ANNUAL REPORT 2023

TOTALENERGIES MARKETING GHANA PLC

TotalEnergies

Pioneers for 100 years


Our
Core
Values
FOR ME, FOR YOU, FOR ALL
SAFETY
TotalEnergies
Safety
Respect For Each Other
Pioneer Spirit
Stand Together
Perfomance- minded

ABOUT US

TotalEnergies Marketing Ghana PLC is an affiliate of the global TotalEnergies Group, a publicly-traded multi-energy company which is the fourth largest integrated international company in the world with presence in about 120 countries.

TotalEnergies' operations in Ghana started in 1951 under the name Total Oil Products Limited. TotalEnergies has since undergone various transformations, taking over from BP Ghana Limited, then Elf Oil to TotalfinaElf following a global merger between Total and Elf. This finally resulted in the incorporation of Total Petroleum Ghana Limited (now known as **TotalEnergies Marketing Ghana PLC**) when TotalEnergies Marketing Afrique (then called Total Outre-Mer) acquired Mobil Oil in Ghana. This progression, coupled with great respect for quality, standards, achievements, and safety has propelled the Company to the forefront of the oil and gas industry in Ghana making it the first Oil Marketing Company (OMC) to be **ISO 9001:2015** certified in Ghana.

TotalEnergies Marketing Ghana PLC has a strong brand image on the Ghanaian market. The Company is well represented in all 16 Regions of the country with a network of 268 stations strategically located in major cities and towns with state of the art facilities including our Bonjour shops, Service bays, Wash centres, Tyre service centres, and Food courts. Our high quality products and excellent services provide value to our customers who cut across various sectors of the economy including Aviation, Bitumen and Mining industries, besides the Manufacturing and Road Sectors, and the general motoring public.

OUR VISION

Our vision includes:

- To be the number 1 in customer service.
- To develop talent through diversity.
- To provide sustainable shareholder value.
- To be a good corporate citizen.

OUR MISSION

The purpose of **TotalEnergies Marketing Ghana PLC** is to market quality, affordable, clean, reliable and accessible energy products, and to serve our customers responsibly and profitably in an innovative way to ensure that the public continues to turn to the TotalEnergies brand.

We are committed to providing our customers with the best quality products and services.

Our new visual identity embodies the course that the TotalEnergies Company has resolutely charted for itself: that of a broad energy company committed to producing and providing energies that are more affordable, reliable and clean.


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TotalEnergies
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Fleet
TotalEnergies

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1 Corporate Information

Board of Directors

Philippe Ebanga	-	Chairman
Olufemi Babajide	-	Managing Director
Damien de La Fayolle	-	Member
Elodie Luce	-	Member
Jean-Philippe Torres	-	Member
Rexford Adomako-Bonsu	-	Member
Laurette Korkor Otchere	-	Member
Mawuli Ababio	-	Member
Mercy Samson	-	Member

Secretary

Ellen Sarfo Kantanka
TotalEnergies House
25 Liberia Road
P. O. Box 553
Accra

Registered Office

TotalEnergies House
25 Liberia Road
P. O. Box 553
Accra

Solicitor

Peasah Boadu,
Amenano & Co. PRUC
3rd Floor, Gulf House
P. O. Box CT 3523
Cantonments - Accra

Registrar

Universal Merchant Bank Limited
44 Kwame Nkrumah Avenue
Okaishie
Accra

Auditor

PricewaterhouseCoopers
Chartered Accountants
PwC Tower,
A4 Rangoon Lane
Cantonments City
PMB CT 42
Accra

Bankers

Absa Bank Ghana Limited
Agricultural Development Bank PLC
Ecobank Ghana PLC
GCB Bank PLC
National Investment Bank Limited
Société Générale Ghana PLC
Stanbic Bank Ghana Limited
Standard Chartered Bank Ghana PLC
United Bank for Africa Ghana Limited
Universal Merchant Bank Limited
Zenith Bank Ghana Limited
First Atlantic Bank
Guaranty Trust Bank
Access Bank (Ghana) PLC

Board of Directors

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Chairman

Olufemi Babajide
Managing Director

Rexford Adomako-Bonsu
Member

Elodie Luce
Member

Jean-Philippe Torres
Member

Mawuli Ababio
Member

Laurette Korkor Otchere
Member

Mercy Samson
Member

Damien de La Fayolle
Member

3 Management Team

Olufemi Babajide
Managing Director

Ellen Sarfo Kantanka
Legal & External Affairs Manager

Bertha Amissah
Lubricants Manager

Marcel Ably-Bidamon
Finance & Accounts Manager

Richard Debrah
Human Resource Manager

Emily Makutwane
Operations Manager

Hannah Afriyie
Health, Safety, Environment and Quality Manager

Hussein Nsour
Sales & Marketing Manager

INTRODUCTION

Ladies and Gentlemen, on behalf of the Company's Board of Directors and Management Team, I welcome our Shareholders and all of you to the 48th Annual General Meeting of TotalEnergies Marketing Ghana PLC. I appreciate your presence at this Meeting, and your continued support over the years. I am also grateful for the opportunity to address you once again, and to present to you the Directors' Annual Report and the Audited Financial Statements of your Company for the year ended 31st December, 2023.

GLOBAL ECONOMY

Global economic recovery remained slow in the year 2023. Growing regional divergences, high inflation, geopolitical tensions such as the Russian-Ukraine war, increasing protectionist measures, and shifts in trade relationships compounded the rippling effects of the aftermath of the COVID-19 Pandemic which plagued the world in 2020. These factors plateaued global trade in 2023, and created financial challenges for both businesses and individuals with no end in sight in the short to medium term. The World Bank in a press release on January 9, 2024 projected that for a third year in a row, global GDP growth which reduced from 3.2% 2022 to 2.6% in 2023, is likely to drop further to 2.4% by end of 2024. It is also estimated that global trade will expand by 3.3% in 2024, well below the historical average of 4.9% due to fresh trade restrictions, and that businesses will be challenged by reduced demand in the face of dropping purchasing power of consumers.

Energy prices dropped in 2023 compared to the situation in 2022 due to a generally weaker economic momentum which reduced demand and consequently eased pressure on the supply chain. However, risks are still high. Though inflation is estimated to reduce from 6.3% in 2023 to 5.8% in 2024, it is estimated that the escalation of the conflicts in the Middle East, coupled with tightening monetary policies are likely to push interest rates up in 2024. The World Bank further projects that barring any major corrective intervention, the world is headed for the weakest economic growth performance since the 1990s. It is estimated that by the end of 2024, people in one out of every four(4) developing countries will still be poorer than they were before the pandemic. This presents a gloomy picture for businesses and households. Global co-operation is therefore needed to provide debt relief, facilitate trade integration, tackle climate change, and alleviate food insecurity.

DOMESTIC ENVIRONMENT

The effects of the global economic challenges on the economy of Ghana in 2023 cannot be overemphasised. Notwithstanding the global situation, Ghana recorded some remarkable achievements in 2023 as cited by the then Minister of Finance, Honourable Ken Ofori-Atta, when he presented a summary of the 2024 budget statement to the Parliament of Ghana on November 15, 2023. These included a real GDP growth of 3.3% compared to a forecast of 1.5%, a drop in inflation from 54.1% in 2022 to 23.2% as at the end of 2023, a relatively stable Ghana cedi against major convertible currencies, and an upgrade in the Country's credit rating by Fitch Ratings. These achievements, coupled with the debt restructuring programme and interventions by the IMF eased the pressures on the local economy. However, just like the global economy, Ghana is not completely out of the woods. Businesses and households continue to face difficulties due to high interest rates, and a weakened earning power of the taxable base. In spite of these, we are optimistic that our Company would successfully manage the situation to deliver valuable returns on our shareholders' investment.

Ghanaian Petroleum Industry

The downstream petroleum industry continues to be the cornerstone of the country's economic development. In 2023, the industry was positively impacted by the Government of Ghana's Gold-For-Oil (G4O) Program which helped to curb the rising ex-pump prices in the market for the benefit of the motoring public with a rippling positive effect on the general economy. It further addressed the forex challenge hitherto faced by players in the industry, and thereby enhanced fuel supply in the country. The Government's plan to scale up fuel supply under the G4O Program from 30% in 2023 to 50% of national consumption will potentially enhance product supply further, and promote competitive pricing in the market. It is however necessary to ensure that adequate measures are put in place to avoid unintended consequences which could potentially outweigh the benefits recorded so far. Also, the introduction of Sentuo Oil Refinery, the first private oil refinery in the country, is a major boost to ensuring a consistent supply of fuel in the market. This will not only reduce dependence on imported refined products, but also reduce the industry's susceptibility to the impact of international market trends.

Competition remains keen in the downstream petroleum industry and continues to drive innovation and efficiency. It is worth highlighting that even though there are over 158 oil marketing companies licensed by the National Petroleum Authority to operate in the industry, the top 15 control about 70% of the market currently.

In pursuit of energy sustainability, the Ghanaian downstream petroleum industry is gradually transitioning towards diversified and cleaner energy sources. This includes embracing renewable energies such as solar, wind, and hydroelectric power-generation to mitigate the environmental impact of fossil fuels. In line with this, the President of the Republic of Ghana launched the Electronic Vehicles (EV) Policy Framework in November 2023 to guide the country's transition into the use of EVs. This paradigm shift will potentially shape the direction of the industry in the medium to long term as players adapt their operating strategies to the changing needs of the market. To achieve this goal of energy sustainability, it is necessary to implement a prudent and comprehensive regulatory framework that fosters collaboration with all stakeholders, promotes fair competition, and employs an effective price mechanism in the market.

In recent times, the downstream petroleum industry has also been characterised by a phased implementation of the local content policy which aims to harness the benefits of the industry for Ghanaians. It is commendable and worth highlighting that the industry is now largely dominated by indigenous Ghanaian companies who currently control over 80% of the market. However, it is observed that the regulatory framework guiding the implementation of the local content policy in the market focuses on shareholding rather than value creation in the supply and distribution chain. This does not only discriminate against existing partly foreign-owned companies but has also led to market restrictions contrary to the legitimate expectations of these companies as investors in the country. The unintended consequences of this regulatory framework in terms of attraction of foreign direct investment into the country cannot be overemphasised. Hence, just like other countries in the sub-region who have successfully implemented local content policies in their oil and gas sectors, it is worth considering that an implementation approach which aims at local content development for both Ghanaian and existing non-fully Ghanaian companies operating in the industry will enhance the impact of this laudable initiative on the economy of Ghana. It is believed that an approach which focuses on the quantum of composite value added to, or created in Ghana through the utilization of Ghanaian resources and services will better yield the intended objectives of the local content policy in the downstream petroleum sector. This will accommodate both international and Ghanaian companies operating in the country's oil and gas industry with attendant several benefits and advantages for indigenous or local companies in the industry, and the country in general.

Business Performance

For the year ending December 31, 2023, the Group recorded a revenue of GH¢6,059 million compared to GH¢5,686 million in 2022. The consolidated profit after tax for the year 2023 amounted to GH¢172 million compared to GH¢158 million in 2022 whilst the Company's profit after tax amounted to GH¢169 million for the year 2023 compared to GH¢162 million in 2022. This performance demonstrates the resilience of the Company's operating strategies considering the difficult business environment which characterised the year 2023.

Solarisation of Network

Distinguished Shareholders, Ladies and Gentlemen, during the year under review, the Company extended its solarisation project to other service stations on its network thereby increasing the number of service stations with solar installations from one hundred and two (102) service stations as at the end of 2022 to one hundred and twenty-eight (128) service stations as at the end of 2023. The service stations which have benefitted from these solar installations have recorded significant savings in electricity consumption for their operations thereby reducing scope 1 emissions (i.e direct emissions from owned or controlled sources) within the framework of TotalEnergie's Climate Ambition which is to achieve net zero (carbon emissions) by 2050. We will continue to roll out this project in phases to more stations in the period ahead.

Dividend

The Board of Directors, approved an interim dividend payment in the amount of GH¢45.088 million, representing GH¢0.4030 per share in October, 2023 which was paid to Shareholders in December, 2023.

At this Meeting, the Board will be recommending for Shareholders' consideration and approval, a final dividend of GH¢81.018 million representing GH¢0.7242 per share in respect of the year ended 31st December, 2023. This sums up to a total dividend of GH¢126.106 Million, representing GH¢1.1272 per share, an increase of 8% in total dividend to be paid compared to 2022. This increment translates to a dividend yield of 27.76% for the year 2023 compared to 26.09 % in 2022.

The final dividend recommended by the Board, if approved by Shareholders, will be paid to Shareholders on 31st July, 2024 subject to withholding tax where applicable.

BOARD MATTERS

As part of our efforts towards achieving diversity in all spheres of the Company's operations, the Company has taken steps to enhance the gender balance on the Board. Of the nine (9) members of the Company's existing Board, three (3) are female representing (33.5%). The diversity of skills, independence, and full involvement of directors in the work of the Board enriches contributions to Board discussions. We will pursue every opportunity to further enhance gender balance and diversity of the Board.

Distinguished Shareholders, Ladies and Gentlemen, we also bring to your notice that three (3) Directors, **Mr. Jean-Philippe Torres, Mr. Rexford Adomako-Bonsu, and Mr. Mawuli Ababio** are due to retire by rotation at this Meeting. Each of them has expressed their interest and willingness to continue in office. The Board therefore recommends these three (3) Directors to you for re-election at this Meeting.

CORPORATE GOVERNANCE

Good corporate governance remains a critical factor for the long-term sustainability of the Company's business. The Company's governance structure hinges on people, process, performance and purpose. It also has a Constitution that provides the necessary guarantees of compliance with good governance practices. Therefore, even before the Securities and Exchange Commission(SEC) introduced the Corporate Governance Code for listed Companies in 2020 (SEC Code), the Company had already adopted a responsible attitude towards ensuring that the highest standards of corporate governance are enforced in its operation. The Company conscientiously conducts its business with high integrity. It also pays due regard to the preservation of the rights and interests of its shareholders and investors.

