carrying value of the investments before liquidation. Also the net receivable of N435million due from the the entities have also been written off.

As a result of cessation of business, control was lost and the subsidiaries are excluded from these consolidated financial statements. A gain on deemed disposal of N420.38million and loss of N5.25 million was recognized in the consolidated (under profit after tax for the year from discontinued operations) and separate statement of profit or loss. The gain on disposal arose due to the net liability position of Oando Lekki Refinery and Oando Property Limited from amount payable to Oando Plc.

**Summarized financial statement**

	Oando Port-Harcourt refinery N'000	Oando Lekki Refinery N'000	Oando Property Limited N'000	Total N'000
Asset	2,500	-	13,100	15,600
Liabilities	-	(376)	(374)	(750)
Net asset/(liability)	2,500	(376)	12,726	14,850
Share capital	(2,500)	(2,500)	(250)	(5,250)
Retained earnings	-	2,876	(12,476)	(9,600)
Net (asset)/liability	(2,500)	376	(12,726)	(14,850)
Gain on deemed disposal	-	-	-	-
Fair value of consideration received	-	-	-	-
Fair value of interest retained	-	-	-	-
Non controlling interest	-	-	-	-
Net (asset)/liability	(2,500)	376	(12,726)	(14,850)
Goodwill	-	-	-	-
<b>(Loss)/gain on deemed disposal</b>	<b>(2,500)</b>	<b>376</b>	<b>(12,726)</b>	<b>(14,850)</b>

**Effect of disposal and liquidation on the financial position of the Group**

**Assets:**

	Group 2016 N'000	Group 2015 N'000
Property, plant and equipment (Note 15)	92,289,457	-
Intangible assets (Note 16)	29,197,157	-
Inventories	18,844,888	-
Trade and other receivables	192,155,786	-
Held to maturity (Long-term) investments	24,903,458	-
Finance lease receivables	2,109,108	-
Derivative financial assets	1,991,561	-
Non-current prepayment	2,690,021	-
Prepayment	6,069,929	-

**Liabilities:**

Total borrowing	(174,314,001)	-
Government grant (Note 33)	(17,499)	-
Dividend payable	(1,404,490)	-
Current income tax liabilities	(4,958,075)	-
Deferred income tax liabilities (Note 18)	(664,106)	-
Retirement benefit obligation	(1,822,681)	-
Other non-current liabilities	(3,152,216)	-
Provision for other liabilities & charges	(900,087)	-
Trade and other payables	(180,876,087)	-
Profit on disposal	2,142,123	-
Effect of disposal and liquidation on the financial position of the Group	30,602,093	-
	32,744,216	-

Satisfied by:

Consideration received, satisfied in cash (less cost to sell)	16,081,748	-
Share exchange	12,784,121	-
Purchase price adjustment	(17,736,444)	-
Net intercompany payable net off	34,371,784	-
Non-controlling interest (NCI)	1,860,532	-
Deferred consideration	17,740,610	-
Cash and cash equivalents disposed of	(32,358,135)	-
	32,744,216	-

**(c) Subsidiaries classified as held for sale**

**i. Planned sale of OML 125 & 134**

In December 2015, the Group signed a Sale and Purchase Agreement (SPA), with Nigerian Agip Exploration Limited 'NAE' for the sale of its non-operated interests in OMLs 125 and 134. As a result of this, the associated assets and liabilities were classified as held for sale as at December 31, 2015. The transaction was expected to be completed in 2016 subject to the receipt of consent from the Lenders and Minister of Petroleum Resources in Nigeria. As at 31 December 2016, the consent of the lenders have been secured, while the Group is still pursuing the approval from the Minister of Petroleum Resources which is required to finalize the transactions.

As at date, the Group has a firm purchase commitment from NAE as the SPA has been signed, and is confident the consent from the minister will be obtained in 2017 to conclude the transaction. The Group still classifies OML 125 & 134 as held for sale because it has been assessed in line with IFRS 5 and all criteria are still met.

The carrying amount of the property, plant and equipment was in excess of the agreed amount as at December 31, 2016 and as such an impairment loss of N16 billion (\$61.1 million) has been recognized in the statement of profit or loss under administrative expenses. As part of the arrangement with NAE, the Group retains its rights to the N22.2billion (\$72.7million) award for amounts overbilled by NNPC (See Note 21) and has therefore not been included in the disposal group.

**(d) Subsidiaries classified as held for sale and presented as discontinued operations**

**ii. Alausa Power Limited**

On 28th September 2016, the board of Oando Plc passed a resolution to dispose 100% of the issued shares of Alausa Power Ltd.

In accordance with IFRS 5, the assets and liabilities held for sale were recognised at the carrying amount, which is lower than the fair value less cost to sell. This is a non-recurring fair value which has been measured using observable inputs, being the prices for recent sale of similar businesses.

Analysis of the result of assets and liabilities from the subsidiaries classified as held for sale after re-measurement of assets from the disposal group is as follows:

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

<b>iii Assets of disposal group classified as held for sale</b>	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>
Property, plant and equipment (Note 15)	41,934,577	125,549,080
Intangible assets (Note 16)	1,142,841	11,471,928
Derivative financial instruments	-	2,016,012
Finance lease receivables	4,201,638	2,193,901
Other non-current assets	-	2,644,029
Deferred tax assets (Note 18)	106,409	1,915,987
Inventory	62,455	12,894,119
Non-current receivables	-	237,903
Trade and other receivables	2,301,937	69,500,871
Prepayments	90,910	2,501,277
Restricted cash	-	-
Cash and cash equivalents (excluding bank overdrafts)	205,885	20,433,670
<b>Total assets</b>	<b>50,046,852</b>	<b>251,358,757</b>

**Liabilities of disposal group classified as held for sale**

Trade and other payables	31,384,984	77,315,146
Current income tax liabilities (Note 13)	66,276	1,776,979
Bank overdraft	-	53,180,150
Borrowing	1,628,127	119,309,001
Retirement benefit obligation (Note 32)	-	1,516,526
Provision for other liabilities & charges (Note 30)	11,715,403	8,099,800
Deferred tax liabilities (Note 18)	7,274,866	13,621,838
Government Grant (Note 33)	449,434	32,049
<b>Total liabilities</b>	<b>52,519,090</b>	<b>274,851,489</b>

**Subsidiaries classified as held for sale**

<b>Investment in subsidiaries</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Akute Power Limited	-	2,500
Alausa Power Ltd	2,500	-
Apapa SPM Limited	-	19,125
Oando Marketing Limited	-	15,573,050
Oando Supply and Trading Limited	-	764,594
	<b>2,500</b>	<b>16,359,269</b>

See note 44 for representation of 2015 balances for disposal group classified as held for sale.

**(e) Subsidiary previously held for sale now reclassified as continuing operations**

**i. Oando Trading Bermuda**

The Group changed its plan to dispose a subsidiary, Oando Trading Bermuda (OTB) in 2016 previously classified as held for sale in the statement of financial position and discontinued operations in the consolidated statement of profit or loss for the year ended 31 December 2015.

This has been reclassified from held for sale to normal assets and liabilities of the Group represented as part of continuing operations in 2016. The change in plan to sell which occurred in 2016, was at the instance of the buyer, who wanted to prevent competition between OTB and its existing trading company.

The non-current assets of OTB have been measured at its carrying amount before the asset (or disposal group) was classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been classified as held for sale.

The change in plan has led to an additional loss of N1.47billion and profit of N1.63billion in the profit or loss from continuing operations for the year ended 31 December 2016 and 31 December 2015 respectively.

The comparative consolidated statement of profit or loss have been represented to show OTB as part of continuing operations (see note 44).

**(f) Results of discontinued operations**

	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>
Analysis of the result of discontinued operations, and the result recognised on the re-measurement of assets or disposal group is as follows:		
Revenue	113,449,888	178,309,226
Expenses	(113,489,093)	(190,332,616)
Loss before income tax from discontinued operations	(39,205)	(12,023,390)
Income tax expense (Note 13a)*	(1,262,367)	(2,745,916)
Loss after tax from discontinued operations	(1,301,572)	(14,769,306)
Gain on sale of discontinued operations	30,602,093	-
	<b>30,602,093</b>	<b>-</b>
Profit after tax for the year from discontinued operations	<b>29,300,521</b>	<b>(14,769,306)</b>

\*Income tax expense represents income, education and changes in deferred tax.

**Cash flows (used in)/from discontinued operations**

Net cash (used in)/from operating activities	(4,724,907)	21,326,635
Net cash used in investing activities	(137,561)	(3,959,218)
Net cash from/(used in) financing activities	4,421,723	(20,709,410)
Net cash flows for the year	<b>(440,745)</b>	<b>(3,341,993)</b>

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

27	Share capital & share premium	Number of shares (thousands)	Ordinary shares N'000	Share premium N'000	Total N'000
	At 1 January 2015	9,084,685	4,542,343	131,554,223	136,096,566
	Rights issue	2,949,933	1,474,966	47,198,189	48,673,155
	Share issue expenses	-	-	(3,945,489)	(3,945,489)
	At 31 December 2015	12,034,618	6,017,309	174,806,923	180,824,232
	At 1 January 2016	12,034,618	6,017,309	174,806,923	180,824,232
	At 31 December 2016	12,034,618	6,017,309	174,806,923	180,824,232

**Authorised share capital**

The total authorised number of Ordinary shares is fifteen (15) billion (2015: 15 billion) with a par value of 50 Kobo per share. All issued shares are fully paid.

28	Other reserves	Revaluation reserves <sup>1</sup>	Share based payment reserve <sup>2</sup>	Currency translation reserve <sup>3</sup>	Available for sale reserve	Total
Group	(thousands)	N'000	N'000	N'000	N'000	N'000
<b>At 1 January 2015</b>	23,318,183	1,113,017	20,907,912	3,806	45,342,918	
Exchange difference on translation of foreign operations	(5,438)	85,468	11,138,040	-	11,218,070	
Change in ownership interests in subsidiaries that do not result in a loss of control	-	(129,980)	(102,376)	-	(232,356)	
Share based payment reserve charge	-	552,165	-	-	552,165	
IFRIC 1 adjustment to revaluation reserve	69,436	-	-	-	69,436	
Deferred tax on transfer of expired SBPR to retained earnings	-	-	-	-	-	
Reclassification of revaluation reserve	(1,195,687)	-	-	-	(1,195,687)	
Impairment on available for sale financial assets	-	-	-	57,901	57,901	
Fair value (loss)/gain on available for sale financial assets	-	-	-	(61,707)	(61,707)	
<b>At 31 December 2015</b>	22,186,494	1,620,670	31,943,576	-	55,750,740	
<b>At 1 January 2016</b>	22,186,494	1,620,670	31,943,576	-	55,750,740	
Exchange difference on translation of foreign operations	8,488	-	74,695,310	-	74,703,798	
Exchange differences on net investment in foreign operations	-	-	8,990,725	-	8,990,725	
Change in ownership interests in subsidiaries that do not result in a loss of control	-	-	(22,674,826)	-	(22,674,826)	
Value of employee services	-	469,829	-	-	469,829	
Reclassification of FCTLR to retained earnings*	-	-	(1,218,976)	-	(1,218,976)	
Reclassification of revaluation reserve to retained earnings*	(22,194,982)	-	-	-	(22,194,982)	
<b>At 31 December 2016</b>	-	2,090,499	91,735,809	-	93,826,307	

\*In line with IFRS 10, items previously recognised in OCI have been transferred to retained earnings upon disposal of subsidiary.

The Group accounted for an increase in the decommissioning obligation as a corresponding increase in the value of the decommissioning asset under property, plant and equipment. IFRIC 1 requires that any decrease/increase in the decommissioning costs for assets measured under the revaluation model be recognised as an increase/decrease in the revaluation surplus account. There was an increase in the re-measurement of the decommissioning obligation estimate during the year. The subsidiary with the revaluation reserve was disposed in 2016, hence there was no IFRIC 1 adjustment (2015: N69.4 million).

Other reserves	Share based <sup>2</sup> payment reserve	Available for sale reserve	Total
Company	N'000	N'000	N'000
<b>At 1 January 2015</b>	-	3,806	3,806
Impairment on available for sale financial assets	-	57,901	57,901
Fair value (loss)/gain on available for sale financial assets	-	(61,707)	(61,707)
<b>At 31 December 2015</b>	-	-	-

**Revaluation reserve<sup>(1)</sup>**

The revaluation reserve is used to recognise revaluation increase (surplus) on property, plant and equipment. However, the increase is recognised in surplus or deficit to the extent that it reverses a revaluation decrease of the same asset previously recognised in surplus or deficit. Revaluation reserve is not available for redistribution to shareholders until realised through disposal of related assets.

**Share based payment reserve<sup>(2)</sup>**

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Share based payment reserve is not available for distribution to shareholders. As a result of the delisting from the TSX in 2016, all outstanding stock options became fully vested.

Share options issued to employees and officers of OER as compensation for services received had different strike prices and vesting periods. As these options were accounted for as equity settled share based payments, a share based payment reserve had been created in OER's books until the time of vesting per the share option contract held with the employee.