The Board, which has a diverse and synergistic range of expertise and experience, provides strategic leadership for the Company in an independent and transparent manner. It ensures that the necessary corporate and management structures as well as resources are in place so as to enable the Company to achieve its objectives whilst taking into consideration the social and environmental challenges of the Company's business activities. Guided by the Company's principle of zero tolerance for non-compliance, the Board ensures that the Company's internal control functions operate effectively across all levels of its operations, and oversees that quality information is provided to shareholders and investors in general. During the year 2023, staff benefitted from regular training sessions and fora on the Company's Code of Ethics and Business Principles to enhance awareness, and to guide them on the strict reference standards required of them in the performance of their duties. Our diverse range of external stakeholders are also continually sensitised on the Company's corporate governance principles.

Periodic audits are conducted by both internal and external parties at different times to ensure strict compliance with applicable rules and regulations as well as the Company's own Policies and Procedures which meet both local and international standards. These audits cover the areas of Finance, Operations, Information Technology, Legal & Corporate Governance, Marketing, Human Resources, Health, Safety, Environment & Quality. Action plans are thereafter developed for implementation within defined timelines to close any identified gaps from these audits. The Board and the Management Team of the Company monitor these timelines closely and ensure that the gaps are finally closed. One of such audits was carried out by TotalEnergies in September 2023, to review the Company's business process flows and internal control processes. The outcome of this audit established a satisfactory level of internal controls, documentation maturity, and that staff awareness of procedures and controls performed on regular basis are at a good level.

In addition to this, the Board's Audit Committee conducts a quarterly review of the level of adherence to internal controls. This Committee also conducts an annual self-assessment to check the adequacy and effectiveness of the levels of internal controls. It also reviews the identified risks in the operations of the Company and the mitigation factors established for those risks. The Audit Committee also reviews and reports to the Board on the statutory auditor's mission concerning the certification of annual financial statements, and the integrity of the financial and accounting reports of the Company.

The Company has in place a procedure for handling complaints or concerns of employees, shareholders, and other stakeholders related to the accounting, internal control, or auditing matters. These procedures are monitored closely for adherence.

The Board and Audit Committee also held regular meetings during the year 2023 to review the various business segments of the Company. Members of the Board received prompt updates from the Company's governance secretariat on new regulatory requirements. They also received the necessary orientation in respect of new requirements in the Company's areas of business to enhance the Board's effectiveness. The performance of the Board is also evaluated annually.

During 2023, the Company also worked with SEC to guide its continuous improvement on corporate governance following an earlier assessment by SEC of its level of compliance with the SEC Code.

Overall, the Board is satisfied with the adequacy and efficacy of existing controls. The Company continues to demonstrate adherence to good corporate governance principles, and upholds its core values of Safety, Respect for Each Other, a Pioneering Spirit, the need to Stand Together, and a Performance-Minded attitude. These values shall remain the pillars of our Company's relationship with its staff, business partners, regulators, and all other stakeholders.

Distinguished Shareholders, Ladies and Gentlemen, I am happy to report that all aspects of your Company's operations were conducted in compliance with applicable local laws and regulations, the Company's Constitution, Code of Conduct, and established Policies and Procedures. This is evident in the Company's successful completion of a recertification audit of its Quality Management System (ISO 9001:2015 Standard) by SGS Ghana Limited in 2023. This audit covered Procurement, Storage, Marketing and Delivery of Petroleum Products and special Products with an objective to determine conformity with the management system. The audit criteria included the Company's ability to ensure that applicable statutory, regulatory, and contractual requirements are met, that the Company can reasonably be expected to achieve specified objectives, and to identify applicable areas for potential improvement. Your Company will continue to maintain its processes and quality management systems in accordance with its status as an ISO 9001:2015 certified company.

HEALTH AND SAFETY

The Company continually upholds its core values of Health, Safety and Environment in all aspects of its operations with an annual target of zero fatal accidents. I am happy to report that we achieved 2066 working days with zero fatalities as at the end of December, 2023 and still counting. Our achievement is driven by a keen focus and commitment to ensuring a safe and healthy operational environment. Through the enforcement of behavioural requirements amongst our staff, service providers, customers, and our host communities at all levels of our operations, we have created a sense of ownership among these stakeholders that safety is a collective duty. *"Safety for you; Safety for me, and Safety for all"* has therefore become a working slogan that remains at the top of the minds of these stakeholders in the performance of day-to-day activities.

The Company also prides itself of a robust security system that protects and safeguards our personnel and premises. Adequate security systems are in place to protect the Company's equipment, products, cash, and data against theft, sabotage, and misuse. We continually assess threats to the Company's operations and proactively implement the necessary actions to minimise any negative impact on its operations.

The Company's Road Transport Management System (SMT) which is built on a state-of-the-art technology, and a unified commitment from the Management and staff of the Company continues to improve year on year through the implementation of best practices. In addition to other measures in place, the Company has implemented the *"Safe to Load"* inspections programme whereby trucks are approved to load only after they have been inspected and have met strict safety requirements. This has enhanced safety on our roads and yielded significant results in the Company's transport activities which is key to its operations. I am happy to report to you that the Company did not record any road accidents throughout the 365 days of the year 2023. Over the years, the Company has also collaborated with its subsidiary company, Road Safety Limited Company (RSLC), to conduct regular training and seminars for its Transporters and their drivers. These drivers are monitored on the road and regularly assessed for a continuous improvement in their performance. The Company has also instituted a reward system for its Transporters and their drivers. In 2023, two (2)Transporters and seven (7) drivers were recognised and awarded with prizes for their outstanding performance under defined categories at a well organised and colourful ceremony held at Alisa Hotel in Accra. The Company's staff and their spouses also benefitted from refresher training programmes at RSLC at various times during the year to enhance their safety awareness as drivers or pedestrians on the road. In all, a total of 226 drivers from the Company's various Transporters as well as 18 of the Company's staff and their spouses participated in various training programmes at RSLC within the year 2023. Further details are provided in the Company's ESG Report captured in Appendix III of this Annual Report. We aim to continually improve the Company's Transport Management System to enhance road safety, and to prevent the risk of road traffic accidents in the Company's operations.

ENVIRONMENTAL AND SOCIAL RISK MANAGEMENT

Distinguished Shareholders, Ladies and Gentlemen, in line with TotalEnergies' specific, quantified and time-bound commitments to achieving carbon neutrality by 2050, the Company, as its affiliate has placed sustainable development at the heart of its strategy. Guided by its Health, Safety, Environment & Quality Charter and Code of Conduct, the Company emphasises respect for the rights of the local communities in which it operates and strives to manage the environmental effects of its operations in these communities. Therefore, the Company proactively identifies, prevents, and mitigates any impact that its operations may have on the environment in its operational areas. We also ensure that the Company's Contractors and Business partners implement the best practices to protect the environment.

In 2023, the Company developed and implemented a Road Map to align its already existing practices to the requirements of the Ghana Stock Exchange's Environmental, Social and Governance (ESG) reporting standards which was launched in the year 2022. The Company's ESG Report captured in Appendix III of this Annual Report for your reference.

We will continue to share the Company's progress on the Road Map to achieve the Net Zero (Carbon emission) target with you year after year.

CORPORATE SOCIAL RESPONSIBILITY

The Company's Corporate Social Responsibility (CSR) initiatives are targeted at the areas of public health, environmental protection, education, entrepreneurship, road safety, sports, and access to clean energy within the communities in which it operates. In 2023, the Company worked with partners who shared in its vision to impact its communities through donations, sponsorships, and innovative programmes such as tree planting, beach cleaning, entrepreneurial training, mentorship, career fairs, collaborations with universities, and many more actions which are detailed in the latter pages of this Annual Report for your information. To highlight but a few of the Company's CSR activities during the year 2023, a combined total of nine thousand (9000) trees were planted at Agomeda and Kwamoso both in the Eastern Region of Ghana. Over 300 pupils were mentored and trained on personal hygiene and negotiation skills at Nima cluster of schools. The Management and staff of the Company also cleaned up Eyipe Beach at Winneba to mark World Clean-up Day. The Company also implemented the *"Helmet4Life"* Campaign to educate motorbike riders on road safety during which over three thousand (3,000) crash helmets were distributed to motor bike riders across the country. Under the Company's Education Partnership Scheme, TotalEnergies Professors Associates facilitated Climate Change and New Energies courses at the Kwame Nkrumah University of Science and Technology (KNUST) in Kumasi, and the University of Mines and Technology (UMAT) in Tarkwa during the year 2023. The Company also held career fairs at Academic City University College at Haatso, Alliance Francaise d'Accra, and the University of Ghana, Legon, all in Accra. The Company also collaborated with Citi FM, its media partner to donate relief items to victims of the Akosombo dam spillage.

The Company's Young Graduate Program which provides managerial training for fresh graduates selected from the country's public universities continued in 2023. It is noteworthy that as at the end of 2023, the Company had recruited and trained a total of thirty-nine (39) Young Graduates from Ghana's public universities who are currently occupying various positions both within and outside the Company.

Under the Company's Young Dealer Scheme, which has over the years provided a unique opportunity for customer attendants to become station managers without any start-up capital, thirteen (13) station staff were appointed as Young Dealers in 2023. Currently, two hundred and twenty-two (222) of the Company's service stations are managed by such Young Dealers who are receiving full financial and technical support from the Company to manage and grow their businesses. We are happy to report that some of these Young Dealers have built adequate capital over the years and transitioned to self-financing their operations and other businesses. The Company will continue to impact society positively through the implementation of innovative ideas built on transparency and open dialogue with members of its communities.

Awards

The Company won various award in 2023 in recognition of the quality of its products and excellent services. These included the following:

10th Ghana Oil and Gas Awards (GOGA)

- Lubricant Product of the Year (3rd year in a row; Inducted into Hall of Fame).
- Marketing Campaign of the Year.
- Oil Marketing Company of the Year.
- Crowning of the Company's Managing Director, Mr. Olufemi Babajide, as the CEO of the Year (Downstream Petroleum sector).

20th edition of the Ghana Club 100 awards

- Ranked 16th out of 100 companies.
- Highest ranked OMC in the list of Top 100 companies in Ghana.

Sustainability And Social Investment (SSI)Awards:

- Best Company in Supporting SME's & Start-Ups 2023.
- SSI Project of the Year (Socio-Economic) 2023.
- Sustainability and Operational Excellence.

Ghana Energy Awards

- Diversification Pioneer Award.

Chartered Institute of Marketing Ghana (CIMG)

- Hall of Fame, Petroleum Company of the Year.

We say "Ayekoo" to the Management and staff of the Company who achieved these awards for the Company.

CONCLUSION AND OUTLOOK

The Management Team of the Company continues to demonstrate resilience and agility in carving out and implementing strategies to navigate the ever-changing and difficult business world. They have implemented the most innovative and focused actions to sustain the Company's business in a challenging business environment. Undoubtedly, 2024 may not be different from the past year. However, we are optimistic that the Management Team will deploy the necessary strategic actions to surmont these challenges and ensure that the Company's business remains viable.

ACKNOWLEDGEMENT

On behalf of the Board of Directors, I express our gratitude to the Management Team and staff of the Company for the impressive performance of the Company in 2023 despite the challenging environment. I also thank our customers and business partners for their continued support to our business over the years. I appreciate you our shareholders, for your confidence and faith in the Board and the Management Team of the Company. We count on your continued support in the times ahead.

Last but not the least, I thank my fellow members of the Board for their commitment to providing strategic leadership which has sustained the Company's business through difficult times.

Thank you all for your participation in today's Meeting.

Until we meet again, I wish you all the very best in your endeavours.

Philippe Ebanga
Chairman


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NOTICE IS HEREBY GIVEN that the 48th Annual General Meeting of the Shareholders of TotalEnergies Marketing Ghana PLC will be held VIRTUALLY and streamed live by video link from Movenpick Ambassador Hotel, Accra on WEDNESDAY, 26TH JUNE, 2024 at 11 O'clock in the forenoon to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive and adopt the Reports of the Directors, Auditors and the Financial Statements of the Company for the year ended 31st December, 2023.
2. To declare a Final Dividend in respect of the year ended 31st December, 2023.
3. To re-elect Directors retiring by rotation.
4. To approve the remuneration of non-executive Directors for the financial year 2024.
5. To authorize the Directors to fix the remuneration of the Auditors for the financial year 2024.

SPECIAL BUSINESS

To pass the following as Special Resolutions as recommended by the Directors - All subject to Regulatory Approval:

6. That Paragraph 41 of the Company's Constitution be deleted in its entirety and replaced with a new Paragraph 41 which will delete **"Dividend Warrant"** as a means of payment of dividend in compliance with the Securities and Exchange Commission's Directive so that the new Paragraph 41 reads as follows:

   41. (1) "A dividend payable in cash to members shall be paid by electronic means of payment such as mobile money, bank transfer and other forms of payment as may be approved by the Security and Exchange Commission."

   (2) "Dividend payments through any of the electronic means set out in paragraph 41(1) above shall be paid to the electronic transfer details provided by the member or, in the case of joint holders, to the electronic transfer details of the person who is first named in the register of members, or of a person that the member or joint holders may in writing direct."

7. That the Company be authorized to effect the necessary changes in the Company's Constitution, to make it compliant with the Securities and Exchange Commission's Corporate Governance Code for Listed Companies 2020.

Dated this 27th day of March, 2024

By Order of the Board

(SGD)

Ellen Sarfo Kantanka (Mrs.)

Secretary

Note:

i. Attendance and participation by all members and/or their proxies in this year's Annual General Meeting of the Company will be **virtual (i.e. by online participation)**.

ii. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend (via online participation) and vote on his/her behalf. Such a proxy need not be a member of the Company.

iii. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting (via online participation). Where a member attends the meeting in person (i.e. participates online), the proxy appointment shall be deemed to be revoked.

iv. A copy of the Proxy Form can be downloaded from:**https://totalenergiesghana-agm.com** and may be filled and sent via email to **REGISTRARS@MYUMBBANK.COM** or deposited at the registered office of the Registrar of the Company, UMB, 44 Kwame Nkrumah Avenue, Okaishie, Accra, or posted to the Registrar at P. O. Box GP401, Accra to arrive no later than 48 hours before the appointed time for the meeting.

v. The 2023 Audited Financial Statements of the Company can be viewed by visiting: **https://totalenergiesghana-agm.com**

Accessing and Voting at the Virtual AGM

vi. **A unique token number** will be sent to shareholders by email and/or SMS from 10th June, 2024 to give them access to the meeting. Shareholders who do not receive this token can contact **EMMANUEL AMOAH ODUM** on **REGISTRARS@MYUMBBANK.COM or call 0307 011722** any time after 10th June, 2024 but before the date of the AGM to be sent the unique token.

vii. **To gain access to the Virtual AGM**, shareholders must visit **https://totalenergiesghana-agm.com** and input their unique token number on **26TH JUNE, 2024**. Access to the meeting will start from **8.00am**. Shareholders who do not submit proxy forms to the Registrar of the Company prior to the meeting may vote electronically during the Virtual AGM using their unique token number. Further assistance on accessing the meeting and voting electronically can be found on **https://totalenergiesghana-agm.com**

EXPLANATORY NOTES TO SPECIAL RESOLUTIONS

These notes provide an explanation for the special resolutions set out as items 6 and 7 of this Notice and Agenda for the 48th Annual General Meeting of TotalEnergies Marketing Ghana PLC. For these resolutions to be passed, 75% of the votes of members attending the meeting is required in favour.

Special Resolution 6 – Amendment of Paragraph 41 of the Company's Constitution

The Securities and Exchange Commission (the Commission) issued a Directive on 6th February, 2023 for the discontinuation of the usage of Dividend Warrant as a means of dividend payment. Per the Directive, with effect from 1st February, 2024 all dividend payments are to be made through electronic payment means such as mobile money, bank transfers, and other forms of payments as may be approved by the Commission. An amendment of the Company's registered Constitution is required for the Company to be compliant with this Directive by the Commission. The amendment is therefore proposed to replace Paragraph 41 of the Company's registered Constitution as follows:

Old Paragraph 41 of the Constitution reads:

41. (1) A dividend payable in cash may be paid by cheque or warrant or electronic transfer sent by post directed to the registered address of the member or, in the case of joint holders, to the registered address of the person who is first named on the register of members, or to a person and to an address that the holder or joint holders may in writing direct.

(2) A cheque or warrant shall be made payable to the order of the person to whom it is sent.

(3) Any one of two or more joint holders may give effectual receipts for any dividends.

(4) A dividend payment shall be accompanied by a statement showing the gross amount of the dividend, and the tax deducted or deemed to be deducted from the gross amount.

New Paragraph 41 of the Constitution to read as follows:

41. (1) A dividend payable in cash to members shall be paid by electronic means of payment such as mobile money, bank transfer and other forms of payment as may be approved by the Securities and Exchange Commission.

(2) Dividend payments through any of the electronic means set out in paragraph 41(1) above shall be paid to the electronic transfer details provided by the member or, in the case of joint holders, to the electronic transfer details of the person who is first named in the register of members, or of a person that the member or joint holders may in writing direct.

Special Resolution 7 - That the Company be authorized to effect the necessary changes in the Company's Constitution, to make it compliant with the Securities and Exchange Commission's Corporate Governance Code for Listed Companies 2020.

The Corporate Governance Code for listed Companies 2020 (SEC Code) was issued by the Securities and Exchange Commission on 8th October 2020. The SEC Code applies to all companies whose securities are admitted to trading on the Ghana Stock Exchange. The SEC Code provides that where a company has a constitution that makes requirements that are incompatible with same, the company shall notify the Commission of the nature of the incompatibility, and the Commission may agree that the company shall be exempt from the relevant provision in this Code. This special resolution is therefore proposed to enable the Company to effect any changes in the Company's registered Constitution, where necessary, to comply with the requirements of the Securities and Exchange Commission's Corporate Governance Code for listed Companies 2020 (SEC Code), and subject however to any exemptions approved by the Commission.

Required Approvals

Pursuant to Article 84 of the Company's Constitution, the Company is required to seek the approval of the Ghana Stock Exchange before it can amend its Constitution after the special resolution is passed. The Company is also required to, pursuant to Sections 30 and 31 of the Companies Act, 2019 (Act 992) seek the approval of the Registrar before it can have its registered Constitution amended.

Financial Implication

The financial implication for the adoption and registration of the amended Constitution with the Regulators and the Registrar General will be nominal and treated as an expense in the books of the Company.

Conclusion

The special resolutions are proposed to enable the Company to amend its Constitution to ensure that the Company is compliant with the Directive from the Securities and Exchange Commission (SEC) on the 'Discontinuation of the usage of Dividend Warrants as a means of Dividend Payment' and the SEC Code, subject however to any exemptions granted and regulatory approvals.

Directors' Recommendation

From the foregoing, the Board of Directors of the Company recommend that Shareholders vote in favour of the special resolutions set out above to enable the Company to amend its Constitution in compliance with both the Securities and Exchange Commission's Directive, and the Corporate Governance Code for Listed Companies 2020, subject to any exemptions granted and regulatory approvals.

For further information, please contact the Registrar:

Universal Merchant Bank Limited,

44 Kwame Nkrumah Avenue,

Okaishie, Accra.

To the Members of TotalEnergies Marketing Ghana PLC

The Directors submit their report together with the audited financial statement of TotalEnergies Marketing Ghana PLC for the year ended 31 December 2023

Directors' responsibility statement

The Directors are responsible for the preparation of consolidated ("Group") and separate ("Company") financial statements that give a true and fair view of TotalEnergies Marketing Ghana PLC, comprising the statements of financial position as at 31st December 2023, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended. In preparing these financial statements, the Directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are reasonable and prudent and followed International Financial Reporting Standards (IFRS) with the IAS 29 directive issued by the Institute of Chartered Accountants, Ghana (ICAG) and complied with the requirements of the Companies Act, 2019 (Act 992). In addition, the Directors are responsible for the preparation of the Report of the Directors.

The Directors are also responsible for such internal controls 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, and for maintaining adequate accounting records and an effective system of risk management.

The Directors have made an assessment of what the ability of the Group and Company to continue as going concerns. Refer to note 33 for going concern consideration.

The Auditor is responsible for reporting on whether the consolidated and separate financial statements give a true and fair view in accordance with the applicable financial reporting framework and relevant laws.

Principal activities

The principal activity of the Group is the marketing and sale of petroleum and allied products as well as the production and distribution of renewable energy. There was no change in the nature of business of the Group during the year.

Objectives of the Company

The purpose of the Company is to market quality, affordable, clean, reliable and accessible energy products, and to serve its customers responsibly and profitably in an innovative way to ensure that the public continues to turn to the TotalEnergies brand.

Holding company

The Company is a subsidiary of TotalEnergies Marketing Afrique, a company incorporated in France. The ultimate parent company is TotalEnergies SE, a company incorporated in France.

Subsidiary Company

The Company has 55% shareholding in Ghanstock Limited Company, a company incorporated in Ghana and registered to build, own, operate and maintain petroleum storage facilities.

Associate Companies

Ghana Bunkering Services Limited

The Company has 48.5% shareholding in Ghana Bunkering Services Limited, a company incorporated in Ghana to provide bunkering services to petroleum marketers in Ghana.

Road Safety Limited Company

The Company has 50% shareholding in Road Safety Limited Company, a company incorporated in Ghana to provide driver education and maintenance services for vehicles used in haulage of petroleum products.

Other Investments

Tema Lube Oil Company Limited

The Company has 1.5% shareholding in Tema Lube Oil Company Limited, a company incorporated in Ghana and registered to manufacture lubricants.

Five year financial highlights

Group	2023	2022	2021	2020	2019
	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Revenue	**6,058,689**	5,686,058	3,226,984	2,394,002	2,628,610
Profit before tax	**241,917**	220,327	148,673	151,897	93,595
Profit after tax	**172,271**	158,394	104,343	112,385	68,782
Basic and diluted earnings per share (GH¢ per share)	**1.5302**	1.4284	0.9651	1.0211	0.6230

Company	2023	2022	2021	2020	2019
	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Revenue	**6,041,455**	5,672,210	3,218,179	2,384,158	2,618,817
Profit before tax	**239,264**	218,566	152,223	153,196	94,152
Profit after tax	**169,933**	161,674	112,744	113,684	69,339
Basic and diluted earnings per share (GH¢ per share)	**1.5190**	1.4451	1.0078	1.0162	0.6198

Financial statements and dividend

The state of affairs of the Group and Company for the year ended 31 December 2023 are set out below:

	Group	Company
	GH¢'000	GH¢'000
Profit before tax	**241,917**	239,264
Profit after tax	**172,271**	169,933
Total assets	**1,960,104**	1,835,464
Total liabilities	**1,473,385**	1,310,193
Total equity	**486,719**	525,271

The Directors recommend the payment of a final dividend of GH¢0.7242 per share, amounting to GH¢81,018,500 for the 2023 financial year. This brings the total dividend for the financial year to GH¢1.1272 per share, amounting to GH¢126,106,500 (2022: GH¢1.0435 per share, amounting to GH¢ 116,743,140).

The Directors consider the state of the Group and Company's affairs to be satisfactory.

Particulars of entries in the Interests Register during the financial year

No Director had any interest in contracts and proposed contracts with the Group or Company during the year under review, hence there were no entries recorded in the Interests Register as required by 194(6),195(1)(a) and 196 of the Companies Act 2019, (Act 992).

Related party transactions

Information regarding Directors' interests in the ordinary shares of the Company is disclosed in Appendix 1 to the Annual Report and remuneration is disclosed in Note 13 to the financial statements. One Director has shares in the Company whiles the other Directors do not have any interest in any shares or loan stock of the Group or Company. Other than service contracts, no director had a material interest in any contract to which the Group or Company was a party during the year. Related party transactions and balances are also disclosed in Note 13 to the financial statements.

Audit Committee

The Board Audit Committee comprises five (5) Directors and is chaired by a Non-Executive Director. In selecting the members of the Committee, the Board pays particular attention to their financial and accounting qualifications and experience. The principal responsibilities of the Committee include reviewing financial reports, internal and external audit reports, risk mitigation measures, management letters and other information it requests to be tabled. The Committee holds at least three formal meetings each year, which are also attended by the external auditors. The Committee at its request may perform inspections and interview managers of the Company at any time it deems appropriate.

Auditor

The Audit Committee has responsibility delegated from the Board of Directors for making recommendations on the appointment, reappointment, removal and remuneration of the external auditor. PricewaterhouseCoopers (PwC) was appointed in 2021 as the Company's auditor and has expressed willingness to continue in office in accordance with section 139(5) of the Companies Act, 2019 (Act 992).

Audit fees

The audit fees for the year ended 31 December 2023 for the Group was GH¢801,851 (2022:GH¢733,409) and GH¢623,807 (2022:GH¢559,213) for the Company.

Board of Directors

Profile of the Board of Directors		
Non-executive	**Qualification**	**Outside board and management position**
Mr. Philippe Ebanga	Bachelor in Chemical Engineering (Ecole Navale, Brest-France)	Executive Vice President West Africa, TotalEnergies Marketing & Services.
Mr. Damien La Fayolle	Bachelor in Economics and Business (ESSEC Business School)	Head of Financial Control Department, TotalEnergies Marketing & Services.
Mr. Rexford Adomako-Bonsu	Bsc. Econs, M.A. Econs, MBA (Finance and International business)	Executive Chairman, Worldwide Investments Co. Limited, Ghana Chairman of the Board, General Business - Alliance Insurance Company Ghana Limited.
Mr. Mawuli Ababio	Masters Degree in International Business and Economic Development	Vice Chairman/Senior Partner - PCM Capital Advisors, Ghana; Director, Goldfields Ghana Ltd.; Director, Cirrus Oil Services Ltd; Director, Abosso Goldfields Ltd.
Mrs. Laurette Korkor Otchere	Juris Doctorate Degree, Bachelor of Art in Economics	Senior Partner, Ampem Chambers; Director, Société Generale Ghana Ltd.
Mr. Jean-Philippe Torres	Master in Finance (ESCEM School of Business and Management)	Senior Vice President Africa, TotalEnergies Marketing Services.
Ms. Elodie Luce	Master's degree - Business Law (Paris-Sud University)	Vice President (Finance & Corporate Affairs), TotalEnergies Marketing & Services Africa.
Mrs. Mercy Samson	LLB Hons from Leicester Polytechnic (De Montford University, UK)	Director of Front Desk Services Limited, Kaizen C.I. Logistics Limited, Virtonics Limited, Hart Trendz Limited and Merjay Consult PRUC.
Executive		
Mr. Olufemi Babajide	Bachelor in Chemical Engineering, Member, Institute of Chemical Engineers (UK)	Director of Ghanstock Limited Company, Tema Lube Oil Company Limited, Road Safety Limited Company, Ghana Bunkering Services Limited.

Biographical information of Directors

Age category	Number of Directors
Up to - 40 years	-
41 - 60 years	6
Above 60 years	3

Role of the Board

The Directors are responsible for the long term success of the Group and Company. They determine the strategic direction of the Group and Company, and review the operating, financial and risk performance of both. There is a formal schedule of matters reserved for the Board of Directors, including approval of the Group and Company's annual business plan, the Group and Company's strategy, acquisitions, disposals and capital expenditure projects above certain thresholds, all guarantees, treasury policies, the financial statements, the Group and Company's dividend policy, transactions involving the issue or purchase of Group and Company shares, borrowing powers, appointments to the Board, appointment of Auditors, alterations to the Company's Constitution, legal actions brought by or against the Group and Company, and the scope of delegations to Board Committees, subsidiary boards and the management committee.

The responsibility for the development of policy and strategy, and operational management is delegated to the Executive Directors and a Management Committee, which as at the date of this report includes one Executive Director and seven Senior Managers.

Internal control systems

The Directors are responsible for the Group and Company's system of internal control, and for the ongoing review of its effectiveness. Such a system is designed to manage, rather than eliminate, the risk of failure to achieve business objectives. It can only provide reasonable, and not absolute assurance against material misstatement or loss. The Audit Committee assists the Board in discharging its review responsibilities. The Directors have reviewed the effectiveness of the internal control systems, including controls related to financial and operational risks identified by the Group and Company as at the reporting date, and no significant failings or weaknesses were identified during this review.

Implementation of the Board's directives is delegated through a Management Committee, which comprises the Managing Director and all Heads of Departments. The Management structure has a clear framework and is governed by precise organisational procedures, in which all staff are specifically trained, and which have built-in checks and controls.

Risk management objectives, systems and activities

Risk mapping or assessment is conducted internally, and action plans documented for implementation to mitigate identified risks. This is reviewed annually by the Board's Audit Committee. Also, as part of Group's audit reviews, the internal audit team reviews progress on action plans on monthly basis. Contingency plans for business continuity are also in place and reviewed by the Board as part of the Managing Director's operational report during Board Meetings.