However as a result of the delisting from TSX, there was an accelerated vesting of all outstanding options granted to the employees. As such some options were in-the-money (7,410,000 units) and others were out-of-the-money (1,600,000 units) at transaction date. All option holders with exercise price (converted to US\$ at close date) less than the offer price of US\$1.20 were to get the difference in value between the converted exercise price and the offer price. These category of option holders are deemed to be in-the-money and an estimated settlement obligation of \$2.2 million has been recorded in the books of OER. The remaining option holders are not in-the-money and are not entitled to any payments.

Oando E&P through a side agreement, issued its own common shares to employees of OER whose options were in-the-money whilst share options that were out-of-the-money were cancelled. OER has accounted for acceleration of vesting of the options-in-the money by adjusting the expenses and share based reserve using the fair value of the total number of shares accelerated.

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

OER also granted 2,747,829 performance share units ("PSU") to certain employees in May 2015. The PSUs were subject to a performance condition based on the ranking of OER's total shareholder return which shall be measured over a period of three financial years.

This, also being accounted for as equity settled share based payment, had a share based payment reserve in the books of OER pending the expiry of the three year period vesting date. As a result of delisting of OER and sale of all shares to Oando E & P, all PSUs were accelerated and made to vest at transaction date. OER recorded an accelerated expense of \$1.7 million with respect to the PSUs for the three months ended June 30, 2016. The PSU holders signed support agreements in which they would receive shares of the purchaser in exchange for their fully vested PSUs.

**Currency translation reserve<sup>(9)</sup>**

The translation reserve comprises all foreign currency difference arising from the translation of the financial statements of foreign operations, as well as intercompany balances arising from net investment in foreign operations.

29

**Borrowings**

Borrowings are made up as follows:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
<b>(a) Non-current - Bank loans</b>	<b>101,639,606</b>	<b>55,998,437</b>	<b>87,320,834</b>	<b>1,734,773</b>
<b>(b) Current</b>				
Bank overdraft (Note 29)	-	31,020,256	-	28,068,867
Bank loans	142,516,317	103,071,282	20,594,276	23,095,530
Convertible note	1,961,792	36,468,954	1,961,792	36,468,954
Other third party debt	-	769,078	-	769,078
<b>Total borrowings</b>	<b>144,478,109</b>	<b>171,329,570</b>	<b>22,556,068</b>	<b>88,402,429</b>
	<b>246,117,715</b>	<b>227,328,007</b>	<b>109,876,902</b>	<b>90,137,202</b>

The 2015 borrowings above include secured bank borrowings amounting to N23.4 billion. Oando Plc (the borrower) by a security trust deed ("STD") dated 9 October 2009 and amendments in 2010 (Supplemental Security Trust Deed), 2011 (Second Supplemental Security Trust Deed), and 2014 (Third Supplemental Security Trust Deed), created Security over its assets in favour of FBN Trustees Limited (Security Trustee and formerly known as First Trustees Nigeria Limited). In 2016, as part of the company's corporate strategic objective of divesting 51% of its voting rights and 60% of its economic interest in the downstream segment, it absorbed the outstanding debts of these subsidiaries into its global debt portfolio and restructured outstanding obligations under the Existing Facilities into a medium term loan. In furtherance of the above the then existing MTL and other short term lenders of the disposed subsidiaries agreed to refinance the Existing Facilities up to the sum of N108 billion. The STD creates a first ranking fixed and floating charges over plant, machinery, vehicles, computers, office and other equipment, all book and other debts, accounts receivables, all stock, shares, bonds, notes or loan capital, all copyrights, patents, licences, trademarks, etc., for and on behalf of the Lender.

**Medium Term Loan**

One of the conditions precedent for the sale of the target companies of the downstream segment (included under Marketing, Refining & Terminals and Supply & Trading) to Helios Vitol to happen, was for Oando Marketing Limited (OML) formerly 'Oando Marketing Plc' to be debt free, and Oando Plc to assume all external non-trading debts (i.e. debts taken by OML on behalf of Oando Plc and transferred to Oando Plc through intercompany account) of OML before the sale completion date. This was achieved through a Deed of assumption of debts, with the backing of the external lenders. A total of N74 billion debt was transferred from OML to Oando Plc. In addition, the external lenders restructured Oando Plc's existing loans of N34 billion and the N74 billion to a new medium-term loan facility of N108 billion with Access bank as the lead arranger. The tenure of the initial loan which ranged from overdraft to term loans was extended to 5 years. Floating interest rates were converted to a fixed rate at 15%.

At the date of restructuring, all USD loans were converted at the prevailing market rate of N290 to USD. The rate, was conditioned on the fact that the banks would be able to source for equivalent dollar amounts in the open market. Where these rates are not obtainable in the market, the banks have a window to transfer any exchange loss to Oando Plc. The restructuring amounted to a significant modification thereby resulting in extinguishment of the previous medium term loan. The extinguishment has been accounted for in line with IAS 39.

The various sources of the loan and amounts recognised in OML and Oando Plc, are as detailed below.

Bank	Tenure	OML (N'bn)	Oando Plc (N'bn)	Restructured balance (N'bn)
Access	5 years	25.30	3.00	28.30
Diamond	5 years	0.02	0.92	0.94
Ecobank	5 years	16.57	-	16.57
FBN	5 years	0.26	0.91	1.17
Fidelity	5 years	12.23	-	12.23
Keystone	5 years	3.71	-	3.71
Stanbic	5 years	4.98	0.80	5.78
Union bank	5 years	8.07	-	8.07
Zenith	5 years	2.90	12.77	15.67
FCMB	5 years	-	12.82	12.82
UBA	5 years	-	3.07	3.07
<b>Total</b>		<b>74.04</b>	<b>34.29</b>	<b>108.33</b>

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated financial statement**  
**For the year ended 31 December 2016**

**(c) Non-current borrowings are analysed as follows:**

Loan type Group	Purpose	Tenure/Interest rate	Security	Available facility	Balance	Balance
				N'000	2016 N'000	2015 N'000
Project Finance	To Finance Construction of IPP	7 years / 16.5% p.a.	Debenture on fixed and floating assets of Alausa Ltd. Existing Corporate guarantee of Oando Plc	3,200,000	-	2,521,485
Corporate finance facility	Acquisition of the COP assets	6 years / 9.5% + Libor p.a.	Oando Legacy assets	64,676,500	-	43,953,968
RBL	Acquisition of COP assets	5 years / 8.5% + Libor p.a.	COP Assets	83,155,500	-	54,946,965
Term Loan	Syndicated/other project loans	12mths with roll over option / 17% p.a.	Sale of gas to the end users for distribution to all lending banks and comprehensive insurance of all Gaslinks assets.	5,000,000	-	4,539,768
Term Loan	To finance CNG project	5 years / 16.5% p.a.	Corporate guarantee of Oando Plc and CNG plant	2,200,000	-	984,254
Medium Term Loan	Restructuring of Short to Long Term Debt	5 years / 15%	Mortgage on assets of Oando Plc. and some subsidiaries	108,320,834	87,320,834	6,214,286
Term Loan	Medium term borrowing/Augmentation of Working capital	18 months/ 12.5%+Libor		12,200,000	9,747,592	9,960,000
Term Loan	Finance of aircraft purchase	7 years / 5.23% p.a.	Security Assignment, Share Charge	7,741,609	5,824,833	4,389,991
				286,494,443	102,893,259	127,510,717
	Less current portion				(1,253,653)	(71,512,280)
	Total non-current borrowing (See a above)			286,494,443	101,639,606	55,998,437

**Company**

Medium Term Loan	Restructuring of Short to Long Term Debt	5 years / 15%	Mortgage on assets of Oando Plc. and some subsidiaries	108,320,834	87,320,834	6,214,286
	Less current portion			-	-	(4,479,513)
	Total non-current borrowing (See a above)			108,320,834	87,320,834	1,734,773

**(d) Current borrowings are analysed as follows:**

Loan type Group	Purpose	Tenure/Interest rate	Security	Balance	Balance
				2016 N'000	2015 N'000
Import finance facility	To purchase petroleum products for resale	30-90days	Sales proceeds of products financed		
Other loans				6,182,367	13,736,954
Convertible note	Conversion of loans to shares upon maturity			1,910,962	769,078
Corporate finance facility	Acquisition of the COP assets	6 years / 9.5% + Libor p.a.	Oando Legacy assets	1,961,792	36,468,954
RBL	Acquisition of COP assets	5 years / 8.5% +3 mths Libor p.a.	COP Assets	65,512,780	-
	Refinanced from ODS	15%	MTL Security package	47,062,279	-
Bridge Facility	Sale by a Medium Term Loan in June 2016			11,110,082	-
Asset Acquisition Finance	Conoco Phillips asset acquisition	LIBOR + 10.5%		6,482,314	-
Working Capital Finance	Working Capital Finance	NIBOR + 1.5%		3,001,880	-
Commercial papers	To finance products allocation from PPMC and importation of Bank overdraft	30-90days	Stock hypothecation, cash and cheque collection from product sales.		17,822,048
			Corporate guarantee/security deed	-	31,020,256
				143,224,456	99,817,290
	Current portion of non-current borrowings			1,253,653	71,512,280
	Total current borrowing (See b above)			144,478,109	171,329,570

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

Company			2016 N'000	2015 N'000
		15% MTL Security package		
Bridge Facility	Refinanced from ODS Sale by a Medium Term Loan in June 2016		11,110,082	2,225,559
Other loans			-	769,078
Convertible note	Conversion of loans to shares upon maturity		1,961,792	36,468,954
Asset Acquisition Finance	Conoco Phillips asset acquisition	LIBOR + 10.5%	6,482,314	-
Working Capital Finance	Working Capital Finance	NIBOR + 1.5%	3,001,880	-
Commercial papers	To finance products allocation from PPMC and importation of petroleum products	Stock hypothecation, cash and cheque collection from product sales.	-	16,390,457
Bank overdraft	30-90days, 12.5%-15.5%	Corporate guarantee/security deed	-	28,068,867
			22,556,068	83,922,915
			-	4,479,514
			<u>22,556,068</u>	<u>88,402,429</u>

**Convertible loan notes**

In 2014, the Company entered into agreements with Ocean and Oil Development Partners Limited (OODP) and Offshore Personnel Services Limited (OPSL) converting funds received. The Company also offered the Lenders (Holders) the right to opt for conversion of the loans balances to its own issued shares upon maturity (period subsequent to year end).

The average conversion price was the lower of:

- Proposed right issue or private/public placement per share of common stock to be concluded by December 2014, or
- The volume-weighted average price (VWAP) of an ordinary share of the Company on the Nigerian Stock Exchange for the five (5) trading days immediately preceding, but not including, the relevant conversion closing date.

Table below shows details of the Convertible Notes outstanding at the end of the year:

Instrument Issue date	Instrument value	Interest rates	Clean Bond value (amortised cost) =N='000	Clean Bond value (amortised cost) =N='000
			2016	2015
	=N=6.48 billion/=N=1.98 billion	MPR + 1	1,961,792	6,616,795
Jan-14	\$50 million	8	-	9,950,720
Jan-15	\$100 million	Libor + 8	-	19,901,440
			<u>1,961,792</u>	<u>36,468,955</u>

Weighted average effective interest rates at the year end were:

- Bank overdraft	2016	2015
- Bank loans	21.0%	21.0%
- Import finance facility	18.5%	12.0%
- Other loans	5.06%	9.86%
	13.00%	11.29%

Fair values are based on cash flows using a discount rate based upon the borrowing rate that directors expect would be available to the Group at the reporting date. Set out below is a comparison of the carrying amounts and fair values of the Company's borrowings that are carried in the financial statements.

Group	Carrying amounts		Fair values	
	2016 N'000	2015 N'000	2016 N'000	2015 N'000
<b>Bank loans</b>	246,117,715	227,328,007	214,716,750	166,055,465

Company	Carrying amounts		Fair values	
	2016 N'000	2015 N'000	2016 N'000	2015 N'000
<b>Bank loans</b>	109,876,902	90,137,202	135,071,964	55,968,111

The carrying amounts of the Group's borrowings are denominated in the following currencies:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Nigerian Naira	96,643,661	97,312,710	96,643,661	70,534,232
US Dollar	149,474,054	130,015,297	13,233,241	19,602,970
	<u>246,117,715</u>	<u>227,328,007</u>	<u>109,876,902</u>	<u>90,137,202</u>

**30 Provision and other liabilities**

Provisions for liabilities relate to underground tanks decommissioning and oil and gas assets abandonment restoration obligation and other liabilities as follows:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Oil and gas fields provision	40,549,807	41,499,048	-	-
Other liabilities	525,629	2,434,105	525,629	2,434,105
	<u>41,075,436</u>	<u>43,933,153</u>	<u>525,629</u>	<u>2,434,105</u>

The decommissioning provision represent the present value of decommissioning cost relating to oil & gas assets. These provisions have been created based on internal estimates, and the estimates are reviewed regularly to take account of material changes to the assumptions.