Determination and composition of directors' remuneration

The Managing Director, the Chairman of Board and the Board Secretary form the Committee that reviews and proposes the Directors' renumeration on annual basis to the Board, guided by inflationary trends and industry benchmark. Proposed remuneration for Directors is then presented for approval by shareholders at the Annual General Meeting.

Directors' performance evaluation

In line with the Group and Company's policy, a performance evaluation is undertaken of the Board, its Committees and the Directors individually on an annual basis. The evaluation is conducted by the Board Chairman. The results of the evaluation is shared with all members of the Board. Overall, it was noted that the Board of Directors and its Committees were operating in an effective manner and performing satisfactorily, with no major issues identified.

Professional development and training

A comprehensive induction programme is in place for all new directors which takes into account their previous experience, background and role on the Board and is designed to enhance their knowledge and understanding of the Group and Company, and their associated role and responsibilities. All new Directors are provided with key operational and financial information; attend meetings with other members of the Board and senior management; receive briefings, and where necessary, meet TotalEnergies Marketing Ghana PLC's major shareholders. Where a new Director is to serve on a Board Committee, induction material relevant to the Committee is also provided. All Directors also receive periodic refresher training and prompt updates on new regulatory requirements and trends in the Company's business environment. The Company Secretary assists the Chairman in the co-ordination of induction and ongoing training.

Conflicts of interest

The Group and Company have established appropriate procedures for managing conflicts of interest, whereby actual or potential conflicts are regularly reviewed and authorisations sought as appropriate. During the year, no such conflicts arose and no such authorisations were sought.

Board balance and independence

The composition of the Board of Directors and its Committees is regularly reviewed to ensure that the balance and mix of skills, independence, knowledge and experience is maintained. The continuing independent and objective judgement of the non-Executive Directors has been confirmed by the Board of Directors.

Corporate Social Responsibility and Code of Conduct

A total of GH¢813,318 (2022: GH¢1,968,540) was spent on Corporate Social Responsibility, with key focus on safety, education, health, entrepreneurship and others. Corporate Social Responsibility activities are described in details in Appendix II of this Report.

Code of Conduct

The Group and Company reject fraud and corruption in all its forms and has a robust compliance policy. The Group and Company have an Ethics Officer as well as a Compliance Officer with specific mandates to spearhead efforts towards mitigating compliance risks both internally and with third parties who have direct dealings with the Group and Company. There are specific guidelines in relation to non-compliance incidents reporting, creating awareness and enforcing compliance. The Group and Company also conduct both e-learning training as well as awareness seminars and workshops targeting all employees. An extract of the Company's Code of Conduct can be found in Appendix IV of this Annual Report.

Approval of the Report of the Directors

This report of the Directors was approved by the Board of Directors on 27th March, 2024 and signed on their behalf by;

Olufemi Babajide	**Rexford Adomako-Bonsu**
Director	Director

To the Members of TotalEnergies Marketing Ghana PLC

Our opinion

In our opinion, the accompanying financial statements give a true and fair view of the financial position of TotalEnergies Marketing Ghana PLC (the "Company") and its subsidiaries (together referred to as the "Group") as at 31 December 2023, and of the financial performance and the cash flows of the Company standing alone, and the Group for the year then ended in accordance with International Financial Reporting Standards with IAS 29 directive issued by the Institute of Chartered Accountants, Ghana (ICAG) and in the manner required by the Companies Act, 2019 (Act 992).

What we have audited

We have audited the financial statements of TotalEnergies Marketing Ghana PLC and its subsidiaries for the year ended 31 December 2023.

The financial statements comprise of:

- the consolidated and separate statements of financial position as at 31 December 2023;
- the consolidated and separate statements of profit or loss and other comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, comprising a summary of material accounting policy information and other explanatory information.

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

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) (the Code) issued by the International Ethics Standards Board for Accountants and the independence requirements of section 143 of the Companies Act, 2019 (Act 992) that are relevant to our audit of the consolidated and separate financial statements. We have fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

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

The key audit matter	How the matter was addressed in our audit
Impairment of trade receivables – GH¢42 million Gross trade receivables as at 31 December 2023 amount to GH¢530 million of which an impairment loss allowance of GH¢42 million has been recognised. Management applied a simplified approach (provision matrix) to determine the impairment loss allowance which is based on expected credit loss (ECL). In applying the provision matrix, management estimates the ultimate write-offs for a defined population of trade receivables. Collection of these receivables are then analysed by time buckets. A loss ratio is calculated by dividing the ultimate write-off by the amounts outstanding in each time bucket. The ratio is adjusted with forward-looking information such as inflation to arrive at the impairment loss allowance.	We evaluated the design and tested the operating effectiveness of management's controls over the trade receivables process including recording of sales, approval of credit limits and collection. We agreed the historical write-offs and the trade receivable time buckets used in the ECL calculation to historical data. The forward-looking information, inflation, used in the ECL calculation was agreed to external macroeconomic data. We assessed the appropriateness of assumptions used and judgements made by management around the definition of default, the nature of forward-looking information, the weights assumed in adjusting loss ratio with forward-looking information and the period used in assessing the historical loss rate.

The key audit matter	How the matter was addressed in our audit
Management exercises significant judgements in the definition of default, period selected in assessing historical loss rates and the selection of forward-looking information. The determination of the expected credit loss is therefore considered as a key audit matter for the Group based on the level of complexity and significant management judgement involved. The basis of the provisions and critical judgements relating to the calculation of the impairment provisions are summarised in notes 3(c) and 29(ii) in the notes to the financial statements. The gross trade receivables and related impairment provisions are disclosed in note 29(ii) to the consolidated and separate financial statements. This is considered a key audit matter in the consolidated and separate financial statements.	We recomputed the impairment loss allowance based on the verified inputs and assumptions used by management. We tested the subsequent receipts from selected debtors to assess the recoverability of receivables at the end of the year. We checked the appropriateness of disclosures made in the financial statements for impairment loss allowances.

Other Information

The Directors are responsible for the other information. The other information comprises the Corporate Information, Report of the Directors, Shareholding Information, Corporate Social Responsibilities and Extract of Code of Conduct but does not include the consolidated and separate financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Chairman's Statement, Business Development, and Achievements and Awards, which are expected to be made available to us after that date.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above 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 that we 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 Chairman's Statement, Business Development, and Achievements and Awards, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the Directors for the Financial Statements

The Directors are responsible for the preparation of consolidated and separate financial statements that give a true and fair view in accordance with International Financial Reporting Standards with IAS 29 directive issued by the Institute of Chartered Accountants, Ghana (ICAG) and in the manner required by the Companies Act, 2019 (Act 992), 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 consolidated and separate financial statements, the Directors are responsible for assessing the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error; design and perform audit procedures responsive to those risks; and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's 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 separate and consolidated 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;
- Evaluate the overall presentation, structure, and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate 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 have communicated with them all on the relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with 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

The Companies Act, 2019 (Act 992) requires that in carrying out our audit we consider and report on the following matters. We confirm that:

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Richard Ansong (ICAG/P/1539).

PricewaterhouseCoopers

PricewaterhouseCoopers (ICAG/F/2024/028)
Chartered Accountants
Accra, Ghana
28th March, 2023

pwc


TotalEnergies
9
10
excellium

For your safety and comfort,
10 free inspection points
are included as standard
in your oil change package.

TotalEnergies

As at 31 December 2023

		Group	Group	Company	Company
		2023	2022	2023	2022
Assets	Note	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Property, plant and equipment	6(a)	528,776	485,882	403,572	363,721
Right-of-use-assets	7(a)	113,168	104,049	113,168	104,049
Intangible assets	8	12,297	12,532	12,229	12,447
Investment in associates	9(a)	2,691	2,764	12	12
Deferred tax assets	10	4,505	5,087	4,505	5,087
Long term prepayments	12	671	671	671	671
Investment in subsidiary	9(b)	-	-	274	274
Related party loan	13	-	-	3,308	2,972
Total non-current assets		662,108	610,985	537,739	489,233
Inventories	14	414,341	359,450	413,334	358,529
Current tax asset	11(iii)	23,176	26,063	22,904	24,168
Trade and other receivables	15	601,658	579,147	593,010	575,479
Amounts due from related parties	13	506	2,438	12,022	14,086
Cash and cash equivalents	16	258,315	201,695	256,455	199,476
		1,297,996	1,168,793	1,297,725	1,171,738
Assets classified as held for sale	6(b)	-	528	-	528
Total current assets		1,297,996	1,169,321	1,297,725	1,172,266
Total assets		1,960,104	1,780,306	1,835,464	1,661,499
Equity					
Stated capital	17(a)	51,222	51,222	51,222	51,222
Retained earnings		460,086	412,847	474,049	428,063
Foreign currency translation reserve	17(b)	(6,158)	(4,025)	-	-
Non-controlling interest	19	(18,431)	(17,771)	-	-
Total equity		486,719	442,273	525,271	479,285
Liabilities					
Lease liabilities	7(c)	20,181	26,813	20,181	26,813
Bank overdraft	16	209,820	122,735	209,820	122,735
Borrowings	21	10,226	6,600	-	-
Trade and other payables	20	844,205	838,470	842,274	836,253
Amounts due to related parties	13	244,083	198,390	211,021	168,925
Total current liabilities		1,328,515	1,193,008	1,283,296	1,154,726
Lease liabilities	7(c)	6,681	9,629	6,681	9,629
Borrowings	21	103,155	104,223	-	-
Deferred tax liabilities	10	14,818	13,314	-	-
Provisions	22	1,547	1,547	1,547	1,547
Employee benefits	23(b)	18,669	16,312	18,669	16,312
Total non-current liabilities		144,870	145,025	26,897	27,488
Total liabilities		1,473,385	1,338,033	1,310,193	1,182,214
Total liabilities and equity		1,960,104	1,780,306	1,835,464	1,661,499

The notes on page 32 to 82 form an integral part of these financial statements.

These financial statements were approved by the Board of Directors on 27 March 2024 and signed on their behalf by:

Olufemi Babajide
Director

Rexford Adomako-Bonsu
Director

Statements of Profit or Loss and Other Comprehensive Income

For the Year ended 31 December 2023

	Note	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Revenue	24	**6,058,689**	5,686,058	**6,041,455**	5,672,210
Cost of sales	26	**(5,436,745)**	(5,194,657)	**(5,429,160)**	(5,188,233)
Gross profit		**621,944**	491,401	**612,295**	483,977
Other income	25	**42,443**	43,066	**41,571**	43,031
Impairment release/(charge) on trade receivables	29(ii)	**7,180**	(10,694)	**7,180**	(10,694)
General, administrative and selling expense	26	**(346,621)**	(280,689)	**(338,826)**	(275,137)
Operating profit before financing income/(cost)		**324,946**	243,084	**322,220**	241,177
Finance income	28	**3,301**	2,693	**3,301**	2,693
Finance costs	28	**(86,257)**	(25,304)	**(86,257)**	(25,304)
Share of loss from associate, net of tax	9(a)	**(73)**	(146)	**-**	-
Profit before growth and sustainability levy and taxation		**241,917**	220,327	**239,264**	218,566
Growth and Sustainability Levy	11	**(8,054)**	-	**(7,994)**	-
Profit before taxation		**233,863**	220,327	**231,270**	218,566
Income tax expense	11(i)	**(61,592)**	(61,933)	**(61,337)**	(56,892)
Profit for the year		**172,271**	158,394	**169,933**	161,674
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss:					
Exchange differences on translation of foreign operations		**(3,878)**	(15,505)	**-**	-
Related income tax		**-**	-	**-**	-
		(3,878)	(15,505)	**-**	-
Items that will not be reclassified to profit or loss:					
Remeasurement loss on employee benefit	23(ii)	**(2,388)**	(5,218)	**(2,388)**	(5,218)
Related income tax		**597**	1,305	**597**	1,305
		(1,791)	(3,913)	**(1,791)**	(3,913)
Other comprehensive income for the year - net of tax		**(5,669)**	(19,418)	**(1,791)**	(3,913)
Total comprehensive income		**166,602**	138,976	**168,142**	157,761
Profit/(loss) attributable to:					
Owners of the Company		**171,186**	159,805	**-**	-
Non-controlling interest	19	**1,085**	(1,411)	**-**	-
Total comprehensive income attributed to:					
Owners of the Company		**167,262**	147,364	**-**	-
Non-controlling interest		**(660)**	(8,388)	**-**	-
Earnings per share					
Basic earnings per share (Ghana cedi per share)	18	**1.5302**	1.4284	**1.5190**	1.4451
Diluted earnings per share (Ghana cedi per share)	18	**1.5302**	1.4284	**1.5190**	1.4451

The notes on page 32 to 82 form an integral part of these financial statements.

Statements of Changes In Equity

For the Year ended 31 December 2023

Group	Stated Capital GH¢'000	Retained Earnings GH¢'000	Foreign Currency Translation Reserve GH¢'000	Non-Controlling Interest GH¢'000	Total Equity GH¢'000
Balance at 1 January 2023	**51,222**	**412,847**	**(4,025)**	**(17,771)**	**442,273**
Total comprehensive income for the year					
Profit for the year	**-**	**171,186**	**-**	**1,085**	**172,271**
Other comprehensive income/(loss)	**-**	**(1,791)**	**(2,133)**	**(1,745)**	**(5,669)**
Total comprehensive income for the year	**-**	**169,395**	**(2,133)**	**(660)**	**166,602**
Transaction with equity holders					
Dividends (Note 17[c])	**-**	**(122,156)**	**-**	**-**	**(122,156)**
Total transactions with equity holders	**-**	**(122,156)**	**-**	**-**	**(122,156)**
Balance at 31 December 2023	**51,222**	**460,086**	**(6,158)**	**(18,431)**	**486,719**
Balance at 1 January 2022	51,222	372,219	4,503	(9,383)	418,561
Total comprehensive income for the year					
Profit/(Loss) for the year	-	159,805	-	(1,411)	158,394
Other comprehensive income	-	(3,913)	(8,528)	(6,977)	(19,418)
Total comprehensive income for the year	-	155,892	(8,528)	(8,388)	138,976
Transaction with equity holders					
Dividends (Note 17[c])	-	(115,264)	-	-	(115,264)
Total transactions with equity holders	-	(115,264)	-	-	(115,264)
Balance at 31 December 2022	51,222	412,847	(4,025)	(17,771)	442,273

Company	Stated Capital GH¢'000	Retained Earnings GH¢'000	Total Equity GH¢'000
Balance at 1 January 2023	**51,222**	**428,063**	**479,285**
Total comprehensive income for the year			
Profit for the year	**-**	**169,933**	**169,933**
Other comprehensive loss	**-**	**(1,791)**	**(1,791)**
Total comprehensive income for the year	**-**	**168,142**	**168,142**
Transaction with equity holders			
Dividends (Note 17[c])	**-**	**(122,156)**	**(122,156)**
Total transactions with equity holders	**-**	**(122,156)**	**(122,156)**
Balance at 31 December 2023	**51,222**	**474,049**	**525,271**
Balance at 1 January 2022	51,222	385,566	436,788
Total comprehensive income for the year			
Profit for the year	-	161,674	161,674
Other comprehensive loss		(3,913)	(3,913)
Total comprehensive income for the year	-	157,761	157,761
Transaction with equity holders			
Dividends (Note 17[c])	-	(115,264)	(115,264)
Total transactions with equity holders	-	(115,264)	(115,264)
Balance at 31 December 2022	51,222	428,063	479,285

The notes on page 32 to 82 form an integral part of these financial statements.