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

The Group accounted for an increase in the decommissioning obligation as a corresponding increase in the value of the decommissioning asset under property, plant and equipment. IFRIC 1 requires that any increase in the decommissioning costs for assets measured under the revaluation model be recognised as a decrease in the revaluation surplus account. The key assumption upon which the carrying amount of the decommissioning obligation is based is a discount rates ranging from 15.73% to 19.75% (2015: 15.2% to 18.0%) and an inflation rate of 12.9% (2015: 8% to 12%). These obligations are expected to be settled over the next two to thirty-four years.

	Group 2016 N'000	Group 2015 N'000
Movement during the year in provisions for decommissioning cost is as follows:		
At 1 January		
- Opening balance	41,499,048	11,923,304
Charged/(credited) to the statement of profit or loss		
- (Reduction)/additional provisions on tank decommissioning in the year	(32,525,818)	34,695,999
- IFRIC 1 adjustment to revaluation reserve	-	(69,436)
- Unwinding of discount	8,151,034	2,068,001
- Unwinding of discount (discontinued operations)	-	87,686
- Exchange differences	23,425,543	871,983
Change in estimate	-	23,375
Settlement	-	(2,064)
Transfer to disposal group classified as held for sale	-	(8,099,800)
Balance at 31 December	<u>40,549,807</u>	<u>41,499,048</u>

Other liabilities in 2016 relates to bid deposits received on the sale of Alausa (2015: bid deposits received on the sale of Akute). This has been classified as current as the sale is expected to be finalised in 2017.

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Movement in other liabilities during the year is as follows:				
At 1 January	2,434,105	-	2,434,105	-
Additions	525,629	2,434,105	525,629	2,434,105
Settlement	(2,434,105)	-	(2,434,105)	-
	<u>525,629</u>	<u>2,434,105</u>	<u>525,629</u>	<u>2,434,105</u>
	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Analysis of total provisions and other liabilities				
Non current	40,549,807	41,499,048	-	-
Current	525,629	2,434,105	525,629	2,434,105
Total	<u>41,075,436</u>	<u>43,933,153</u>	<u>525,629</u>	<u>2,434,105</u>

**31 Derivative financial liabilities**

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Convertible options (Note 29)	<u>199,137</u>	<u>5,160,802</u>	<u>199,137</u>	<u>5,160,802</u>
Analysis of total derivative financial liabilities				
Non current	-	-	-	-
Current	199,137	5,160,802	199,137	5,160,802
Total	<u>199,137</u>	<u>5,160,802</u>	<u>199,137</u>	<u>5,160,802</u>

Fair value gain of N4.96 billion (2015: N1.52 billion) was recognised on the convertible option in the statement of profit or loss for the year. Details of convertible loan notes have been disclosed in note 29.

**32 Retirement benefit obligations**

**(a) Statement of financial position obligations for:**

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
Gratuity	<u>1,161,705</u>	<u>1,487,923</u>	<u>782,416</u>	<u>850,598</u>

**(b) Statement of profit or loss charge (Note 11b):**

Gratuity	<u>(26,524)</u>	<u>482,471</u>	<u>40,707</u>	<u>52,444</u>
----------	-----------------	----------------	---------------	---------------

**(c) Other comprehensive income**

Remeasurement losses recognised in the statement of other comprehensive income in the period	<u>-</u>	<u>(391,327)</u>	<u>-</u>	<u>-</u>
--	----------	------------------	----------	----------

The gratuity scheme is unfunded.

The movement in the defined benefit obligation over the year is as follows:

	Group 2016 N'000	Group 2015 N'000	Company 2016 N'000	Company 2015 N'000
At 1 January:				
Opening balance: Continuing operations	1,487,923	2,903,344	850,598	1,032,786
Current service cost	-	366,723	-	-
Interest cost	216,165	115,748	56,221	52,444
Remeasurements (gain)/loss of post employment benefit obligations	-	391,327	-	-
Exchange differences	(61,773)	28,919	-	-
Benefits paid	(141,529)	(801,611)	(39,021)	(232,289)
Disposal	(323,567)	-	-	-
Write back*	(15,514)	-	(15,514)	-
Transfer	-	-	(69,868)	(2,343)
Transfer to disposal group classified as held for sale (Note 26)	-	(1,516,527)	-	-
At 31 December	<u>1,161,705</u>	<u>1,487,923</u>	<u>782,416</u>	<u>850,598</u>

Transfers relates to liabilities of employees transferred to other entities within the group.



**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

(d) The amount recognised in the statement of profit or loss are as follows

	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Current service cost	-	366,723	-	-
Write back*	(15,514)	-	(15,514)	-
Interest cost	216,165	115,748	56,221	52,444
Exchange difference	(227,175)	-	-	-
	<u>(26,524)</u>	<u>482,471</u>	<u>40,707</u>	<u>52,444</u>

\*Write back represents reversal of excess provision on exited staff's liability.

**Remeasurements of post employment benefit obligations**

The factors that contributed to the net actuarial gain for the year is as follows:

	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Change in demographic assumptions	-	104,633	-	-
Changes in financial assumptions	-	<u>286,694</u>	-	-
	-	<u>391,327</u>	-	-

**Description of the plan**

The normal retirement age is the age at which a staff member completes 30 years of service or reaches the age of 60, whichever comes first. The gratuity benefits are payable to staff members with at least 3 years' service. The gratuity benefit is calculated as follows:

- Less than 10 years of service: 8.33% of qualifying gross salary per annum for each year of service; and
- More than 10 years of service: once the annual qualifying gross salary.

The qualifying gross salary for employees consists of basic salary, transport, lunch, utility and housing allowances.

**Curtailment**

With effect from 1 January 2012, the Group discontinued the Scheme for management staff and increased employer's contribution in respect of their existing contribution plan under the 2014 Pension Act. In 2013, the Group further discontinued the scheme for all senior staff except those in Oando Marketing Ltd (OML). Alexander Forbes Consulting Actuaries Nigeria Limited (Alexander Forbes) was engaged to determine the liability from the scheme, which was estimated at N979 million. The Group intends to pay the money over to a fund manager who will manage the funds on behalf of employees. Till then, the liability shall bear an interest rate equivalent to the average of the 90 day deposit rate of First Bank of Nigeria and Guaranty Trust Bank. Interest on the liability is included in the interest cost above. However, OML was disposed in 2016.

The following were the principal actuarial assumptions at the last curtailment date for Oando Marketing Ltd (expressed as weighted averages).

	<b>2015</b>
Discount rate	16.0%
Future salary increases	12.0%
Inflation rate	10.0%

Assumptions regarding future mortality experience are set based on actuarial advice in accordance with published statistics and experience in Nigeria. Mortality assumptions are based on the British A49/52 ultimate table published by the institute of actuaries of England.

These tables translate into withdrawal rates as follows:

<b>Age</b>	<b>2015</b>
18-29	5.0%
30-44	6.0%
45-49	3.0%
50-59	2.0%
60+	100.0%

**Sensitivity Analysis**

The sensitivity analyses below were determined based on a method that extrapolates the impact on the defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation of one another.

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

**31 December 2015**

	<b>Defined benefit obligation</b>	
	<b>Increase</b>	<b>Decrease</b>
	<b>N'000</b>	<b>N'000</b>
Discount rate (1% movement)	(80,478)	94,804
Future salary increases (1% movement)	(448)	491

The maturity profile of the Retired Benefit Obligation is as detailed below:

	<b>2015 N'000</b>
Within the next 12 months	37,899
Between 2 and 5 years	190,575
Between 5 and 10 years	324,389
Beyond 10 years	3,458,668

The weighted average duration of the defined benefit obligation for 2015 is 13.9 years.

**33 Government grant**

Government grant relates to below the market rate loan obtained through the restructuring of the loan secured for the construction of the Akute plant under the bank of industry loan scheme. The fair value of the grant was recognized initially on the grant date and subsequently amortized on a straight line basis over the tenor of the loan. There were no unfulfilled conditions relating to the grant as at the reporting date. The initial grant was N417million out of which N298 million was credited to interest expense in the statement of profit or loss at the end of 2014. N87 million out of balance of N119 million at the beginning of the year was further credited to interest expense in 2015, leaving a balance of N32 million at 31 December 2015. However, the balance was reclassified as non-current liabilities held for sale in line with IFRS 5 in 2015 and subsequently disposed in 2016.

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

			Group 2016	Group 2015
<b>At 1 January</b>			-	119,346
Credit to profit or loss			-	(87,297)
Transfer to disposal group classified as held for sale			-	(32,049)
<b>At 31 December</b>			-	-
<b>34 Trade and other payables</b>				
	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Trade payables - Products	86,717,711	70,041,686	3,210,296	3,480,262
Trade payables - Other vendors	8,187,185	13,076,308	-	-
Other payables	50,390,334	27,459,158	30,036,718	29,205,204
Accrued expenses	53,164,258	10,419,664	5,285,818	3,924,112
Amount due to related parties	-	-	43,875,946	105,010,184
Deferred income	-	14,468,395	-	-
	<u>196,459,488</u>	<u>135,465,211</u>	<u>82,408,778</u>	<u>141,619,762</u>
Other payables relates to unpaid WHT, VAT, PAYE unpaid cash calls and outstanding royalties.				
Trade & other payables are non-interest bearing and are normally settled within one year. The carrying amounts of trade and other payables for 2016 and 2015 respectively approximate their fair values.				
<b>Deferred income</b>				
IFRIC 4 requires the recognition of lease when there is an arrangement that conveys a right to use an asset for a specific period. The effect of applying the standards (IAS 17 and IFRIC 4) resulted in the recognition of finance lease receivable in 2014 when the power plant was completed. The corresponding effect resulted in derecognition of plant and machinery capitalised. The excess of the present value of the lease receivable over the carrying value of the asset derecognized of N1.3 billion is recognised as unearned lease premium and amortised as other operating income to the profit or loss account over the lease term of 10 years; N141 million was amortised in 2016 (2015: N132 million). Akute was disposed in 2016, while Alausa has been classified as held for sale.				
<b>35 Dividend payable</b>				
	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Unpaid dividend	1,650,277	1,650,277	1,650,277	1,650,277
<b>36 Cash generated from operations</b>				
Reconciliation of profit before income tax to cash generated from operations:				
	<b>Group 2016 N'000</b>	<b>Group 2015 N'000</b>	<b>Company 2016 N'000</b>	<b>Company 2015 N'000</b>
Loss before income tax - continuing operations	(63,375,512)	(39,113,508)	(33,729,427)	(56,325,673)
Profit/(loss) before income tax - discontinued operations	30,562,888	(12,023,390)	-	-
Adjustment for:				
Interest income (Note 12)	(7,256,765)	(6,444,804)	(27,417)	(1,119,432)
Interest expenses (Note 12)	58,313,162	55,083,165	33,260,203	33,465,367
Interest income - Discontinued operations	(4,634,717)	(5,754,376)	-	-
Interest expenses - Discontinued operations	2,943,055	8,021,304	-	-
Depreciation (Note 10)	18,062,016	31,987,912	175,281	343,953
Amortisation of intangible assets (Note 10)	601,391	1,082,109	101,896	41,249
Impairment of intangible assets (Note 16)	-	2,791,116	-	-
Impairment of property, plant and equipment (Note 10)	16,001,499	5,936,655	-	-
Impairment losses on available for sale asset (Note 24a)	22,145	57,901	22,145	57,901
Impairment allowance on non-current receivables (Note 21)	-	3,083,744	-	-
Impairment allowance on current receivables (Note 23)	15,094,452	1,498,470	50,332,803	5,202,992
Impairment allowance on investment (Note 24b)	-	-	-	19,664,290
Share of loss of an associate	4,661,510	878,600	-	-
Loss/(profit) on sale of property, plant and equipment (Note 10)	40,559	305,294	3,280	136,919
Unwinding of discount on provisions (Note 30)	9,506,662	2,155,687	-	-
Loss/(profit) on sale of investments	-	-	(57,166,653)	-
Loss/(profit) on sale of subsidiary (Note 26)	(30,602,093)	-	-	-
Share based payment expense (options and swaps)	469,829	-	-	-
<b>Write off of Intangible asset and property, plant and equipment (Note 15, 16)</b>	-	120,987	-	11,293
<b>Net foreign exchange loss/(gain)</b>	12,801,175	(12,432,563)	(261,357)	-
Fair value loss on commodity options (Note 9)	9,776,438	(10,286,542)	-	-
Fair value (gain)/loss on embedded derivatives (Note 19)	-	107,935	-	-
Fair value (gain)/loss on convertible options (Note 9, 31)	(4,961,665)	1,552,034	(4,961,665)	3,214,982
Fair value (gain)/loss on available for sale assets	-	-	-	-
<b>Changes in working capital</b>				
Receivables and prepayments (current)	(87,067,988)	(13,481,624)	110,566,136	(21,010,958)
Non current prepayments	(7,030,012)	(3,403,724)	7,519	14,738,484
Inventories	(16,552,338)	11,811,487	-	-
Payables and accrued expenses	174,100,373	51,275,757	(87,496,894)	18,343,628
Dividend payable	-	(414)	-	(414)
Gratuity provisions	(192,862)	902,717	(29,161)	50,101
Gratuity benefit paid	172,799	(801,611)	(39,021)	(232,289)
Provision and other liabilities	-	-	(2,434,105)	-
Government grant	434,884	(87,297)	-	-
	<u>131,890,885</u>	<u>74,821,021</u>	<u>8,323,563</u>	<u>16,582,393</u>

**37 Related party transactions**

Ocean and Oil Development Partners Limited (OODP) has the shareholding of 55.96% at 31 December 2016 (2014: 55.96%). The remaining 44.04% shares are widely held. OODP is ultimately owned 40% by the family of Mr. Gabriele Volpi, 22.38% by the Group Chief Executive and 11.19% by the Deputy Chief Executive of the Company.