8 Statements of Cash Flows

For the Year ended 31 December 2023

	Note	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Cash flows from operating activities					
Profit before taxation		**241,917**	220,327	**239,264**	218,566
Adjustments for:					
Foreign exchange loss/(gains)		**33,154**	(41,815)	**33,154**	(41,897)
Depreciation of property, plant and equipment	6(a)	**59,217**	54,051	**50,016**	46,881
Depreciation of right-of-use-assets	7(d)	**17,528**	12,667	**17,528**	12,667
Amortisation of intangible assets	8(a)	**243**	538	**218**	519
Impairment (gain)/ loss on trade receivables	29(ii)	**(7,180)**	10,694	**(7,180)**	10,694
Interest income	28	**(3,301)**	(2,693)	**(3,301)**	(2,693)
Interest expense	28	**86,257**	25,304	**86,257**	25,304
Loss/(profit) on disposal of plant and equipment	6(a) i	**141**	(255)	**141**	(255)
Loss/(profit) on termination of right of use asset	7(b) i	**(50)**	-	**(50)**	-
Share of loss from associate	9(a)	**73**	146	**-**	-
		427,999	278,964	**416,047**	269,786
Change in inventories		**(54,805)**	(175,949)	**(54,805)**	(175,948)
Change in trade and other receivables		**(15,607)**	(296,868)	**(13,009)**	(296,165)
Change in trade and other payables		**(8,318)**	376,300	**(7,433)**	379,003
Change in related party balances		**23,516**	73,423	**23,897**	73,476
Change in employee benefits		**(31)**	(36)	**(31)**	(36)
Cash generated from operations		**372,754**	255,834	**364,666**	250,116
Interest received	28	**3,301**	2,693	**3,301**	2,693
Interest paid	21(b)	**(84,901)**	(22,316)	**(84,901)**	(22,316)
Growth and Sustainability Levy paid	11	**(7,670)**	-	**(7,610)**	-
Income taxes paid	11(iii)	**(59,278)**	(62,653)	**(59,278)**	(62,653)
Net cash flow from operating activities		**224,206**	173,558	**216,178**	167,840
Cash flows from investing activities					
Purchase of property, plant and equipment	6(a)	**(90,668)**	(104,592)	**(89,844)**	(104,558)
Purchase of software	8(a)	**-**	(114)	**-**	(114)
Proceeds from ROU disposal	7(b)	**173**	-	**173**	-
Proceeds from sale of plant and equipment	6(a) i	**364**	521	**364**	521
Net cash flow used in investing activities		**(90,131)**	(104,185)	**(89,307)**	(104,151)
Cash flows from financing activities					
Dividend paid	17(c)	**(122,156)**	(115,264)	**(122,156)**	(115,264)
Payments for loans	21(b)	**(7,765)**	(6,743)	**-**	-
Principal elements of lease payments	21(b)	**(29,337)**	(20,885)	**(29,337)**	(20,885)
Net cash flow used in financing activities		**(159,258)**	(142,892)	**(151,493)**	(136,149)
Net decrease in cash and cash equivalents		**(25,183)**	(73,519)	**(24,622)**	(72,460)
Analysis of changes in cash and cash equivalents during the year					
Cash and Cash equivalent at 1 January		**78,960**	141,033	**76,741**	139,001
Net decrease in cash and cash equivalents		**(25,183)**	(73,519)	**(24,622)**	(72,460)
Effect of foreign exchange fluctuation on cash held		**(5,282)**	11,446	**(5,484)**	10,200
Cash and cash equivalents at 31 December		**48,495**	78,960	**46,635**	76,741

The notes on page 32 to 83 form an integral part of these financial statements.

TotalEnergies

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1. Reporting entity

TotalEnergies Marketing Ghana PLC ("the Company") is a company registered and domiciled in Ghana. The address of the Company's registered office is TotalEnergies House, 25 Liberia Road, Accra. The Company is authorised to carry on the business of marketing petroleum and allied products. The financial statements of the Company as at and for the year ended 31 December 2023 comprise the separate financial statements of the Company standing alone and the consolidated financial statements of the Company and its subsidiary, (together referred to as the 'Group') and the Group's interest in associates.

TotalEnergies Marketing Ghana PLC is listed on the Ghana Stock Exchange.

2. Basis of Preparation

a. Statement of compliance

The consolidated and separate financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards (IFRSs) with the IAS 29 directive issued by the Institute of Chartered Accountants Ghana (ICAG) and in the manner required by the Companies Act, 2019 (Act 992).

The ICAG issued a directive in November 2023 to accountants in business and accountants in practice, together with an update in January 2024 on the application of IAS 29 in Ghana. The ICAG asserts in the directive that based on its analysis of the quantitative and qualitative indicators referred to in IAS 29, Ghana was not a hyperinflationary economy as of December 2023, therefore, IAS 29 will not be applicable for December 2023 financial reporting period. In compliance with the directive, the financial statements of the Company, including the comparative figures, have not been stated in terms of the measuring unit current at the end of the reporting period.

b. Basis of measurement

These financial statements have been prepared under the historical cost convention except for other long term employee benefits obligations and defined benefit obligations, which are recognised at the present value of the future obligations.

c. Functional and Presentation currency

These financial statements are presented in Ghana cedis (GH¢) which is the Company's functional currency. All financial information presented in Ghana cedi has been rounded to the nearest thousand, unless otherwise indicated.

d. Use of estimates and judgement

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Group and Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at 31 December 2023 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- Note 8(b) – impairment test of goodwill: key assumptions underlying the recoverable amount.
- Note 9(b) – impairment test of investment in subsidiary: key assumptions underlying recoverable amount.
- Note 10 – recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilized.
- Note 22 – recognition and measurement of provisions: key assumptions about the likelihood and magnitude of an outflow of resources.
- Note 23 - measurement of defined benefit obligation: key actuarial assumption.
- Note 29(ii) – measurement of Expected Credit Loss (ECL) allowance for trade receivables: key assumptions in determining the weighted-average loss rate.

Judgements

Information about judgements made in applying the accounting policies that have the most significant effects on the amounts recognised in these financial statements is included in the note below:

- Note 7 – lease term: whether the Group and Company are reasonably certain to exercise extension options.

3. Material Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except if mentioned otherwise. All accounting policies relate to both Group and Company.

a. Basis of consolidation

(i) Business combinations

Business combinations are accounted for using the acquisition method at the acquisition date - i.e. when control is transferred to the Group. The consideration transferred in the acquisition is measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if they relate to the issue of debt or equity securities.

The consideration transferred does not include amounts that relate to the settlement of pre-existing relationships, such amounts are generally recognised in profit or loss.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not re-measured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

The financial statements of the subsidiary used to prepare the consolidated financial statements were prepared as of the Company's reporting date.

(ii) Non-controlling interests

Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. Investment in subsidiaries are measured at cost less any impairments in the separate financial statements of the Company.

(iv) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

(v) Interests in equity accounted investees

The Group's interests in equity accounted investees comprise interests in associates. Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies.

Interests in associates are accounted for using the equity method.

They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees, until the date on which significant influence ceases.

In the separate financial statements, investment in associates are measured initially at cost. Subsequently, they are measured at cost less any impairment. Cost also includes direct attributable costs of investment.

(vi) Transactions eliminated on consolidation

Intra group balances and transactions, and any recognised income and expenses arising from intra group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3. Material Accounting Policies - cont'd

b. Financial instruments

All financial assets and liabilities are recognised in the statements of financial position and measured in accordance with their assigned category.

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

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

Classification and subsequent measurement

(i) Financial assets

On initial recognition, a financial asset is classified as measured at: (a) amortized cost; (b) fair value through other comprehensive income (FVOCI) – debt investment where the contractual cash flows are solely principal and interest and the objective of the Group's business model is to achieve both collecting contractual cash flows and selling financial assets; FVOCI – equity investment not held for trading; or (c) fair value through profit or loss (FVTPL). The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cashflows.

Financial assets are not reclassified subsequent to their initial recognition unless the Group and Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. On initial recognition, the Group and Company may irrevocably designate a financial asset that otherwise meets the requirement to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

(ii) Financial assets - Business model assessment

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

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group and Company's Management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

3. Material Accounting Policies - cont'd

b. Financial instruments (cont'd)

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group and Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed, and whose performance is evaluated on a fair value basis are measured at FVTPL.

(iii) Financial assets - Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Group and Company consider the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group and Company consider:

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

A prepayment feature is consistent with the sole payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

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

(iv) Financial assets - Subsequent measurement and gains and losses.

Financial assets at amortised cost

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

(v) Financial liabilities - Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost. These financial liabilities comprise trade and other payables, loans and borrowings, bank overdrafts, and due to related parties. These liabilities are recognized initially on the date at which the Group and Company become a party to the contractual provision of the instrument. All financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense, and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

(vi) Financial assets

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

3. Material Accounting Policies - cont'd

b. Financial instruments (cont'd)

(vii) Financial liabilities

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

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

(viii) Offsetting

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

Income and expenses are presented on a net basis only when permitted under applicable accounting standards, or for gains and losses arising from a Group or Company of similar transactions such as in the Group and Company's trading activity.

c. Impairment

Financial instruments

The Group and the Company assess on a forward-looking basis the expected credit loss associated with its financial assets carried at amortised cost. For trade receivables, the Group and the Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses (ECLs), the Group and Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group and Company's historical experience and informed credit assessment and including forward-looking information.

The Group and Company consider a financial asset to have a significant increase in credit risk when the contractual payments are 30 days past due, and to be in default when contractual payments are 180 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group and Company are exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group and Company expect to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group and Company assess whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default; or
- it is probable that the borrower will enter bankruptcy or other financial reorganisation.

3. Material Accounting Policies - cont'd

c. Impairment (cont'd)

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets

Write-off

The gross carrying amount of a financial asset is written off when the Group and Company have no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group and Company individually make an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group and Company expect no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group and Company's procedures for recovery of amounts due.

Non-financial assets

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

For impairment testing, assets are grouped into the smallest group of assets that generates cash inflows from continuing use that are largely independent of cash flows of other assets or cash-generating units (CGUs). Goodwill arising on business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. Impairment losses are recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are first allocated to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

d. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group and Company acting as a lessee

The Group and Company apply a single recognition and measurement approach for all leases, except for short term leases and leases of low-value assets. The Group and Company recognise lease liabilities to make lease payments, and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group and Company recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Land and leasehold properties	2 to 50 years
Motor vehicles and other equipment	2 to 6 years

If ownership of the leased asset transfers to the Group and Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment if any, and adjusted for certain remeasurements of the lease liability. Refer to the accounting policies in section 3(c) Impairment of non-financial assets.

3. Material Accounting Policies - cont'd

d. Leases (cont'd)

ii) Lease liabilities

At the commencement date of the lease, the Group and Company recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and Company and payments of penalties for terminating the lease, if the lease term reflects the Group and Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group and Company use its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group and Company present right-of-use assets and lease liabilities separately in the statement of financial position.

iii) Short-term leases and leases of low-value assets

The Group and Company apply the short-term lease recognition exemption to its short-term leases of assets (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Group and Company acting as a lessor

At inception or on modification of a contract that contains a lease component, the Group and Company allocate the consideration in the contract to each lease component on the basis of their stand alone prices. When the Group and Company act as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

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

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

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

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

Initial direct costs incurred in negotiating and arranging 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.

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

3. Material Accounting Policies - cont'd

d. Leases (cont'd)

Group and Company acting as a lessor (con't)

Generally, the accounting policies applicable to the Group and Company as a lessor in the comparative period were not different from IFRS 16.

e. Property, plant and equipment

(i) Recognition and measurement

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

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self constructed assets includes the cost of materials and direct labour, and any other costs directly attributable to bringing the asset to a working condition for its intended use. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

(ii) Subsequent costs

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

(iii) Depreciation

Depreciation is recognised in profit or loss on a straight line basis over the estimated useful lives of each part of an item of property, plant and equipment.

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

Distribution and Service Station Plants	10 -20 years
Furniture, Equipment and Motor Vehicles	5-20 years
Leasehold properties	20 years

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

(iv) Capital work in progress

Property, plant, and equipment under construction is stated at initial cost and depreciated from the date the asset is made available for use over its estimated useful life. Assets are transferred from capital work in progress to an appropriate category of property, plant and equipment when commissioned and ready for its intended use.

(v) Derecognition

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected to flow to the Group and Company from either their use or disposal. The gain or loss on disposal of an item of property, plant, and equipment is determined by comparing the proceeds from disposal with the carrying amount of the item of property, plant, and equipment, and is recognised in other income/ other expenses in profit or loss.

f. Intangible assets and goodwill

(i) Recognition and measurement

Software acquired by the Group and Company is initially recognised at cost and subsequently stated at cost less accumulated amortisation and accumulated impairment losses.

Goodwill arising on acquisition of subsidiaries represents the excess of acquisition costs over the Group's interest in the fair value of net identifiable assets acquired. Goodwill is measured at cost less any accumulated impairment loss.