The following transactions existed between Oando Plc (the "company") and related parties during the year under review:

- (i) Shareholder Agreements dated July 24, 2012 between Oando PLC and Oando Netherlands Holding 2 BV (Holdco 2) in respect of Oando Akepo Limited (Oando Akepo); Oando PLC and Oando Netherlands Holding 3 BV (Holdco 3) in respect of Oando Petroleum Development Company Limited ("OPDC2") (which owns 95% of the shares of OPDC); Oando PLC and Oando OML 125 & 134 BVI in respect of Oando OML 125&134. Shareholder agreements dated April 30, 2013 between Oando PLC and Oando Netherlands Holding 4 BV (Holdco 4) and Oando Netherlands Holding 5 BV (Holdco 5) in respect of Oando Qua Ibo Limited (OQIL) and Oando reservoir and Production Services Limited (ORPSL), respectively. Shareholder agreements dated July 31, 2014 between Oando PLC and Oando OPL 214 Holding BV (Holdco 214), Oando OML 131 Holding BV (Holdco 131), Phillips Deepwater Exploration Nigeria Limited (PDENL – name subsequently changed to Oando Deepwater Exploration Limited), and Conoco Exploration and Production Nigeria Limited (CEPNL – name subsequently changed to Oando 131 Limited), respectively. Oando PLC owns Class A shares and each of Holdco 2, Holdco 3, Oando OML 125&134 BVI, Holdco 4, Holdco 5, Holdco 214, and Holdco 131 (together the "Holdco Associates") owns Class B shares, in each of Oando Akepo, OPDC2, Oando OML 125&134, OQIL, ORPSL, POCNL, PDENL, and CEPNL (the "Operating Associates"), respectively. Ownership of the Class A shares by Oando PLC provides it with 60% voting rights but no rights to receive dividends or distributions from the applicable Operating Associate, except on liquidation or winding up. Ownership of the Class B shares entitles the Holdco Associates (each an indirectly wholly-owned subsidiary of the Corporation) to 40% voting rights and 100% dividends and distributions, except on liquidation or winding up. Pursuant to each of these agreements, Oando PLC, on the one hand, and the respective Holdco Associates, on the other hand, agreed to exercise their respective ownership rights in accordance with the manner set forth in the shareholder agreements. Pursuant to the shareholder agreements, each of Oando PLC and the respective Holdco Associate is entitled to appoint two directors to the board of Oando Akepo, OPDC2, Oando OML 125&134, OQIL, ORPSL, POCNL, PDENL, and CEPNL respectively, with the Holdco Associate being entitled to appoint the Chairman, who has a casting vote. In addition, the applicable Holdco Associate has the power to compel Oando PLC to sell its Class A shares for nominal consideration. The shareholder agreements in respect of most of the Operating Associates are filed on www.sedar.com under "Oando Energy Resources Inc.". No amounts have been paid or are due to be paid by either party to the other under the shareholder agreements.
- (ii) Right of First Offer Agreement ("ROFO Agreement") dated September 27, 2011, as amended, between Oando PLC and OER. Pursuant to the ROFO Agreement, OER has the right to make an offer to Oando PLC in respect of certain assets owned by Oando PLC in accordance with the terms of the ROFO Agreement. No amounts have been paid or are due to be paid under the ROFO Agreement. On September 27, 2013, the ROFO agreement between OER and Oando PLC was amended. The amendment terminates the ROFO agreement on the first date on which Oando PLC no longer holds, directly or indirectly, at least 20% of the issued and outstanding common shares of OER. Prior to the amendment, the right of first offer in the ROFO would have terminated on September 27, 2013. OER has no amounts due to Oando PLC under this agreement (2015 - Nil). During the year, OER didn't incur any amounts under this agreement (2015 - Nil).
- (iii) Referral and Non-Competition Agreement dated July 24, 2012 between Oando PLC and OER. Pursuant to this agreement, Oando PLC is prohibited from competing with OER except in respect of the assets referred to in the ROFO Agreement until the later of July 25, 2014 and such time as Oando PLC owns less than 20% of the shares of OER. Oando PLC is also required to refer all upstream oil and gas opportunities to OER pursuant to this agreement. In addition, in the event that Oando PLC acquired any upstream assets between September 27, 2011 and July 24, 2012, Oando PLC is required to offer to sell these assets to OER at a purchase price consisting of the amount paid by Oando PLC for the assets, together with all expenses incurred by Oando PLC to the date of the acquisition by OER, plus an administrative fee of 1.75%. OER has no amounts due to Oando PLC under this agreement in respect of the COP acquisition (2015 – Nil).
- (iv) Cooperation and Services Agreement dated July 24, 2012 between Oando PLC and OER. Pursuant to this agreement, Oando PLC agreed, until the later of July 24, 2017 and such time as Oando PLC owns less than 20% of the shares of OER, to provide certain services to OER, including in respect of legal services in Nigeria, corporate secretarial and compliance services in Nigeria, corporate finance, procurement, corporate communications, internal audit and control, information technology, human capital management, environment, health, safety, security and quality and administrative services. These services are to be provided to OER on the basis of the cost to Oando PLC plus a margin of 10%. The independent directors of OER are entitled to approve all such cost allocations. At any time, OER may elect to terminate any of the services under the agreement provided such notice is effective only on December 31 or June 30 of any year and such notice has been given at least 60 days in advance. Once terminated, Oando PLC shall have no further obligation to make available the services as have been so terminated and equitable adjustments shall be made as to the cost for the remaining services, if any, that are continued to be supplied by Oando PLC to OER under the agreement. As part of the costs incurred under the agreement, OER incurred \$12.1 million in aviation costs to an entity associated with a director of OER (2015 – \$10.9 million). During the period, OER incurred \$22million under this agreement (2015 - \$23 million).
- (v) Transitional Services Agreement dated July 24, 2012 between OER, Oando Servco Nigeria (a subsidiary of OER) and OEPL (a subsidiary of Oando Plc). Pursuant to this agreement, OER and Oando Servco Nigeria ("Servco") agreed that Servco would provide services to OEPL until January 24, 2014 for no more than 10% of the employees' normal working hours per month. OEPL is required to pay Servco's costs of providing such services. OER through Servco has N6.19 billion (\$17.7 million) due from OEPL (2015: N3.52 billion/\$17.7 million), under this agreement in respect of services provided.
- (vi) Pursuant to the completion of the Oando reorganization in July 2012, the cumulative amount advanced by Oando Plc to Equator Exploration Limited, subsidiary of OER ("EEL") of N1.1billion (US\$7.2 million) as of 21 December 2012 was classified as loan payable in EEL's books and loan receivable in Oando Plc's books. The carrying amount of the loan using effective interest method was N1.3billion at 31 December 2012. The amount increased to N2.4 billion at 31 December 2015 (2014: N2.0 billion) due to accrued interest. During 2016, the Company impaired the receivable and accrued interest of N2.7 billion. The impairment was reversed on consolidation. In addition, the receivables and payables in the books of the Company and OER respectively have been eliminated on consolidation.
- (vii) The Company signed an amendment to the operating lease agreement with a subsidiary XRS11 Ltd during the year. The Company, the lessee in the agreement, agreed to lease the Bombardier XRS aircraft owned by XRS11Ltd, the lessor, for a period of earlier of eighty four months from the execution date and date of termination of the agreement. XRS recognized income of N2.2 billion which arose from the agreement in 2015. In addition, the Company granted a loan of N1.8 billion (\$9 million) to XRS11 Ltd in 2014. The loan was outstanding at 31 December 2016. The income and loan have been eliminated on consolidation.

Other related party transactions include:

- i. Argentil Capital Partners Limited provided advisory services worth N1.3 million (2015: nil). The Group Chief Executive (GCE) is a director.
- ii. Brick House Construction Company provided building construction services worth N89.3 million (2015: N203.9 million). A key management personnel of Oando Marketing Plc (OMP) is a shareholder and director of Brick House Construction Company Ltd.
- iii. Broll Properties Services Limited provided facilities management services worth N161.3 million (2015: N146.4million). The GCE has control over one of the joint interest owners of the company.

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

- iv. K.O Tinubu & Co. provided legal services amounting to N2.3 million (2015: nil). K.O Tinubu is controlled by a close family member of the GCE.
- v. Ibushe Limited provided consultancy services to OMP amounting to N103.9 million (2015: N121.5 million) during the year. A key management personnel of the Company owns shares in Ibushe Limited.
- vi. Intels West Africa Ltd provided various services worth N1 billion (2015: N1.3 billion) to Oando Energy Services Limited. Intels West Africa Ltd is owned 70% by a joint owner of OODP, the largest shareholder of the Company.
- vii. Lagoon Waters Limited, one of the dealers for the sale of petroleum products, purchased petroleum products and liquefied petroleum gas worth N4.8 million (2015: N2.1 billion) from the Group. Lagoon Waters Limited is controlled by a close family member of the GCE.
- viii. Noxie Limited supplied office equipment worth N86.3 million (2015: N42.4 million) to members of the Group. A close family member of the GCE has control over the company.
- ix. Olajide Oyewole & co. rendered professional services worth N235.6 million (2015: N217.9 million). A close family member of the GCE has significant influence over the firm.
- x. Pine Crest Specialist Hospital provided medical services worth N13.8 million (2015: N9 million). A close family member of the Deputy Chief Executive Officer (DGCE) has control over the company.
- xi. Rosabon Financial Services Limited provided transport services worth N27.1 million (2015: N24.2 million) to the Company during the year under review. Rosabon Financial Services Limited is owned by a director of Gaslink Nigeria Limited.
- xii. SCIB Nigeria and Co. Ltd. ("SCIB") provided insurance brokerage services worth N1 billion (2015: N0.8 billion) to various members of the Group. A beneficial owner of SCIB is related to the GCE.
- xiii. Triton Aviation Limited provided management services worth N8.3 million (2015: N656 million) to Churchill C-300 Finance Limited, an indirect subsidiary of the Company. Triton Aviation Limited is owned by the GCE.
- xiv. Templegate Consultants Ltd. provided architectural services worth N6 million (2014: N26.6 million) to Oando Marketing Plc, during the year. The managing partner of Templegate Consultants Ltd. is related to the CEO of Oando Marketing Plc, a key management personnel of the Group.
- xv. Transport Services Limited ("TSL") provided haulage services to OMP. During the year under review, TSL provided haulage services worth N2.2 billion (2015: N1.2 billion) to OMP. TSL is ultimately controlled by a close family member of the GCE.
- xvi. TSL Logistics Limited supplied products and throughput services worth N229.6 million (2015: N2.1 billion) to OMP. The company is ultimately controlled by a close family member of the GCE.
- xvii. West Africa Catering Nigeria Limited provided catering services worth N281.7 million (2014: N0.3 billion) to Oando Energy Services Limited. West Africa Catering Nigeria Limited is ultimately owned 49.8% by a shareholder of OODP. OODP has controlling share in the Company.
- xviii. Avante Property Asset Management Services Limited received N1.5 million (2015: nil) for professional services rendered to the Group. The company is ultimately controlled by the GCE and DGCE.
- xix. F.O. Akinrele & Co. provided legal services worth N825,000 (2015: nil). A non-executive director of the Company is the principal partner of the firm.
- xx. During the year, OODP assigned its accrued interest (N4 billion) on the \$150 million convertible loan note for the period 1 January 2016 to 30 June 2016 to Ocean and Oil Investments (OOI). OOI applied the assigned interest towards the repayment of a receivable in favour of Oando Plc.
- xxi. On 13 June 2016, OODP issued a convertible notice ("the Notice") to Oando Plc, to convert an aggregate amount of \$150 million convertible loan notes in the upstream company. Oando Plc satisfied the Notice through relinquishment of 128,413,672 shares at \$1.20 each in Oando E&P Ltd. Consequently, OODP became a non-controlling interest in Oando E&P Ltd.

**Key management personnel**

Key management includes directors (executive and non-executive) and members of the Group Leadership Council. The compensation paid or payable to key management for employee services is shown below:

	2016 N'000	2015 N'000
Salaries and other short-term employee benefits	4,016,146	2,233,386
Share options and management stock options	-	552,165
Post employment benefits	588,835	692,218
	4,604,981	3,477,769

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

**Year-end balances arising from transactions with related parties**

The following receivables or payables at December 31, 2016 arose from transactions with related parties:

	Company 2016 N'000	Company 2015 N'000
<b>Receivables from related parties:</b>		
Apapa SPM Limited	-	7,801,974
Churchill C-300 Finance Ltd	486,784	-
Oando Energy Resources Ltd	101,509,917	136,396,152
Oando Energy Services Limited	-	5,836,888
Oando Gas and Power Limited	-	10,206
Oando Lekki Refinery Limited	-	375,741
Oando Properties Limited	-	59,063
XRS II	2,094,126	1,677,120
Oando Port Harcourt Refinery	-	430
Oando Refinery & Terminals	222,120	222,120
Oando Exploration & Production Limited	33,711,604	33,711,604
OES Constitution - Integrity	-	4,927,820
Oando Trading DMCC	818,879	437,702
OES Searex 12 - Teamwork	-	180,437
OES Searex 6 - Respect	-	107,320
Oando Netherlands Holdings 1	11,203	11,203
Oando E&P Holdings Limited	2,247,916	-
Oando Equator Holdings	2,825,608	-
	<b>143,928,157</b>	<b>191,755,780</b>
<b>Payables to related parties:</b>		
Ajah Distribution Company	-	2,500
Alausa Power Ltd	14,037	12,539
Gasgrid Nigeria Limited	-	2,500
Gaslink Nigeria Limited	-	8,184,108
Lekki Gardens Power Ltd	-	2,500
Churchill C-300 Finance Ltd	-	83,250
Oando Liberia	15,250	9,953
Oando Marketing Plc	-	87,612,195
Oando Supply and Trading Limited	-	1,542,686
Oando Trading Bermuda	43,817,840	7,527,329
XRS I	31	20
Oando Equator Holdings	-	1,816
Oando Servco Nigeria	2,500	2,500
OES Passion	1,647	1,647
Oando Petroleum Development Company Limited	2,500	2,500
Oando Servco UK Limited	3,734	3,734
Oando Netherlands Holdings 2 B.V	3,734	3,734
Oando Netherlands Holdings 3 B.V.	3,734	3,734
OES Professionalism	10,939	10,939
	<b>43,875,946</b>	<b>105,010,184</b>

**38 Commitments**

The Group had outstanding capital expenditure contracted but not provided for under property, plant and equipment amounting to N13.6 billion for upgrade of oil and gas facilities (2015: N1.23 billion) at December 31, 2016.

**39 Events after the reporting period**

**(i) COP Acquisition consent fee refund**

On February 8, 2017, the Group received payment from the Federal Government of Nigeria for \$24.8 million as a refund of the excess charge on consent fee paid for the ConocoPhillips Acquisition in 2014.

**(ii) Conversion of Loan Note**

Ocean and Oil Development Partners ("OODP") notified the Company of its intention to convert a total of N1.98 billion in exchange for 396,793,587 fully paid Ordinary Shares of the Company's common equity. The Company filed the conversion notice with the Securities and Exchange Commission ("SEC") during the year under review. The Company received SEC's approval subsequent to year end.

**(iii) Sale and purchase of Oando Plc's 5% interest in Glover BV**

Oando Netherlands Holdings 3 Cooperatief U.A. ("Oando"), a wholly owned subsidiary of Oando Plc, issued a Transfer Interest Notification to HIP Glover S.a.r.l. ("Luxco") on 24 January 2017 in fulfillment of the Side Letter to the shareholders agreement between the parties dated 13 September 2016 (the "SHA Side Letter"). In pursuant of Clause 1.1. of the SHA Side Letter, Oando notified Luxco of its intention to sell the following for a consideration of US\$8,275,072.36:

- a) 5,000 Class A Shares with nominal value of US\$0.1% in the capital of Oando Gas & Power BV (the "Company"), comprising 5% of the total issued share capital of the Company; and
- b) 5% of Oando's loan notes issued by the Company at Closing in the principal amount of US\$7,033,811.49.

Luxco accepted the Transfer Interest Notification on 31 January 2017 and paid N3.1 billion to Oando on 8 March 2017.

The transaction does not require SEC approval.

**(iv) Receipt in respect of sale of Alausa Power Ltd.**

Oando Plc further received N0.8 billion towards completion of the sale of Alausa Power Ltd on 3 March 2017.

**(v) Completion Account**

**(a) Sale of Oando Gas and Power**

The Company and Helios agreed a net payable amount of N0.8 billion (\$2.9 million) in favour of Helios following the conclusion of the completion accounts by Helios. The agreed amount has been reflected in the statement of profit or loss and provisions in the statement of financial position.

**(b) Sale of Downstream Companies**

The Company is yet to agree or finally determine the Net Adjustment Amount for the sale and purchase of specific downstream entities. However, the Company has reflected an estimate of N16.8 billion (approximately \$55.2 million) as the value of its obligation to Helios Vitol (the acquirers) at 31 December 2016. The estimate is based on negotiations of the Completion Accounts, which was submitted to the Company by the acquirers.

**40 Contingent liabilities**

**(i) (a) Guarantees to third parties**

Guarantees, performance bonds, and advance payment guarantees issued in favour of members of the Group by commercial banks and third parties amounted to N543.3 billion (2015: N391.2 billion).

- (b) Outstanding Letters of credit in respect of the offshore processing arrangement (OPA) amounted to N59.4 billion (\$194.6 million) at the reporting date.

**(ii) Pending litigation**

There are a number of legal suits outstanding against the Company for stated amounts of NGN608.2 billion (2015: N584.47 billion). Of the total legal suits outstanding, NGN528.2 billion (2015: 525.3 billion) was filed against OER's portion of NAOC JV (OML 60-63). On the advice of Counsel, the Board of Directors are of the opinion that no material losses are expected to arise. Therefore, no provision has been made in the financial statements.

**(iii) Bilabri Oil Field (OML 122)**

In 2007, the Corporation transferred, under the Bilabri Settlement Agreement, the full responsibility for completing the development of the Bilabri oil field in OML 122 to Peak Petroleum Industries (Nigeria) Limited ("Peak"). Peak specifically assumed responsibility for the project's future funding and historical unpaid liabilities. In the event that Peak fails to meet its obligations to the projects creditors, it remains possible that the Corporation may be called upon to meet the debts. Therefore, a contingent liability of N6.6 billion (\$21.7 million) exists at December 31, 2015 (2015 – N4.32 billion; \$21.7 million). The Corporation has assessed the likelihood that cash outflows will be required to settle the obligation as remote, and therefore, no liability has been recorded in the financial statements at December 31, 2016 (2015 – Nil).

**(iv) OPL 321 and OPL 323**

- (a)** In January 2009, the Nigerian government voided the allocation of OPL 323 and OPL 321 to the operator, Korea National Oil Corporation (KNOC) and allocated the blocks to the winning group of the 2005 licensing round comprising ONGC Videsh, Equator and Owel. KNOC brought a lawsuit against the government and a judgement was given in their favor. The government and Owel appealed the judgement. The case has now gone to the Supreme Court. In 2009, the government refunded the signature bonus paid by Equator. The Company Equator has not recognized a liability to the government for the blocks subsequent to the refund of the signature bonus. This is due to the uncertainty surrounding the timing of the settlement of the ongoing dispute as well as to the amount to be paid upon settlement. Also, there is no obligation to pay the signature bonus as Equator can opt in or out once the legal dispute is settled. Equator has declared its intention to continue to invest in the blocks. Equator has impaired the carrying value and currently carries both assets at Nil value (2013: N351.1 million).

- (b)** Equator originally bid as member of a consortium for OPL 321 and 323. It was granted a 30% interest in the Production Sharing Contracts "PSCs" but two of its bidding partners were not included as direct participants in the PSCs, as a result, Equator granted those bidding partners 3% and 1% carried economic interests respectively in recognition of their contribution to the consortium. During 2007, it was agreed with the bidding partners that they would surrender their carried interests in return for warrants in Equator and payments of \$4 million and \$1 million. The warrants were issued immediately but it was agreed that the cash payments would be deferred. The warrants have expired. In the first instance, payment would be made within 5 days after the closing of a farm out of a 20% interest in OPL 323 to a subsidiary of BG Corporation PLC (BG). However, BG terminated the farm out agreement. Under the successor obligation, Equator issued loan notes with an aggregate value of \$5 million which are redeemable out of the first \$5 million of proceeds received on the occurrence of any one of the following events related to OPL 321 or OPL 323:

- A farm out with another party;
- A sale or partial sale of the interests; and
- A sale or partial sale of subsidiaries holding the relevant PSCs.

During 2010, one bidding partner successfully sued Equator in an arbitration tribunal for \$1 million. This has been paid in full. On the advice of legal counsel, Equator maintains that the remaining \$4 million owed is not yet due and that any second arbitration hearing can be successfully defended. If none of the above events occur, it is assumed that Equator will not need to settle the \$4 million loan note and can defer payment indefinitely. The above contingencies are based on the best judgements of the Board and management.

Equator has been involved in settlement negotiations in respect of the dispute between KNOC, Owel and the Nigerian Government. The negotiating parties have agreed in principle to restructure the working interests in order to accommodate additional members into the new consortium being formed pursuant to the negotiations. Negotiations have stalled, and parties are seeking to re-engage and recommence negotiations.

**(v) Sale of downstream companies – Net Adjustment Amount**

The Company (the "Seller") and Copper BV (the "Buyer") in the case of sale of certain downstream companies were unable to agree or finally determine the Net Adjustment Amount arising from the Complement Accounts after the sale as of the reporting date. Consequently, the Company has estimated and provided for the Net Adjustment Amount of N16.8 billion (US\$55 million) out of N34.4 billion (US\$112.7) in favour of the buyer in these consolidated and separate financial statements. The provision is in line with discussions with the Buyer, save for certain agreed pass-through items totaling N17.5 billion (US\$57.4 million) in respect of receivables in the books of Ebony oil and gas, Ghana. While the directors of the Company are strongly of the view that the receivables are not delinquent and therefore collectible, the uncertainty surrounding the exact timing of receipt of the receivables may affect the value of the provision in future.

41 Subsidiaries' information

(a) Below is a summary of the principal subsidiaries of the Group

Entity name	Country of incorporation	Investment Currency All figures in thousands	Nature of business	Issued share capital	Percentage interest held	Percentage interest held
					2016	2015
<b>Operational subsidiaries</b>						
<b>Direct Shareholding</b>						
Oando Logistics and Services Limited	United Kingdom	GBP	Logistics and services	1	100%	100%
Oando Resources Limited	Nigeria	Naira	Exploration and Production	2,500,000	100%	100%
Oando Terminals and Logistics	Nigeria	Naira	Storage and haulage of petroleum products	2,500,000	100%	100%
Oando Trading DMCC	Dubai	USD	Supply of crude oil and refined petroleum products	50,000	100%	100%
XRS 1	Cayman Island	USD	Investment company	50,000	100%	100%
Oando Trading Limited	Bermuda	USD	Supply of crude oil and refined petroleum products	3,500,000	100%	100%
Oando Netherlands Holdings 2 Cooperative U.A	Netherlands	Euro	Financial holding company	0	100%	0%
Oando Netherlands Holdings 3 Cooperative U.A	Netherlands	Euro	Financial holding company	0	100%	0%
<b>Indirect Shareholding</b>						
Ebony Oil and Gas South Africa Proprietary Limited	South Africa	Rand	Storage, Trading and Distribution of Petroleum and Gas Products	120	100%	0%
Royal Ebony Terminal Proprietary Limited	South Africa	Rand	Storage, Trading and Distribution of Petroleum and Gas Products	980	49%	0%
Ebony Trading Rwanda Limited	Rwanda	Rwandan Francs	Storage, Trading and Distribution of Petroleum and Gas Products	100,000,000	100%	0%
Petrad Mozambique Limitada	Mozambique	MZM	Storage, Trading and Distribution of Petroleum and Gas Products	200,000	100%	0%
XRS 11	Cayman Island	USD	Aviation	50,000	100%	100%
Churchill Finance C300-0462 Limited	Bermuda	USD	Aviation	1	100%	100%
Oando Energy Resources Inc.	Canada	USD	Exploration and Production	796,049,213.00	77.74%	93.7%
All subsidiary undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the parent company do not differ from the proportion of ordinary shares held. The parent company further does not have any shareholdings in the preference shares of subsidiary undertakings included in the group.						
<b>Disposed Subsidiaries</b>						
Central Horizon Gas Company Limited	Nigeria	Naira	Gas Distribution	9,100,000	0%	56%
Gaslink Nigeria Limited	Nigeria	Naira	Gas Distribution	1,717,697,000	0%	97.24%
Akute Power Limited	Nigeria	Naira	Power Generation	2,500,000	0%	100%
Oando Gas and Power Limited	Nigeria	Naira	Gas and Power generation and distribution	10,000,000	0%	100%
Oando Energy Services Limited	Nigeria	Naira	Provision of drilling and other services upstream companies	5,000,000	0%	100%
Apapa SPM Limited	Nigeria	Naira	Offshore submarine pipeline construction	19,125,000	0%	100%
Oando Marketing Ltd	Nigeria	Naira	Marketing and sale of petroleum products	437,500,000	0%	100%
Oando Supply and Trading Limited	Nigeria	Naira	Supply of crude oil and refined petroleum products	6,250,000	0%	100%
Oando Lekki Refinery Company	Nigeria	Naira	Petroleum Refining	2,500,000	0%	100%
Oando Ghana Limited	Ghana	Cedis	Marketing and sale of petroleum products (Subsidiary of Oando Marketing PLC)	2,346,000	0.0%	82.9%
Oando Togo S.A	Togo	CIA	Marketing and sale of petroleum products	186,288,000	0%	75%
Gas Network Services Limited	Nigeria	Naira	Gas Distribution	5,000,000	0%	100%
Ebony Oil & Gas Limited	Ghana	Cedis	Supply of crude oil and refined petroleum products	100	0%	80%
<b>Subsidiaries classified as held for sale</b>						
Alausa Power Limited	Nigeria	Naira	Power Generation	2,500,000	100%	100%