(ii) Subsequent expenditure

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

(iii) Amortization

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight line method over their estimated useful lives, from the date that it is available for use. Amortisation is generally recognised in the profit or loss. Goodwill is not amortised, rather it is reviewed for impairment annually. Any impairment loss is charged to profit or loss.

3. Material Accounting Policies - cont'd

f. Intangible assets and goodwill (cont'd)

(iii) Amortization (cont'd)

The estimated useful life of software is four years.

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

(iv) Derecognition

Intangible assets are derecognised upon disposal or when no future economic benefits are expected to flow to the Group and Company from either their use or disposal. Gains or losses on derecognition of an intangible asset are determined by comparing the proceeds from disposal, if applicable, with the carrying amount of the intangible asset and are recognised directly in profit or loss.

g. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average principle, and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated selling expenses.

h. Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the foreign exchange rate ruling at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in profit or loss depending on whether the net exchange differences results in a gain or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. The company's functional currency is the Ghana Cedi. The subsidiary's functional currency is the United States Dollar.

The Group reports in Ghana Cedi hence takes into consideration the translation of subsidiary's functional currency. The translation differences that arise are recognised in other comprehensive income and the foreign currency translation reserve.

(ii) Foreign operations

The assets and liabilities of foreign operations are translated into Ghana Cedis at the spot exchange rates at the reporting date. The income and expenses of foreign operations are translated into Ghana Cedis at the average exchange rates for the period.

Foreign currency differences arising on the translation are recognised in other comprehensive income and accumulated in the foreign currency translation reserve, except to the extent that the translation difference is allocated to Non-Controlling Interest (NCI).

When a foreign operation is disposed off, the cumulative amount in the translation reserve relating to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

i. Employee benefits

Short term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognized for the amount expected to be paid under short-term cash bonus or profit sharing plans, if the Group and Company have a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

A defined contribution plan is a post employment benefit plan under which an entity pays fixed contributions to a separate entity and will have no legal or constructive obligation to pay future amounts. Obligations for contributions to defined contribution schemes are recognised as an expense in profit or loss when they are due.

The Group and Company have the following defined contribution schemes:

Social Security and National Insurance Trust

Under a national pension scheme, the Group and Company contributes 13% of employees' basic salary to the Social Security and National Insurance Trust (SSNIT) for employee pensions under the terms of the National Pensions Act 2008 (Act 766). The Group and Company's obligation is limited to the relevant contributions, which have been recognised in the financial statements. The pension liabilities and obligations, however, rest with SSNIT.

3. Material Accounting Policies - cont'd

i. *Employee benefits (cont'd)*

Provident fund (Defipro)

The Group and Company have a provident fund scheme for staff under which the Group and Company contribute 10% of staff basic salary. The obligation under the plan is limited to the relevant contributions which have been recognised in the financial statements and are settled on due dates to the fund manager.

Termination benefits

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

Other long-term employee benefits

The Group's and Company's obligation in respect to long-term employee benefits is the amount of future benefit that employees have earned in return for their services in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

Other post-employment obligations

The Group and Company provide post-retirement healthcare benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age.

The expected costs of these benefits are accrued over the period of employment by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. These costs are included in general, administrative and selling expenses in the statement of profit or loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. These obligations are valued annually by independent qualified actuaries using the projected unit credit method.

j. Provisions

A provision is recognised when the Group and Company have a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at pre tax rates that reflect risks specific to the liability.

k. Revenue

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group and Company expect to be entitled in exchange for those goods or services. The Group and Company have generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Revenue from sale of petroleum products is recognised at the point in time when control of the asset is transferred to the customer, generally when customers lift petroleum products from designated depots and/or when products are delivered.

Customers have up to seven (7) days from the date of delivery to report in writing any defects in product or short delivery.

The Group and Company consider whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties, customer loyalty points). In determining the transaction price for the sale of petroleum products, the Group and Company consider the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

If the consideration in a contract includes a variable amount, the Group and Company estimate the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

3. Material Accounting Policies - cont'd

k. Revenue (cont'd)

The Group and Company have an average of thirty (30) days credit policy.

l. Finance income and costs

Finance income comprises interest income on funds invested and dividend income. Interest income is recognised in profit or loss using the effective interest method.

Finance costs comprise interest expense on borrowings. All borrowing costs are recognised in profit or loss using the effective interest method.

m. Income tax

Income tax expense comprises current and deferred tax. The Group and Company provide for income taxes at the current tax rates on the taxable profits of the Group and Company.

Income tax is recognised in the profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income respectively.

(i) Current tax

Current tax is the expected tax payable or receivable on taxable income or losses for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is measured at tax rates that are expected to be applied to temporary differences when they reverse, based on laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised for unused tax losses, unused tax credits and deductible temporary differences only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

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 same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

n. Dividend

Dividend to the Group's shareholders:

Dividends on ordinary shares are recognized in the period in which they are approved by the shareholders. Dividend proposed which is yet to be approved by shareholders, is disclosed by way of notes.

Dividend received from the company's subsidiaries and associates:

Dividend income is recognized in the profit or loss on the date the Company's right to receive payment is established.

o. Segment reporting

A segment is a distinguishable component of the Group and Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. Segment results that are reported to the managing director, who is the chief operating decision-maker (CODM), include items directly attributed to a segment as well as those that can be allocated on a reasonable basis.

p. Earnings per share

The Group and Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

3. Material Accounting Policies - cont'd

p. Earnings per share (cont'd)

Diluted EPS is determined by adjusting profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

q. Stated capital

The Group and Company's stated capital is not redeemable by holders in the normal course of business and bears an entitlement to distributions that is non-cumulative and at the discretion of the Directors. Accordingly, they are presented as a component of issued capital within equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as deduction from stated capital.

r. Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

s. Non-current assets held for sale

The Group and Company classify non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

t. Cash and cash equivalents

Cash and cash equivalents per the statement of cash flows comprise cash on hand, bank balances and bank overdraft.

u. Operating profit

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

v. Joint Operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

The Group and Company account for its interest in a joint operation by recognizing 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 output by the joint operation, and its expenses, including its share of any expenses incurred jointly.

3.1. Changes in accounting policies and disclosures

New and amended standards and interpretations

The Group and Company applied for the first-time the following standards and amendments, which are effective for annual periods beginning on or after 1 January 2023:

- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

3. Material Accounting Policies - cont'd

3.1. Changes in accounting policies and disclosures (cont'd)

- Definition of Accounting Estimates – Amendments to IAS 8
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12

These amendments had no impact on the consolidated and separate financial statements. The Group and Company have not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

New standards and interpretations issued not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group and Company's financial statements are disclosed below. The Group and Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective. Those that are relevant to the Group and Company's financial statements are outlined below:

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

Amendments made to IAS 1 Presentation of Financial Statements in 2020 and 2022 clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant). Covenants of loan arrangements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with a covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date. The amendments require disclosures if an entity classifies a liability as non-current and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosures include:

- the carrying amount of the liability
- information about the covenants, and
- facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants.

The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. Terms of a liability that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instrument can only be ignored for the purpose of classifying the liability as current or non-current if the entity classifies the option as an equity instrument. However, conversion options that are classified as a liability must be considered when determining the current/non-current classification of a convertible note. The amendments must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. Special transitional rules apply if an entity had early adopted the 2020 amendments regarding the classification of liabilities as current or non-current

This standard is effective for financial periods beginning on or after 1 January 2024.

Lease Liability in a Sale and Leaseback – Amendments to IFRS 16

In September 2022, the IASB finalised narrow-scope amendments to the requirements for sale and leaseback transactions in IFRS 16 Leases which explain how an entity accounts for a sale and leaseback after the date of the transaction. The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognising any amount of the gain or loss that relates to the right of use that it retains. This could particularly impact sale and leaseback transactions where the lease payments include variable payments that do not depend on an index or a rate

This standard is effective for financial periods beginning on or after 1 January 2024.

Supplier finance arrangements – Amendments to IAS 7 and IFRS 7

The IASB has issued new disclosure requirements about supplier financing arrangements ('SFAs'), after feedback to an IFRS Interpretations Committee agenda decision highlighted that the information required by IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures falls short of meeting user information needs.

3. Material Accounting Policies - cont'd

3.1. Changes in accounting policies and disclosures (cont'd)

Supplier finance arrangements – Amendments to IAS 7 and IFRS 7 (cont'd)

The objective of the new disclosures is to provide information about SFAs that enables investors to assess the effects on an entity's liabilities, cash flows and the exposure to liquidity risk. The new disclosures include information about the following:

- The terms and conditions of SFAs.
- The carrying amounts of financial liabilities that are part of SFAs and the line items in which those liabilities are presented.
- The carrying amount of the financial liabilities in (b) for which suppliers have already received payment from the finance providers.
- The range of payment due dates for both the financial liabilities that are part of SFAs, and comparable trade payables that are not part of such arrangements.
- Non-cash changes in the carrying amounts of financial liabilities in(b).
- Access to SFA facilities and concentration of liquidity risk with finance providers.

The IASB has provided transitional relief by not requiring comparative information in the first year, and also not requiring disclosure of specified opening balances. Further, the required disclosures are only applicable for annual periods during the first year of application. Therefore, the earliest that the new disclosures will have to be provided is in annual financial reports for December 2024 year-ends, unless an entity has a financial year of less than 12 months. This standard is effective for financial periods beginning on or after 1 January 2024.

There are no other IFRSs or IFRIC interpretations that are not effective that would be expected to have a material impact on the Company in the current or future operating periods and on foreseeable future transactions.

4. Determination of fair values

'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 in the principal or, in its absence, the most advantageous market to which the Group and Company have access at that date. The fair value of a liability reflects its non-performance risk.

When one is available, the Group and Company measure the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active market, then the Group and Company use valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Group and Company determine that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out. If transaction is with the Shareholder, then the difference between the transaction price and the fair value is recognised directly in equity.

The fair value of a financial liability with a demand feature (e.g. a demand deposit) is not less than the amount payable on demand, discounted from the first date on which the amount could be required to be paid.

4. Determination of fair values - cont'd

The Group and Company measure fair values using the following fair value hierarchy, which reflects the significance of inputs used in making the measurements.

- Level 1: inputs that are quoted market prices (unadjusted) in active markets for identical instruments.
- Level 2: inputs other than quoted prices included within Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.
- Level 3: inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

If inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group and Company recognized transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in determining fair values is included in note 29(iv) financial risk management.

5. Segment reporting

Management has determined the operating segments based on the reports reviewed by the Chief Operating Decision-Maker (CODM). These reports are used to make strategic decisions. The Company considers the business from a product perspective which are similar in nature and are structured and distributed in a fairly uniform manner across customers.

The reportable operating segments derive their revenue mainly from the sales of petroleum and allied products. Revenue from sales to service stations (Network) and sales to consumer customers (Commercial) accounts for Ninety percent (90%) of the Company and Group's revenue. Management considers the products to have similar economic characteristics and they have therefore been aggregated into a single operation segment.

6. Property, plant and equipment

a. Reconciliation of carrying amount

Group	Leasehold properties	Distribution Service station & plants	Motor vehicles	Furniture & Equipment	Capital work-in -progress	Total
	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Year ended 31 December 2023						
Cost						
At 1 January	153,365	594,509	23,278	23,270	42,889	837,311
Additions	6,536	40,497	9,390	4,277	29,968	90,668
Transfers	7,006	29,598	270	5,059	(41,933)	-
Disposals	(16)	(1,113)	(752)	(212)	-	(2,093)
Re-instatement of asset held for sale	528	-	-	-	-	528
Foreign Exchange difference	-	18,962	66	74	16	19,118
At 31 December	**167,419**	**682,453**	**32,252**	**32,468**	**30,940**	**945,532**
Accumulated depreciation						
At 1 January	56,289	267,365	10,776	16,999	-	351,429
Charge for the year	9,567	42,981	3,776	2,711	-	59,035
Released on disposals	(8)	(772)	(639)	(169)	-	(1,588)
Asset write-in	182	-	-	-	-	182
Exchange difference	-	7,569	63	66	-	7,698
At 31 December	**66,030**	**317,143**	**13,976**	**19,607**	**-**	**416,756**
Carrying amount At 31 December	**101,389**	**365,310**	**18,276**	**12,861**	**30,940**	**528,776**

Group	Leasehold properties	Distribution Service station & plants	Motor vehicles	Furniture & Equipment	Capital work-in -progress	Total
	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Year ended 31 December 2022						
Cost						
At 1 January	139,235	434,127	11,506	18,827	53,817	657,512
Additions	6,259	45,562	9,424	1,680	41,667	104,592
Transfers	9,487	36,928	3,746	2,492	(52,653)	-
Disposals	(1,616)	(4,954)	(1,671)	(29)	-	(8,270)
Exchange difference	-	82,846	273	300	58	83,477
At 31 December	153,365	594,509	23,278	23,270	42,889	837,311
Accumulated depreciation						
At 1 January	48,029	200,743	10,511	15,329	-	274,612
Charge for the year	8,982	42,091	1,568	1,410	-	54,051
Released on disposals	(722)	(5,683)	(1,576)	(23)	-	(8,004)
Exchange difference	-	30,214	273	283	-	30,770
At 31 December	56,289	267,365	10,776	16,999	-	351,429
Carrying amount At 31 December	97,076	327,144	12,502	6,271	42,889	485,882

(All amounts are in thousands of Ghana cedis unless otherwise stated)

6. Property, plant and equipment (cont'd)

a. Reconciliation of carrying amount (cont'd)

Depreciation is charged to the statement of profit or loss and other comprehensive income as follows:

	Group 2023	Group 2022	Company 2023	Company 2022
Cost of sales	6,894	5,489	-	-
General, administrative and selling expense	52,323	48,562	50,016	46,881
	59,217	54,051	50,016	46,881

Company Year ended 31 December 2023	Leasehold properties	Distribution Service station plants	Motor vehicles	Furniture & Equipment	Capital work-in -progress	Total
Cost						
At 1 January	153,365	392,150	22,618	22,492	43,022	633,647
Additions	6,564	40,337	8,780	4,195	29,968	89,844
Transfers	7,006	29,570	270	5,059	(41,905)	-
Re-instatement of asset held for sale	528	-	-	-	-	528
Disposals	(16)	(1,113)	(752)	(212)	-	(2,093)
At 31 December	167,447	460,944	30,916	31,534	31,085	721,926
Accumulated depreciation						
At 1 January	56,598	186,917	10,115	16,296	-	269,926
Charge for the year	9,567	33,974	3,636	2,657	-	49,834
Charge for asset held for sale	182	-	-	-	-	182
Released on disposals	(8)	(772)	(639)	(169)	-	(1,588)
At 31 December	66,339	220,119	13,112	18,784	-	318,354
Carrying amount At 31 December	101,108	240,825	17,804	12,750	31,085	403,572

Company						
Year ended 31 December 2022						
Cost						
At 1 January	139,235	314,614	11,119	18,383	54,008	537,359
Additions	6,259	45,562	9,424	1,646	41,667	104,558
Transfers	9,487	36,928	3,746	2,492	(52,653)	-
Disposals	(1,616)	(4,954)	(1,671)	(29)	-	(8,270)
At 31 December	153,365	392,150	22,618	22,492	43,022	633,647
Accumulated depreciation						
At 1 January	48,029	157,963	10,123	14,934	-	231,049
Charge for the year	9,291	34,637	1,568	1,385	-	46,881
Released on disposals	(722)	(5,683)	(1,576)	(23)	-	(8,004)
At 31 December	56,598	186,917	10,115	16,296	-	269,926
Carrying amount At 31 December	96,767	205,233	12,503	6,196	43,022	363,721

6. Property, plant and equipment (cont'd)

6(a) i. Profit or loss on disposal of property, plant and equipment

	Group and company	
	2023	2022
	GH¢'000	GH¢'000
Cost	**2,093**	8,270
Accumulated depreciation	**(1,588)**	(8,004)
Net book value	**505**	266
Sale proceeds	**(364)**	(521)
Loss or (Profit) on disposal	**141**	(255)

6(a) ii. Assets under construction (capital work-in-progress)

The balance of GH¢31,245,000 (2022: GH¢42,899,000) and GH¢31,085,000 (2022: GH¢43,022,000) for Group and Company respectively relates to the construction of new service stations, major renovations to existing service stations and other constructions.