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

(b) Summarised financial information on subsidiaries with material non-controlling interests

Set out below are the summarised financial information for each subsidiary that has non-controlling interests that are material to the Group as at 31 December 2016

Summarised statement of profit or loss	Oando Energy Resources		Gaslink		Oando Ghana	
	2016 N'000	2015 N'000	2016 N'000	2015 N'000	2016 N'000	2015 N'000
Revenue	77,276,507	89,688,292	26,733,938	29,710,568	1,214,770	2,825,785
Profit before income tax	(37,632,784)	(1,380,717)	6,849,289	7,833,018	(199,930)	(35,969)
Taxation	37,719,977	4,558,291	(716,478)	(2,576,088)	-	(11,078)
Profit after taxation	87,193	3,177,574	6,132,811	5,256,930	(199,930)	(47,047)
Total comprehensive income	<b>87,193</b>	<b>3,177,574</b>	<b>6,132,811</b>	<b>5,256,930</b>	<b>(199,930)</b>	<b>(47,047)</b>
Non-controlling interest proportion	22.3%	6.3%	2.8%	2.8%	17.1%	17.1%
Profit or loss allocated to non-controlling interests	19,413	199,350	169,266	145,091	(34,188)	(8,045)
Dividends paid to non-controlling interests	-	-	80,743	-	-	-
<b>Summarised statement of financial position</b>						
Current:						
Asset	92,465,975	61,692,148	-	21,312,123	-	570,422
Liabilities	(321,623,648)	(230,536,740)	-	(21,099,941)	-	(916,300)
Total current net assets	(229,157,673)	(168,844,592)	-	212,182	-	(345,878)
Non-Current:						
Asset	779,628,519	564,937,417	-	10,886,742	-	365,968
Liabilities	(234,020,620)	(189,993,283)	-	(4,807,926)	-	(15,415)
Total non-current net assets	545,607,899	374,944,134	-	6,078,816	-	350,553
Net assets	316,450,226	206,099,542	-	6,290,998	-	4,675
Accumulated non-controlling interest	70,554,972	12,904,975	-	173,632	-	799
<b>Summarised cash flows</b>						
Cash generated from operations	56,453,609	112,612,139	-	3,524,643	-	91,113
Interest paid	(7,291,910)	(19,350,845)	-	(446,135)	-	(3,735)
Income tax paid	(4,127,051)	(5,875,359)	-	(1,798,566)	-	(5,210)
Net cash generated from operating activities	45,034,648	87,385,935	-	1,279,942	-	82,168
Net cash used in investing activities	(25,698,690)	(9,921,647)	-	(4,438,199)	-	(89,246)
Net cash used in financing activities	(26,930,615)	(74,997,661)	-	1,394,008	-	-
Net (decrease)/increase in cash and cash equivalents	(7,594,657)	2,466,627	-	(1,764,249)	-	(7,078)
Cash, cash equivalents and bank overdrafts at beginning of year	8,709,432	5,934,516	-	(103,632)	-	150,355
Exchange gains/(losses) on cash and cash equivalents	-	308,289	-	-	-	(12,840)
Cash and cash equivalents at end of year	1,114,775	8,709,432	-	(1,867,881)	-	130,437
<b>Summarised statement of profit or loss</b>						
	CHGC		Oando Togo		Ebony	
	2016 N'000	2015 N'000	2016 N'000	2015 N'000	2016 N'000	2015 N'000
Revenue	1,102,127	730,985	2,193,717	4,081,117	22,808,166	56,735,669
Profit before income tax	215,586	112,358	33,194	19,660	924,775	2,592,999
Taxation	(61,379)	(75,327)	(4,069)	-	(226,277)	(655,893)
Profit after taxation	154,208	37,031	29,125	19,660	698,498	1,937,106
Total comprehensive income	<b>154,208</b>	<b>37,031</b>	<b>29,125</b>	<b>19,660</b>	<b>698,498</b>	<b>1,937,106</b>
Non-controlling interest proportion	44%	44%	25%	25%	20%	20%
Profit or loss allocated to non-controlling interests	67,851	16,294	7,192	4,855	139,700	387,421
<b>Summarised statement of financial position</b>						
Current:						
Asset	-	371,730	-	1,750,746	-	25,549,515
Liabilities	-	(803,210)	-	(1,147,866)	-	(21,716,886)
Total current net assets	-	(431,480)	-	602,880	-	3,832,629
Non-Current:						
Asset	-	654,424	-	320,826	-	103,393
Liabilities	-	(2,737)	-	(98,516)	-	(10,068)
Total non-current net assets	-	651,687	-	222,310	-	93,325
Net assets	-	220,207	-	825,190	-	3,925,954
Accumulated non-controlling interest	-	96,891	-	203,775	-	785,191
<b>Summarised cash flows</b>						
Cash generated from operations	-	400,125	-	92,561	-	3,230,984
Interest paid	-	(17,616)	-	(84,961)	-	(497,764)
Income tax paid	-	-	-	(29,140)	-	(448,980)
Net cash generated from operating activities	-	382,509	-	(21,540)	-	2,284,240
Net cash used in investing activities	-	(456,133)	-	(43,911)	-	(91,799)
Net cash used in financing activities	-	9,209	-	(65,740)	-	(4,279,953)
Net (decrease)/increase in cash and cash equivalents	-	(64,415)	-	(131,191)	-	(2,087,512)
Cash, cash equivalents and bank overdrafts at beginning of year	-	97,397	-	(555,957)	-	6,089,831
Exchange gains/(losses) on cash and cash equivalents	-	-	-	(53,187)	-	(520,059)
Cash and cash equivalents at end of year	-	32,982	-	(740,335)	-	3,482,260



OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

(c) Change in ownership interests in subsidiaries that do not result in a loss of control

On May 31, 2016, Ocean and Oil Development Partners Limited (OODP) exercised the option to convert the amount outstanding on their dollar denominated convertible notes of \$154,096,406.44 to 128,413,672 Ordinary Shares of Oando Plc's holding in OER under and pursuant to the terms of the Convertible Note Purchase Agreement dated 23 July 2014. Also, following the delisting of OER from TSX in May 2016, the institutional investors were bought over by Oando E&P and certain performance share units ("PSU") and stock options given to certain employees in May 2015 were accelerated and made to vest at transaction date. Consequently, the indirect percentage ownership in OER reduced from 93.73% (NCI: 6.27%) to 77.745 (NCI: 22.26%). The loss on deemed disposal has been recognised directly in equity.

Impact of change in ownership interests in subsidiaries that do not result in a loss of control is as analysed below:

	Group 2016 N'000	Group 2015 N'000
Consideration received from non-controlling interest	29,736,345	
Increase in non-controlling interest	(31,513,805)	(142,175)
Group's loss on deemed disposal	(1,777,460)	(142,175)

42 (a) Financial instruments by category

GROUP

	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Available-for-sale N'000	Total N'000
<b>2016</b>				
Assets per statement of financial position:				
Available-for-sale financial assets	-	-	115,642	115,642
Non-current receivable	-	22,034,389	-	22,034,389
Trade and other receivables	-	95,424,919	-	95,424,919
Commodity option contracts	6,932,527	-	-	6,932,527
Cash and cash equivalents	-	16,929,537	-	16,929,537
	<u>6,932,527</u>	<u>134,388,845</u>	<u>115,642</u>	<u>141,437,014</u>

	Financial instruments at fair value through profit and loss N'000	Other financial liabilities at amortised cost N'000	Total N'000
<b>2016</b>			
Liabilities per statement of financial position:			
Borrowings	-	246,117,715	246,117,715
Trade and other payables	-	198,459,488	198,459,488
Convertible options	199,137	-	199,137
	<u>199,137</u>	<u>444,577,203</u>	<u>444,776,340</u>

	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Available-for-sale N'000	Total N'000
<b>2015</b>				
Assets per statement of financial position:				
Available-for-sale financial assets	-	-	137,202	137,202
Non-current receivable	-	7,096,971	-	7,096,971
Trade and other receivables	-	63,818,976	-	63,818,976
Commodity option contracts	24,853,969	-	-	24,853,969
Cash and cash equivalents	-	22,922,976	-	22,922,976
	<u>24,853,969</u>	<u>93,838,923</u>	<u>137,202</u>	<u>118,830,094</u>

	Financial instruments at fair value through profit and loss N'000	Other financial liabilities at amortised cost N'000	Total N'000
<b>2015</b>			
Liabilities per statement of financial position:			
Borrowings	-	215,816,614	215,816,614
Trade and other payables	-	118,309,218	118,309,218
Convertible options	5,160,802	-	5,160,802
	<u>5,160,802</u>	<u>334,125,832</u>	<u>339,286,634</u>

	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Available-for-sale N'000	Total N'000
<b>2016</b>				
Assets per statement of financial position:				
Available-for-sale financial assets	-	-	115,642	115,642
Trade and other receivables	-	108,581,449	-	108,581,449
Cash and cash equivalents	-	12,434,877	-	12,434,877
	<u>-</u>	<u>121,016,326</u>	<u>115,642</u>	<u>121,131,968</u>

	Financial instruments at fair value through profit and loss N'000	Other financial liabilities at amortised cost N'000	Total N'000
<b>2015</b>			
Liabilities per statement of financial position:			
Borrowings	-	109,876,902	109,876,902
Trade and other payables	-	82,408,778	82,408,778
Convertible options	199,137	-	199,137
	<u>199,137</u>	<u>192,285,680</u>	<u>192,484,817</u>

	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Available-for-sale N'000	Total N'000
<b>2015</b>				
Liabilities per statement of financial position:				
Borrowings	-	215,816,614	-	215,816,614
Trade and other payables	-	118,309,218	-	118,309,218
Convertible options	5,160,802	-	-	5,160,802
	<u>5,160,802</u>	<u>334,125,832</u>	<u>-</u>	<u>339,286,634</u>

COMPANY

	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Available-for-sale N'000	Total N'000
<b>2016</b>				
Assets per statement of financial position:				
Available-for-sale financial assets	-	-	115,642	115,642
Trade and other receivables	-	108,581,449	-	108,581,449
Cash and cash equivalents	-	12,434,877	-	12,434,877
	<u>-</u>	<u>121,016,326</u>	<u>115,642</u>	<u>121,131,968</u>

	Financial instruments at fair value through profit and loss N'000	Other financial liabilities at amortised cost N'000	Total N'000
<b>2016</b>			
Liabilities per statement of financial position:			
Borrowings	-	109,876,902	109,876,902
Trade and other payables	-	82,408,778	82,408,778
Convertible options	199,137	-	199,137
	<u>199,137</u>	<u>192,285,680</u>	<u>192,484,817</u>

	Financial instruments at fair value through profit and loss N'000	Loans and receivables N'000	Available-for-sale N'000	Total N'000
<b>2015</b>				
Assets per statement of financial position:				
Available-for-sale financial assets	-	-	137,202	137,202
Non-current receivable	-	7,096,971	-	7,096,971
Trade and other receivables	-	63,818,976	-	63,818,976
Commodity option contracts	24,853,969	-	-	24,853,969
Cash and cash equivalents	-	22,922,976	-	22,922,976
	<u>24,853,969</u>	<u>93,838,923</u>	<u>137,202</u>	<u>118,830,094</u>

	Financial instruments at fair value through profit and loss N'000	Other financial liabilities at amortised cost N'000	Total N'000
<b>2015</b>			
Liabilities per statement of financial position:			
Borrowings	-	215,816,614	215,816,614
Trade and other payables	-	118,309,218	118,309,218
Convertible options	5,160,802	-	5,160,802
	<u>5,160,802</u>	<u>334,125,832</u>	<u>339,286,634</u>