6(a) iii. Security

Ghanstock Limited Company's Tank Farm, amounting to GH¢59,862,000 has been pledged as a security for the bank loan (see note 21[b]).

6(b). Assets classified held for sale

Assets classified as held for sale represent some leasehold properties owned by the Company. As at 31 December 2022, the Company considered these assets to meet the criteria to be classified as held for sale for the following reasons:

- The Board of Directors of the Company approved the plan to sell on 29 May 2018.
- The properties are available for immediate sale and could be sold to the buyer in their current condition.
- Management was committed to a plan to sell the assets as these assets were being actively marketed.
- The asset was being actively marketed for sale at a sales price reasonable in relation to its fair value.

In November 2023, the Board rescinded the decision to sell the asset due to the inability of the Company to find a buyer.

The asset has since been reclassified from assets held for sale to property, plant and equipment.

The asset classified as held for sale as at 31 December 2022 and reported under current assets are, as follows:

	Group and company	
	2023	2022
	GH¢'000	GH¢'000
Cost	-	721
Accumulated depreciation	-	(193)
Net book value	-	528

7 Leases

The Group and Company have lease contracts for various items of leasehold properties, motor vehicles and other equipment used in its operations. Leases of leasehold properties generally have lease terms between 2 and 50 years, while motor vehicles and other equipment generally have lease terms between 2 and 6 years. The Group and Company's obligations under its leases are secured by the lessor's title to the leased assets.

The Group and Company also had certain leases of leasehold properties with lease terms of 12 months or less. The Group and Company applied the 'short-term lease' recognition exemption for these leases.

(a) Right-of-use-assets

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Group and Company	**Leasehold properties**	**Motor vehicles**	**Other Equipment**	**Total**
2023	**GH¢'000**	**GH¢'000**	**GH¢'000**	**GH¢'000**
Cost				
As at 1 January	121,022	21,376	648	143,046
Additions	26,770	-	-	26,770
Disposals	(383)	-	-	(383)
Re-instatement from asset held for sale	8,369	-	-	8,369
Release from ROU	(8,369)	-	-	(8,369)
As at 31 December	**147,409**	**21,376**	**648**	**169,433**
Accumulated depreciation				
As at 1 January	26,172	12,177	648	38,997
Charge for the year	12,615	3,965	-	16,580
Charge in respect of asset held for sale	948	-	-	948
Disposals	(260)	-	-	(260)
As at 31 December	**39,475**	**16,142**	**648**	**56,265**
Carrying amount at 31 December	**107,934**	**5,234**	**-**	**113,168**

Group and Company	Leasehold properties	Motor vehicles	Other Equipment	Total
2022	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Cost				
As at 1 January	92,824	21,376	648	114,848
Additions	28,198	-	-	28,198
As at 31 December	121,022	21,376	648	143,046
Accumulated depreciation				
As at 1 January	18,866	7,140	324	26,330
Charge for the year	7,306	5,037	324	12,667
As at 31 December	26,172	12,177	648	38,997
Carrying amount at 31 December	94,850	9,199	-	104,049

7 Leases (cont'd)

(b) Profit on ROU disposal

	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
Cost	**383**	-
Accumulated depreciation	**(260)**	-
Net Book Value	**123**	-
Sales proceeds	**(173)**	-
Profit on disposal	**(50)**	-

(c). Lease liabilities

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Group and Company	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
As at 1 January	**36,442**	26,141
Additions	**26,770**	28,198
Accretion of interest	**2,590**	5,239
Release from Lease liability	**(8,369)**	-
Payments	**(30,571)**	(23,136)
As at 31 December	**26,862**	36,442
Analysis of lease liabilities		
Current	**20,181**	26,813
Non-current	**6,681**	9,629

The Group and Company had total cash outflows for leases of GH¢ 30,571,000 (2022:GH¢ 23,136,000). Payments were for principal elements of GH¢ 29,337,000 (2022: GH¢ 20,885,000), interest of GH¢1,234,000 (2022:GH¢2,251,000) and nil (2022: nil) for short term leases.

(d) Amounts recognised in profit or loss

The following are the amounts recognised in profit or loss:

	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
Depreciation expense of right-of-use assets	**17,528**	12,667
Interest expense on lease liabilities	**2,590**	5,239
Total amount recognised in profit or loss	**20,118**	17,906

Extension options

Some leases contain extension options exercisable by the Group and Company before the end of the non-cancellable contract period. Where practicable, the Group and Company seek to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and Company and not by the lessors. The Group and Company assess at lease commencement date whether it is reasonably certain to exercise the extension options. The Group and Company reassess whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

7 Leases (cont'd)

(e) Maturity Analysis - Contractual undiscounted cash flows

	2023	2022
	GH¢'000	GH¢'000
Less than one year	27,781	24,834
Between one and five years	512	12,792
More than five years	-	200
Total undiscounted lease liabilities at 31 December	**28,293**	37,826

8. Intangible assets and goodwill

	Group		Company	
	2023	2022	2023	2022
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Software (Note 8[a])	214	449	146	364
Goodwill (Note 8[b])	12,083	12,083	12,083	12,083
	12,297	12,532	12,229	12,447

(a) Software

	Group		Company	
	2023	2022	2023	2022
Cost	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Balance at 1 January	4,668	4,355	4,187	4,073
Additions	-	114	-	114
Exchange difference	44	199	-	-
Balance at 31 December	4,712	4,668	4,187	4,187
Amortisation				
Balance at 1 January	4,219	3,523	3,823	3,304
Amortisation for the year	243	538	218	519
Exchange difference	36	158	-	-
Balance at 31 December	4,498	4,219	4,041	3,823
Carrying amount At 31 December	214	449	146	364

8. Intangible assets and goodwill (cont'd)

(b) Goodwill

	Group and company	
	2023	2022
Cost	GH¢'000	GH¢'000
Balance at 1 January	**15,092**	15,092
Balance at 31 December	**15,092**	15,092
Impairment		
Balance at 1 January	**3,009**	3,009
Balance at 31 December	**3,009**	3,009
Carrying amount		
At 31 December	**12,083**	12,083

This relates to goodwill arising on the acquisition of Mobil Ghana Limited in 2006.

Allocation of goodwill to cash-generating units:

For the purposes of the impairment assessment, Management allocates the goodwill on a global basis/(CGU).

The CGU continue to generate positive cash flows. The recoverable amount of the CGU is based on value in use calculation which uses cash flow projections based on annual financial budgets and business plan approved by management.

The Company has used a five-year period in line with its five-year strategic plan. The calculation of value in use is based on these key assumptions: throughput volumes, unit margins, gross margins on variable expenses, and direct fixed costs. Furthermore, the value in use is most sensitive to the discount rate and growth rate. The projected cash flows have been reassessed to compare the assumptions at initial recognition to the current performance of the CGU.

The recoverable amount of the global operations as a cash-generating unit is determined on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the Management covering a five-year period and discount rate of 27.64% (2022: 21.48%). Management believes that a 4% per annum growth rate is reasonable based on our historical volumes. Management also believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

As at 31 December 2023, no impairment loss was assessed (2022: Nil)

9. INVESTMENT IN ASSOCIATES, SUBSIDIARY AND UNQUOTED EQUITY

(a) Associates

	Group		Company	
	2023	2022	2023	2022
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Investments in associated companies				
Ghana Bunkering Services Limited (GBS)	2,764	2,910	12	12
Road Safety Limited Company (RSLC) *	-	-	-	-
Share of loss from GBS	(73)	(146)	-	-
	2,691	**2,764**	**12**	**12**

* The investment in RSLC is less than GH¢1,000 and is showing as nil as a result of rounding.

Investments in associates represent investments in:

Ghana Bunkering Services Limited

The investment in Ghana Bunkering Services Limited represents shares, held by the Company conferring the right to exercise 48.5% of votes exercisable at general meetings. Ghana Bunkering Services Limited is a company incorporated in Ghana to provide bunkering services to petroleum marketers in the country.

Road Safety Limited Company (RSLC)

The Company has a 50% interest in RSLC (formerly, Petroleum Road Transport Safety Limited), a company incorporated in Ghana. Its principal business is to provide driver education and maintenance services for the haulage of petroleum products.

The directors of the Group are of the view that the results of RSLC are very immaterial to the Group and as such its results have not been included in the consolidated financial statements. However, the results of Ghana Bunkering Services Limited have been included in the consolidated financial statements. The following table summarises the financial information of Ghana Bunkering Services as included in its own financial statements. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in Ghana Bunkering Services Limited.

	2023	2022
	GH¢'000	GH¢'000
Percentage ownership interest	48.5%	48.5%
Non- current assets	2,891	3,272
Current assets	5,046	4,400
Non-current liabilities	(330)	(308)
Current liabilities	(2,058)	(1,665)
Net assets	5,549	5,699
Carrying amount of interest in associate (48.5%)	2,691	2,764
Revenue	1,672	1,449
Profit/(loss) from operations	(150)	(302)
Group's share of total loss from operations (48.5%)	(73)	(146)

The following table summarises the reconciliation of the opening investment to the closing investment in Ghana Bunkering Services.

9. INVESTMENT IN ASSOCIATES, SUBSIDIARY AND UNQUOTED EQUITY (Cont'd)

(a) Associates (cont'd)

	2023 GH¢'000	2022 GH¢'000
Net assets as at 1 January	5,699	6,001
Loss for the period	(150)	(302)
Closing net assets	**5,549**	5,699
Group's share in %	48.5%	48.5%
Group's share in associate	**2,691**	2,764

(b) Subsidiary

Group

The Group has a 55% interest in Ghanstock Limited Company, a company incorporated in Ghana and authorised to build, own, operate and maintain petroleum storage facilities.

Company

	2023 GH¢'000	2022 GH¢'000
Net investment in subsidiary	274	274
Impairment	-	-
Recoverable amount	274	274

As at the end of the current year, the subsidiary, Ghanstock Limited Company's, net liability position was GH¢ 40,957,813 which exceeded the Company's investment in the subsidiary of GH¢274,000. The recoverable amount of the subsidiary of GH¢274,000 as at 31 December 2023, has been determined based on a value in use calculation using cash flow projections from financial budgets approved by Management covering a five-year period. The projected cash flows was updated to reflect the current economic conditions of the subsidiary. The pre-tax discount rate applied to cash flow projections is 59.65% and cash flows beyond the five-year period were extrapolated using an average rate of 5% growth rate that is the same as the long-term average growth rate for entities in the same industry as the subsidiary. The result of the analysis shows that the recoverable amount exceeded the carrying amount of the investment at the reporting date.

Key assumptions used in value in use calculations and sensitivity to changes in assumptions

The calculation of value in use is most sensitive to the following assumptions:

- EBITDA: This is based on average values achieved in the three years preceding the beginning of the budget period. In 2023, the EBITDA for the subsidiary was 25%. This was increased over the budget period for anticipated efficiency improvements. An average in the EBITDA over the five year period of 36% per annum was applied.
- Discount rates: Discount rates represent the current market assessment of the risks specific to the subsidiary, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the subsidiary and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the subsidiary's investors. The cost of debt is based on the interest-bearing borrowings the subsidiary is obliged to service.
- General price inflation: Estimates are obtained from published indices from official sources. Management has considered the possibility of greater-than-forecast increases in general price inflation. Forecast price inflation lies within a range of 8% to 23%.

9. INVESTMENT IN ASSOCIATES, SUBSIDIARY AND UNQUOTED EQUITY (Cont'd)

(b) Subsidiary (cont'd)

- Growth rates used to extrapolate cash flows beyond the forecast period: Rates are based on the projected increase in utilisation capacity. Management recognises that the possibility of new entrants can have a significant impact on growth rate assumptions.

Any adverse movement in any of the key assumptions would not lead to further impairment.

9 (c) Unquoted equity

Tema Lube Oil Company Limited

The Company has 1.5% shareholding in Tema Lube Oil Company Limited, a company incorporated in Ghana and registered to manufacture lubricants. The value of this investment has been fully impaired in prior years.