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

	Financial instruments at fair value through profit and loss	Loans and receivables	Available-for-sale	Total
<b>2015</b>				
Assets per statement of financial position:				
Available-for-sale financial assets	N'000	N'000	N'000	N'000
Trade and other receivables	-	-	137,202	137,202
Cash and cash equivalents	-	203,165,294	-	203,165,294
	-	2,181,132	-	2,181,132
	-	205,346,426	137,202	205,483,628
<b>2015</b>				
Liabilities per statement of financial position:				
Borrowings		N'000	N'000	N'000
Trade and other payables		-	90,137,202	90,137,202
Convertible options		-	141,619,762	141,619,762
		5,160,802	-	5,160,802
		5,160,802	231,756,964	236,917,766

(b) Financial Instruments: Carrying values and fair values

Group	Carrying amounts		Fair values	
	2016 N'000	2015 N'000	2016 N'000	2015 N'000
Non-current receivables	22,034,389	7,096,971	18,210,239	5,865,265
Finance lease receivables	60,926,511	43,822,281	43,884,459	42,340,289
Derivative financial assets	6,932,527	24,853,969	6,932,527	24,853,969
Available for sale investment measured at the fair value	115,642	137,202	115,642	137,202
Derivative financial liabilities	199,137	5,160,802	199,137	5,160,802
<b>Company</b>				
Non-current receivables	9,711,893	-	8,026,358	-
Available for sale investment measured at the fair value	113,985	136,130	113,985	136,130
Derivative financial liabilities	199,137	5,160,802	199,137	5,160,802

43 Upstream activities

(a) Details of upstream assets

	Mineral rights acquisition	Land and building	Expl. costs and producing wells	Production Well	Oil and gas properties under development	Other fixed assets	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Opening NBV 1 January 2015							
Opening net book amount	4,428,004	33,632	10,876,726	180,158,900	17,972,303	741,752	214,211,317
Decommissioning costs	-	-	-	-	34,689,587	-	34,689,587
Additions	-	-	-	15,839,314	251,794	-	16,091,108
Trf to disposal group classified as held for sale	308,701	-	-	(18,818,263)	(20,284,570)	-	(38,794,132)
Impairments	-	-	-	(5,936,655)	-	-	(5,936,655)
Depreciation charge	(719,950)	-	(29,932)	(18,553,801)	(5,997,870)	(200,512)	(25,502,065)
Exchange difference	334,700	2,595	839,051	13,664,406	1,328,558	55,290	16,224,600
Year ended 31 December 2015	4,351,455	36,227	11,685,845	166,353,901	27,959,802	596,530	210,983,760
Opening NBV 1 January 2016							
Opening net book amount	4,351,455	36,227	11,685,845	166,353,901	27,959,802	596,530	210,983,760
Decommissioning costs	-	-	-	-	(32,525,818)	-	(32,525,818)
Additions	-	-	-	8,958,072	263,005	-	9,221,077
Depreciation charge	(23,715)	-	(37,367)	(13,964,372)	(1,792,384)	(31,877)	(15,849,715)
Exchange difference	2,312,297	19,283	6,213,995	86,256,884	14,588,505	312,293	109,703,257
Year ended 31 December 2016	6,640,037	55,510	17,862,473	247,604,485	8,493,110	876,946	281,532,561

(b) Joint arrangements

The Group participates in various upstream exploration and production (E&P) activities through joint operations with other participants in the industry. Details of concessions are as follows:

2016	License	Operator	Working/Participating Interest	Location	License type	Expiration date	Status
Oando OML 125 & 134 Ltd	OML 125	NAE	15% working interest	Offshore	PSC	July 4, 2023	Producing
Oando OML 125 & 134 Ltd	OML 134	NAE	15% working interest	Offshore	PSC	July 4, 2023	Non- Producing
Oando Production and Development Company Limited	OML 56	Energia	45% participatory interest	Onshore	JV	January 31, 2023	Producing
Oando Akepo Limited	OML 90	Sogenal	30% participating interest	Offshore	JV	March 13, 2015	Non- Producing
Exile Resources Nigeria Limited	OML 90	Sogenal	10% participating interest	Offshore	JV	March 13, 2015	Non- Producing
Oando Qua Ibo Limited	OML 13	Network Exploration and Production Company Limited	40% working interest	Onshore	JV	March 13, 2015	Producing
Oando Oil Limited	OML 60, 61, 62 and 63	Nigeria Agip Oil Company Limited	20% working interest	Onshore	JV	July 22, 2028	Producing
Oando Deepwater Exploration Nigeria Limited	OML 145	ExxonMobil	20% working interest	Offshore	PSC	June 12, 2032	Non- Producing
Oando 131 Limited	OML 131	Oando 131 Limited	95% participating interest	Offshore	PSC	April 13, 2025	Non- Producing

**OANDO PLC**  
**Annual Consolidated and Separate Financial Statements**  
**Notes to the consolidated and separate financial statements**  
**For the year ended 31 December 2016**

	License	Operator	Working/Participating interest	Location	License type	Expiration date	Status
Medal Oil Company Limited	OML 131	Oando 131 Limited	5% participating interest	Offshore	PSC	April 13, 2025	Non- Producing
Equator Exploration Nigeria 323 Limited	OPL 323	KNOC	30% participating interest	Offshore	PSC	March 10, 2036	Non- Producing
Equator Exploration Nigeria 321 Limited	OPL 321	KNOC	30% participating interest	Offshore	PSC	March 10, 2036	Non- Producing
		PEAK	Carried interest of 5% in the Bilabri oil project and a paying interest of 12.5% in any gas development	Offshore	PSC		Non- Producing
Equator Exploration (OML 122) Limited	OML 122	Equator Exploration STP Block 5 Limited	20% participating interest	Offshore	PSC	Sept. 13, 2021 May 13, 2041	Non- Producing
Equator Exploration STP Block 5 Limited	Block 5	TBD	22.5% participating interest	Offshore	PSC	February 22, 2044	Non- Producing
Equator Exploration Limited	Block 12						

**44 (a) Reconciliation of previously published statement of profit or loss**

Oando Gas & Power and its subsidiaries were classified as discontinued operations and disposed in year ended 2016. Also, Oando Trading Bermuda (OTB) was classified as a disposal group in 2015 & its results of operations were presented as discontinued operations in 2015. However, following the decision of management not to continue with the plan of selling OTB in 2016, the 2015 result of the operations have been represented as part of continuing operations (see note 26c). The comparative as at 31 December 2015 have been represented to show the effect of the discontinued operations.

	IFRS previously reported N'000	Previously presented as discontinued operations* N'000	IFRS represented N'000
<b>Continuing operations</b>			
Revenue	161,489,950	41,941,576	203,431,526
Cost of sales	(106,752,639)	(50,019,790)	(156,772,429)
Gross profit	54,737,311	(8,078,214)	46,659,097
Other operating income	35,080,299	(1,565,690)	33,514,609
Selling and marketing costs	(46,504)	46,504	-
Administrative expenses	(74,078,140)	4,307,887	(69,770,253)
Impairment of property, plant and equipment	-	-	-
Operating (loss)/profit	15,692,966	(5,289,513)	10,403,453
Finance costs	(54,011,441)	(1,071,724)	(55,083,165)
Finance income	6,461,492	(16,688)	6,444,804
Finance costs - net	(47,549,949)	(1,088,412)	(48,638,361)
Share of loss from associates	(878,600)	-	(878,600)
Loss before income tax	(32,735,583)	(6,377,925)	(39,113,508)
Income tax credit	1,537,880	2,655,057	4,192,937
Loss for the period from continuing operations	(31,197,703)	(3,722,868)	(34,920,571)
<b>Discontinued operations</b>			
Loss for the period from discontinued operations	(18,492,174)	3,722,868	(14,769,306)
Loss for the period	(49,689,877)	-	(49,689,877)
<b>Other comprehensive income:</b>			
<b>Items that will not be reclassified to profit or loss in subsequent periods:</b>			
IFRIC 1 adjustment to revaluation reserve	69,436	-	69,436
Remeasurement loss on post employment benefit obligations	(391,327)	-	(391,327)
Deferred tax on remeasurement gains on post employment benefit obligations	117,398	-	117,398
	(204,493)	-	(204,493)
<b>Items that may be reclassified to profit or loss in subsequent periods:</b>			
Exchange differences on translation of foreign operations	12,067,406	-	12,067,406
Fair value (loss)/gain on available for sale financial assets	(61,707)	-	(61,707)
	12,005,699	-	12,005,699
<b>Reclassification to profit or loss</b>			
Reclassification adjustments for loss included in profit or loss	57,901	-	57,901
<b>Other comprehensive income/(loss) for the period, net of tax</b>	11,859,107	-	11,859,107
<b>Total comprehensive loss for the period</b>	(37,830,770)	-	(37,830,770)
<b>Attributable to:</b>			
Equity holders of the parent	(39,425,072)	-	(39,425,072)
Non controlling interest	1,594,302	-	1,594,302
	(37,830,770)	-	(37,830,770)
Earnings per share from continuing and discontinued operations attributable to ordinary equity holders of the parent during the year: (expressed in kobo per share)			
<b>Basic and diluted loss per share</b>			
From continuing operations	(268)	-	(294)
From discontinued operations	(155)	-	(128)
From loss for the year	(422)	-	(422)

\* OTB previously presented as discontinued operations have been represented as continuing operations and Oando Gas & Power and its subsidiaries previously presented as continuing operations have been represented as discontinued operations.

(b) Reconciliation of previously published consolidated statement of financial position

GROUP Assets	IFRS previously reported	Previously classified as held for sale	IFRS represented
	N'000	N'000	N'000
<b>Non-current assets</b>			
Property, plant and equipment	223,127,246	2,826	223,130,072
Intangible assets	252,518,881	2,196,864	254,715,745
Investment in associate	2,530,813	-	2,530,813
Deferred tax assets	35,042,529	-	35,042,529
Derivative financial assets	14,591,951	-	14,591,951
Finance lease receivables	43,589,953	-	43,589,953
Deposit for acquisition of a business	-	-	-
Non-current receivables	7,096,971	-	7,096,971
Available-for-sale financial assets	5,067	-	5,067
Prepayments	13,811	-	13,811
Restricted cash	8,309,408	696,675	9,006,083
	<u>586,826,630</u>	<u>2,896,365</u>	<u>589,722,995</u>
<b>Current assets</b>			
Inventories	2,265,218	-	2,265,218
Finance lease receivables	232,328	-	232,328
Derivative financial assets	10,262,018	-	10,262,018
Trade and other receivables	75,299,583	1,122,732	76,422,315
Prepayments	807,984	132,186	940,170
Available-for-sale financial assets	132,135	-	132,135
Cash and cash equivalents (excluding bank overdrafts)	14,613,568	371,805	14,985,373
	<u>103,612,834</u>	<u>1,626,723</u>	<u>105,239,557</u>
<b>Assets of disposal group classified as held for sale</b>	<u>255,881,845</u>	<u>(4,523,088)</u>	<u>251,358,757</u>
<b>Total assets</b>	<u><b>946,321,309</b></u>	<u><b>-</b></u>	<u><b>946,321,309</b></u>
<b>Equity and Liabilities</b>			
<b>Equity attributable to equity holders of the parent</b>			
Share capital	6,017,309	-	6,017,309
Share premium	174,806,923	-	174,806,923
Retained loss	(199,723,265)	-	(199,723,265)
Other reserves	55,750,740	-	55,750,740
Non controlling interest	36,851,707	-	36,851,707
<b>Total equity</b>	<u>14,042,219</u>	<u>-</u>	<u>14,042,219</u>
	<u>50,893,926</u>	<u>-</u>	<u>50,893,926</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Borrowings	55,998,437	-	55,998,437
Deferred tax liabilities	155,907,424	-	155,907,424
Provision and other liabilities	41,499,048	-	41,499,048
Retirement benefit obligation	1,487,923	-	1,487,923
	<u>254,892,832</u>	<u>-</u>	<u>254,892,832</u>
<b>Current liabilities</b>			
Trade and other payables	132,777,613	2,687,598	135,465,211
Borrowings	159,818,177	11,511,393	171,329,570
Derivative financial liabilities	5,160,802	-	5,160,802
Current income tax liabilities	49,643,097	-	49,643,097
Dividend payable	1,650,277	-	1,650,277
Provision and other liabilities	2,434,105	-	2,434,105
	<u>351,484,071</u>	<u>14,198,991</u>	<u>365,683,062</u>
<b>Liabilities of disposal group classified as held for sale</b>	<u>289,050,480</u>	<u>(14,198,991)</u>	<u>274,851,489</u>
<b>Total liabilities</b>	<u>895,427,383</u>	<u>-</u>	<u>895,427,383</u>
<b>Total equity and liabilities</b>	<u><b>946,321,309</b></u>	<u><b>-</b></u>	<u><b>946,321,309</b></u>

OANDO PLC  
Annual Consolidated and Separate Financial Statements  
Notes to the consolidated and separate financial statements  
For the year ended 31 December 2016

Company	IFRS previously reported	Previously classified as held for sale	IFRS represented
	N'000	N'000	N'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	511,583	-	511,583
Intangible assets	283,082	-	283,082
Investment in associate	2,716,431	-	2,716,431
Available-for-sale financial assets	5,067	-	5,067
Investment in subsidiaries	57,988,399	3,435,950	61,424,349
Prepayments	13,811	-	13,811
Restricted cash	241,167	-	241,167
	<u>61,759,540</u>	<u>3,435,950</u>	<u>65,195,490</u>
<b>Current assets</b>			
Derivative financial assets	-	-	-
Trade and other receivables	206,042,583	-	206,042,583
Prepayments	147,313	-	147,313
Available-for-sale financial assets	131,063	-	131,063
Cash and cash equivalents (excluding bank overdrafts)	1,939,965	-	1,939,965
	<u>208,260,924</u>	<u>-</u>	<u>208,260,924</u>
<b>Non current asset held for sale</b>	<u>19,795,219</u>	<u>(3,435,950)</u>	<u>16,359,269</u>
<b>Total assets</b>	<b><u>289,815,683</u></b>	<b><u>-</u></b>	<b><u>289,815,683</u></b>
<b>Equity and Liabilities</b>			
<b>Equity attributable to equity holders</b>			
Share capital	6,017,309	-	6,017,309
Share premium	174,806,923	-	174,806,923
Retained earnings	(134,633,774)	-	(134,633,774)
<b>Total Equity</b>	<u>46,190,458</u>	<u>-</u>	<u>46,190,458</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Borrowings	1,734,773	-	1,734,773
Retirement benefit obligation	850,598	-	850,598
	<u>2,585,371</u>	<u>-</u>	<u>2,585,371</u>
<b>Current liabilities</b>			
Trade and other payables	141,619,762	-	141,619,762
Borrowings	88,402,429	-	88,402,429
Derivative financial liabilities	5,160,802	-	5,160,802
Current income tax liabilities	1,772,479	-	1,772,479
Dividend payable	1,650,277	-	1,650,277
Provision and other liabilities	2,434,105	-	2,434,105
	<u>241,039,854</u>	<u>-</u>	<u>241,039,854</u>
<b>Total liabilities</b>	<u>243,625,225</u>	<u>-</u>	<u>243,625,225</u>
<b>Total equity and liabilities</b>	<b><u>487,250,450</u></b>	<b><u>-</u></b>	<b><u>487,250,450</u></b>

45 **Going concern**

The Group and Company recorded comprehensive gains/(losses), net of tax of N112.4 billion and (N33.9 billion) respectively during the year ended 31 December 2016 (2015 comprehensive losses: Group – N37.8 billion; Company – N56.6billion). As of year-end, the Group and Company were in net current liabilities and net current asset position of N263.8billion and N14.6billion respectively (2015 net current liabilities: Group – N260.4billion; Company – N32.8billion). Management has developed key strategic initiatives which aim to return the Company (and Group) to profitability, improve working capital and cash flows. The key initiatives include:

- Restructure the Reserve Based Loan and Corporate Loan Facilities at Oando Energy Resources to ensure the loans:

- are default free and fully compliant with credit agreements,
- achieve a tenor extension of up to two years, and
- reduce debt service requirements in the near term.

The net effect of these two initiatives will be to reclassify up to N117 billion of net current liabilities into long-term liabilities thus creating a substantial remedy to the negative working capital position. Implementation of this initiative started in 2016 and will be completed between May 2017 and June 2017.

- Refinance an approximate N9 billion credit facility provided by one of the bilateral lenders and the promissory note consequent upon acquisition of the Conoco Philips companies with a view to extending the tenor of the facilities by at least 3 years, thus reclassifying the facility as longer term liabilities.

- Sale of the Company's shares in Oando Energy Resources and other non-core assets to raise up to N100 billion over the next two years of which N50 billion is anticipated in 2017, in order to fund working capital and pay down debt across the Group, especially with respect to the N88 billion Medium Term Loan.

One of the key initiatives discussed above which involves the raising of N50 billion in 2017 will improve the profitability of the group through interest savings arising from repayment of borrowings.

These conditions indicate the existence of material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern and, therefore, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business.

The financial statements have been prepared on the basis of accounting principles applicable to a going concern. This basis presumes that the realisation of assets and settlement of liabilities will occur in the ordinary course of business.

**OANDO PLC**  
**Consolidated and Separate Financial Statements**  
**Value Added Statement**  
**For the year ended 31 December 2016**

<b>Group</b>	<b>2016 N'000</b>	<b>%</b>	<b>2015 N'000</b>	<b>%</b>
Turnover	455,746,734		203,431,526	
Other Income	72,782,420		33,514,609	
Interest received	7,256,765		6,444,804	
	<u>535,785,919</u>		<u>243,390,939</u>	
Bought in goods and services				
- Local purchases	(457,692,999)		(130,298,592)	
- Foreign purchases	(415,866)		(63,134,416)	
Value added	<u><b>77,677,054</b></u>	<u><b>100</b></u>	<u><b>49,957,931</b></u>	<u><b>100</b></u>
Distributed as follows				
Employees				
- To pay salaries and wages and other staff costs	9,477,603	12	13,174,416	26
Government				
- To pay tax	(1,636,859)	(2)	12,448,896	25
Providers of capital				
- To pay dividend	-		-	
- To pay interest on borrowings	58,313,162	75	55,083,165	110
Non-controlling interest	25,562,629	33	1,594,302	3
Maintenance and expansion of assets				
- Deferred tax	(34,669,801)	(45)	(13,895,917)	(28)
- Depreciation	17,505,517	23	31,987,912	64
- Retained in the business	3,124,803	4	(50,434,843)	(101)
Value distributed	<u><b>77,677,054</b></u>	<u><b>100</b></u>	<u><b>49,957,931</b></u>	<u><b>100</b></u>
<b>Company</b>	<b>2016 N'000</b>	<b>%</b>	<b>2015 N'000</b>	<b>%</b>
Turnover	4,858,182		8,452,665	
Other Income	97,776,195		8,137,453	
Interest received	27,417		1,119,432	
	<u>102,661,794</u>		<u>17,709,550</u>	
Bought in goods and services				
- Local purchases	(102,239,855)		(38,711,668)	
- Foreign purchases	-		-	
Value added	<u><b>421,939</b></u>	<u><b>100</b></u>	<u><b>(21,002,118)</b></u>	<u><b>100</b></u>
Distributed as follows				
Employees				
- To pay salaries and wages and other staff costs	715,881	170	1,514,235	(7)
Government				
- To pay tax	146,405	35	241,499	(1)
Providers of capital				
- To pay dividend	-		-	
- To pay interest on borrowings	33,260,203	7,883	33,465,367	(159)
Maintenance and expansion of assets				
- Deferred tax	-	-	-	-
- Depreciation	175,281	42	343,953	(2)
- Retained in the business	(33,875,831)	(8,029)	(56,567,172)	269
Value distributed	<u><b>421,939</b></u>	<u><b>100</b></u>	<u><b>(21,002,118)</b></u>	<u><b>100</b></u>

**OANDO PLC**  
**Consolidated and Separate Financial Statements**  
**Five-Year Financial Summary (2012 - 2016)**  
**For the year ended 31 December 2016**

<b>GROUP</b>	<b>2016 N'000</b>	<b>2015 N'000</b>	<b>2014 N'000</b>	<b>2013 N'000</b>	<b>2012 N'000</b>
Property, plant and equipment	293,541,702	223,130,072	314,042,207	172,209,842	130,324,713
Intangible exploration assets, other intangible assets and goodwill	361,530,468	254,715,745	245,705,184	82,232,746	138,853,809
Deferred income tax assets	44,758,179	35,042,529	12,328,465	4,995,280	13,424,518
Available for sale investments	2,867	5,067	10,834	14,500	1,000
Investments accounted for using the equity method	10,653,425	2,530,813	3,409,413	2,880,478	-
Deposit for acquisition of a business	-	-	-	69,840,000	67,542,450
Other non-current receivables	90,350,582	74,298,769	123,118,474	27,358,945	18,863,930
Net current liabilities	(263,760,105)	(260,443,505)	(329,001,646)	(126,873,433)	(161,081,158)
Assets/(liabilities) of disposal group classified as held for sale	(2,472,438)	(23,492,732)	-	23,253,101	-
Borrowings	(101,639,606)	(55,998,437)	(162,328,636)	(71,872,418)	(75,221,070)
Deferred income tax liabilities	(198,908,983)	(155,907,424)	(148,727,530)	(13,905,217)	(17,207,614)
Other non-Current liabilities	(41,711,512)	(42,986,971)	(14,945,994)	(7,765,747)	(10,146,050)
	<u>192,344,579</u>	<u>50,893,926</u>	<u>43,610,771</u>	<u>162,368,077</u>	<u>105,354,528</u>
Share capital	6,017,309	6,017,309	4,542,343	3,411,177	1,137,058
Share premium	174,806,923	174,806,923	131,554,223	98,425,361	49,521,186
Retained earnings	(152,287,138)	(199,723,265)	(150,300,361)	33,937,579	37,142,281
Other reserves	93,826,307	55,750,740	45,342,918	23,217,694	14,412,064
Non controlling interest	69,981,178	14,042,219	12,471,648	3,376,266	3,141,939
	<u>192,344,579</u>	<u>50,893,926</u>	<u>43,610,771</u>	<u>162,368,077</u>	<u>105,354,528</u>
Revenue	<u>455,746,734</u>	<u>203,431,526</u>	<u>92,912,344</u>	<u>449,873,466</u>	<u>650,565,603</u>
Profit before income tax	(32,812,624)	(51,136,898)	(137,696,205)	7,711,850	14,177,442
Income tax expense	36,306,661	1,447,021	(7,958,945)	(6,314,924)	(8,666,859)
Profit for the year	<u>3,494,037</u>	<u>(49,689,877)</u>	<u>(145,655,150)</u>	<u>1,396,926</u>	<u>5,510,583</u>
<b>Per share data</b>					
Weighted average number of shares	12,034,618	11,940,150	8,698,231	6,226,567	2,268,415
Basic earnings per share (kobo)	26	(422)	(2,076)	23	126
Diluted earnings per share (kobo)	27	(274)	(1,380)	23	127
Dividends per share (kobo)	-	-	-	30	239

**OANDO PLC**  
**Consolidated and Separate Financial Statements**  
**Five-Year Financial Summary (2012 - 2016)**  
**For the year ended 31 December 2016**

COMPANY	2016 N'000	2015 N'000	2014 N'000	2013 N'000	2012 N'000
Property, plant and equipment	379,819	511,583	819,188	925,365	3,022,194
Intangible exploration assets, other intangible assets and goodwill	182,151	283,082	162,918	105,551	89,096
Investments accounted for using the equity method	15,500,552	2,716,431	2,716,431	2,716,431	-
Deferred income tax assets	-	-	-	1,292,116	579,406
Available for sale investments	2,867	5,067	10,834	14,500	1,000
Investment in subsidiaries	55,373,649	61,424,349	77,794,091	108,186,115	85,379,020
Other non-current receivables	14,400,934	254,978	16,415,243	22,186,519	7,739,284
Net current liabilities	14,575,405	(32,778,930)	(34,709,292)	(16,214,366)	9,047,548
Assets/(liabilities) of disposal group classified as held for sale	2,500	16,359,269	-	10,000	-
Borrowings	(87,320,834)	(1,734,773)	(4,142,857)	(11,942,482)	(45,760,738)
Deferred income tax liabilities	-	-	-	-	-
Other non-current liabilities	(782,416)	(850,598)	(1,032,786)	(1,189,998)	(2,641,954)
	<u>12,314,627</u>	<u>46,190,458</u>	<u>58,033,770</u>	<u>106,089,751</u>	<u>57,454,856</u>
Share capital	6,017,309	6,017,309	4,542,343	3,411,177	1,137,058
Share premium	174,806,923	174,806,923	131,554,223	98,425,361	49,521,186
Retained earnings	(168,509,605)	(134,633,774)	(78,066,602)	2,861,024	4,520,486
Other reserves	-	-	3,806	1,392,189	2,276,126
	<u>12,314,627</u>	<u>46,190,458</u>	<u>58,033,770</u>	<u>106,089,751</u>	<u>57,454,856</u>
Revenue	<u>4,858,182</u>	<u>8,452,665</u>	<u>14,217,468</u>	<u>5,883,304</u>	<u>7,358,881</u>
Profit before income tax	(33,729,427)	(56,325,673)	(64,925,182)	2,783,697	4,690,743
Income tax expense	(146,405)	(241,499)	(1,572,367)	(433,123)	(311,297)
Profit for the year	<u>(33,875,832)</u>	<u>(56,567,172)</u>	<u>(66,497,549)</u>	<u>2,350,574</u>	<u>4,379,446</u>
<b>Per share data</b>					
Weighted average number of shares	12,034,618	11,940,150	8,698,231	6,226,567	2,268,415
Basic earnings per share (kobo)	26	(422)	(2,076)	23	126
Diluted earnings per share (kobo)	27	(274)	(1,380)	23	127
Dividends per share (kobo)	-	-	-	30	239