10. Deferred Taxation

	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Balance at 1 January	8,227	753	(5,087)	(4,098)
Charge to profit or loss for the year	1,434	5,357	1,179	316
Foreign Exchange impact	1,249	3,422	-	-
Credit to other comprehensive income for the year	(597)	(1,305)	(597)	(1,305)
Balance at 31 December	10,313	8,227	(4,505)	(5,087)

Reflected in the statement of financial position as follows:

	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Deferred tax assets	(4,505)	(5,087)	(4,505)	5,087
Deferred tax liabilities	14,818	13,314	-	-
Deferred tax liabilities/(assets)	10,313	8,227	(4,505)	5,087

Recognised deferred tax assets and liabilities are attributable to the following:

Group & Company

Year ended 31 December 2023	Net Balance at 1 January GH¢'000	Recognised in profit or loss GH¢'000	Recognised in OCI GH¢'000	Net Balance at 31 December GH¢'000	Deferred tax assets GH¢'000	Deferred tax liabilities GH¢'000
Property, plant and equipment	15,219	3,886	-	19,105	-	19,105
Provisions	(14,856)	(2,793)	-	(17,649)	(17,649)	-
Leases	(1,372)	78	-	(1,294)	(1,294)	-
Employee benefits	(4,078)	8	(597)	(4,667)	(4,667)	-
Net tax (assets)/liabilities	(5,087)	1,179	(597)	(4,505)	(23,610)	19,105

10. Deferred Taxation (cont'd)

Group & Company

Year ended 31 December 2022	Net Balance at 1 January	Recognised in profit or loss	Recognised in OCI	Net Balance at 31 December	Deferred tax assets	Deferred tax liabilities
	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Property, plant and equipment	11,752	3,467	-	15,219	-	15,219
Provisions	(14,106)	(750)	-	(14,856)	(14,856)	-
Leases	(332)	(1,040)	-	(1,372)	(1,372)	-
Employee benefits	(1,412)	(1,361)	(1,305)	(4,078)	(4,078)	-
Net tax (assets)/liabilities	**(4,098)**	**316**	**(1,305)**	**(5,087)**	**(20,306)**	**15,219**

Group

Year ended 31 December 2023	**Net Balance at 1 January**	**Recognised in profit or loss**	**Foreign Exchange Impact**	**Net Balance at 31 December**	**Deferred tax assets**	**Deferred tax liabilities**
	GH¢'000	**GH¢'000**	**GH¢'000**	**GH¢'000**	**GH¢'000**	**GH¢'000**
Property, plant and equipment	**22,698**	**(3,453)**	**2,101**	**21,346**	**-**	**21,346**
Tax Losses	**(9,384)**	**3,708**	**(852)**	**(6,528)**	**(6,528)**	**-**
Net tax (assets)/liabilities	**13,314**	**255**	**1,249**	**14,818**	**(6,528)**	**21,346**

Group

Year ended 31 December 2022	Net Balance at 1 January	Recognised in profit or loss	Foreign Exchange Impact	Net Balance at 31 December	Deferred tax assets	Deferred tax liabilities
	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Property, plant and equipment	13,125	315	9,258	22,698	-	22,698
Tax Losses	(8,274)	4,726	(5,836)	(9,384)	(9,384)	-
Net tax (assets)/liabilities	4,851	5,041	3,422	13,314	(9,384)	22,698

11. Taxation

(i) Income tax expense

	Group	Group	**Company**	Company
	2023	2022	**2023**	2022
	GH¢'000	GH¢'000	**GH¢'000**	GH¢'000
Current tax expense **(note 11(iii))**	**60,158**	56,576	**60,158**	56,576
Deferred tax charge/(credit) **(note 10)**	**1,434**	5,357	**1,179**	316
	61,592	61,933	**61,337**	56,892

(ii) Related income tax on other comprehensive income

	Group	Group	**Company**	Company
	2023	2022	**2023**	2022
	GH¢'000	GH¢'000	**GH¢'000**	GH¢'000
Items that will not be reclassified to Profit or Loss				
Deferred tax credit **(note 10)**	**(597)**	1,305	**(597)**	1,305

Deferred tax credit relates to the origination and reversals of temporary differences.

11. Taxation (cont'd)

(iii) Taxation payable/(receivable)

Group Year ended 31 December 2023	Balance at 01-Jan	Payments during the year	Charged to P/L account	Balance at 31-Dec
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Up to 2022	(24,168)	-	-	(24,168)
2023	-	(59,278)	60,158	880
Growth and Sustainability Levy	-	(7,670)	8,054	384
	(24,168)	(66,948)	68,212	(22,904)
Withholding tax	(1,895)	-	1,623	(272)
	(26,063)	(66,948)	69,835	(23,176)

Company Year ended 31 December 2023	Balance at 01-Jan	Payments during the year	Charged to P/L account	Balance at 31-Dec
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Up to 2022	(24,168)	-	-	(24,168)
2023	-	(59,278)	60,158	880
Growth and Sustainability Levy	-	(7,610)	7,994	384
	(24,168)	(66,888)	68,152	(22,904)

Group and Company 2022	Balance at 01-Jan	Payments during the year	Charged to P/L account	Balance at 31-Dec
Year ended 31 December 2022	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Up to 2021	(18,091)	-	-	(18,091)
2022	-	(62,653)	56,576	(6,077)
	(18,091)	(62,653)	56,576	(24,168)
Withholding tax	-	(1,895)	-	(1,895)
	(18,091)	(64,548)	56,576	(26,063)

NB: The above tax positions are subject to agreement with the tax authorities.

(iv) Reconciliation of effective tax rate

	Group	Group	Company	Company
	2023	2022	2023	2022
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Profit before taxation	241,917	220,327	239,264	218,566
Income tax using the domestic tax rate (25%)	60,479	55,082	59,816	54,642
Non-deductible expenses	1,113	6,851	1,520	2,250
Total tax charge	61,592	61,933	61,336	56,892
Effective tax rate	25%	28%	26%	26%

12. Long term prepayments

Group and Company

	2023	2022
	GH¢'000	GH¢'000
Balance at 1 January	**671**	671
Balance at 31 December	**671**	671

Long term prepayments represent down payments made for potential lease of lands and service stations which are currently being negotiated.

13 Related party transactions

i. The Company is a subsidiary of TotalEnergies Marketing Afrique, a company incorporated in France. The ultimate parent company is TotalEnergies SE., a company incorporated in France.

ii. Chemical additives, bitumen and consumables costing GH¢277,497,490 (2022: GH¢285,468,235) were procured from TotalEnergies Marketing Afrique during the year.

iii. Included in general and administrative expenses is an amount of GH¢45,515,724 (2022: GH¢39,376,586) in respect of technical assistance fee payable to TotalEnergies Marketing Afrique and GH¢9,038,547 (2022: GH¢8,309,429) in respect of research and development fees to TotalEnergies Marketing Services.

iv. Total compensation due to key management personnel of the Group and Company was GH¢18,262,705 (2022: GH¢14,844,121) and GH¢18,262,705 (2022: GH¢14,844,121) respectively. The compensation of the Group and Company's directors includes salaries, allowances and contribution to defined contribution scheme. Amounts due from key management personnel was GH¢284,255 (2021: GH¢335,129).

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and Company (directly or indirectly) and comprise the Directors and Senior Management of the Group and Company.

Outstanding balances in respect of transactions with related parties at the year end were as follows:

Amount due from related parties	Group	Group	Company	Company
	2023	2022	2023	2022
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Ghanstock Limited Company (subsidiary)	**-**	-	**11,516**	11,650
Other related parties*	**506**	2,438	**506**	2,436
Current	**506**	2,438	**12,022**	14,086
Ghanstock Limited Company (subsidiary)	**-**	-	**3,308**	2,972
Non-current**	**-**	-	**3,308**	2,972
Amount due to related parties				
TotalEnergies Marketing Afrique	**94,358**	127,526	**94,358**	127,526
Other related parties*	**149,725**	70,864	**116,663**	41,399
	244,083	198,390	**211,021**	168,925

*These are parties related by common shareholding.

None of the balances classified as "current" is secured and/or bears interest. No expense has been recognised in the current and prior year for bad and doubtful debts in respect of amounts owed by related parties. Settlement of balances will be made in cash.

** The non-current amount due from related parties represents a loan facility of US$275,000 granted to Ghanstock in 2019 to enable it meet one of the conditions for restructuring the secured loan (refer to Note 21). The facility has the following terms and conditions.

13 Related party transactions (cont'd)

- The facility is unsecured and has a tenure of 24 months
- Suspension of interest and principal payments until secured loan is paid by Ghanstock Limited Company
- Interest rate of 3 months SOFR plus 2% per annum
- First payment due in January 2031.

All outstanding balances with related companies are to be settled in cash within twelve months from the reporting period.

14. Inventories

	Group	Group	Company	Company
	2023	2022	2023	2022
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Trading				
Lubricants	203,077	148,135	203,077	148,135
Bitumen	34,169	31,075	34,169	31,075
Fuel	8,761	16,911	8,761	16,911
Additives	132,067	96,429	132,067	96,429
Stock in transit	15,902	48,660	15,902	48,660
Special fluid	4,503	5,836	4,503	5,836
	398,479	347,046	398,479	347,046
Non-Trading				
Consumables	8,545	3,712	7,538	2,791
Packing materials	7,317	8,692	7,317	8,692
	414,341	359,450	413,334	358,529

Inventories of GH¢3,975,363,131 (2022: GH¢ 3,918,627,416) were recognized as an expense in cost of sales during the year for the Company.

There was no inventory write down in 2023 as was in 2022

15. Trade & other receivables

	Group	Group	Company	Company
	2023	2022	2023	2022
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Trade receivables	487,969	433,868	479,690	430,295
Other receivables	107,247	137,784	107,247	137,737
Prepayments	6,442	7,495	6,073	7,447
	601,658	579,147	593,010	575,479

The maximum amount due from staff during the year for the Group was approximately GH¢4,384,814 (2022: GH¢4,246,186) and for the Company GH¢4,384,814 (2022: GH¢4,198,745). These amounts are included in other receivables. Information about the Group's and Company's exposure to credit and market risk and impairment loss for trade and other receivable is included in note 29(ii).

16. Cash and cash equivalent

	Group	Group	Company	Company
	2023	2022	2023	2022
Current assets:	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Cash at hand**	3	2	-	-
Cash at bank	258,312	201,693	256,455	199,476
Cash and bank balances	258,315	201,695	256,455	199,476

**Cash at hand balances less than GH¢ 1,000 are shown as nil for the Company as a result of rounding.

16(i) Reconciliation to the cashflow statement

The above figures reconcile to the amount of cash shown in the statement of cash flows at the end of the financial year as follows:

	Group	Group	Company	Company
	2023	2022	2023	2022
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Cash at bank and in hand	258,315	201,695	256,455	199,476
Bank overdrafts	(209,820)	(122,735)	(209,820)	(122,735)
Balance per statement of cashflows	48,495	78,960	46,635	76,741

17 (a). Stated capital

	Group and Company		Group and Company	
	2023	2023	2022	2022
		GH¢'000		GH¢'000
	No. of shares	Proceeds	No. of shares	Proceeds
Authorised:				
Ordinary Shares of no par value	250,000,000		250,000,000	
Issued and fully paid				
For cash	610,000	22	610,000	22
For consideration other than cash	10,069,259	49,694	10,069,259	49,694
Capitalisation issue	101,194,813	1,506	101,194,813	1,506
	111,874,072	51,222	111,874,072	51,222

The holders of ordinary shares are entitled to receive dividend as declared from time to time and are entitled to one vote per share at meetings of the Company. There is no call or instalment unpaid on any share and there are no shares in treasury.

17 (b). Foreign Currency Translation

This relates to exchange differences arising on translation of the operations of Ghanstock Limited Company, the Company's subsidiary. These are recognised in other comprehensive income and accumulated in a separate reserve within equity.

17 (c). Dividend

The following dividends were declared and paid during the year.

	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
Final dividend for 2022: GH¢ 0.6889 per share (2021: GH¢0.6757 per share)	**77,068**	75,593
Interim dividend for 2023: GH¢ 0.4030 per share (2022: GH¢0.3546 per share)	**45,088**	39,671
	122,156	115,264

After the reporting date, the following dividend was proposed by the board of directors.

	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
Dividend proposed	**81,019**	77,068

Proposed dividends are subject to approval at the annual general meeting and are not recognised as a liability as at 31 December.

18. Earnings per share

Basic

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of shares in issue during the year.

	Group	Group	**Company**	Company
	2023	2022	**2023**	2022
Profit attributable to equity holders of the Company	**171,186**	159,805	**169,933**	161,674
Weighted average number of ordinary				
shares in issue	**111,874,072**	111,874,072	**111,874,072**	111,874,072
Basic earnings per share				
	1.5302	1.4284	**1.5190**	1.4451
Diluted earnings per share				
(expressed in GH¢ per share)	**1.5302**	1.4284	**1.5190**	1.4451

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares, to assume all dilutive potential ordinary shares. At 31 December 2023 and 2022, the Group and Company had no dilutive potential ordinary shares.

19. Non-controlling interest

The following summarise the information relating to the Group's subsidiary that has material NCI, before any intra group eliminations.

	2023	2022
	GH¢'000	GH¢'000
Percentage ownership interest	**45%**	45%
Non-current assets	**125,272**	122,247
Current assets	**11,787**	8,704
Non-current liabilities	**(117,973)**	(117,536)
Current Liabilities	**(60,044)**	(52,905)
Net assets	**(40,958)**	(39,490)
Net assets attributable to NCI	**(18,431)**	(17,771)
Revenue	**17,234**	13,854
Gain/(Loss)	**2,411**	(3,134)
OCI	**(3,878)**	(15,505)
Profit/(Loss) allocated to NCI	**1,085**	(1,411)
OCI allocated to NCI	**(1,745)**	(6,977)
Cash flows from operating activities	**8,028**	5,718
Cash flows from investments activities	**(824)**	(34)
Cash flows from financing activities	**(7,765)**	(6,743)
Net increase in cash and cash equivalents	**(561)**	(1,059)

No dividend was paid to the non-controlling interest holders during the year ended 31 December 2023 (2022:nil)

20. Trade and other payables

	Group	Group	Company	Company
	2023	2022	2023	2022
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Trade payables	**444,272**	441,468	**442,898**	439,634
Non-trade payables	**368,583**	353,274	**368,565**	353,261
Accrued expenses	**31,350**	43,728	**30,811**	43,358
	844,205	838,470	**842,274**	836,253

Information about the Group and Company's exposure to currency and liquidity risks is included in note 29(iii) and (iv).

21. Borrowings

	Group	Group	Company	Company
	2023	2022	2023	2022
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Current				
Secured bank loans	**10,226**	6,600	**-**	-
Non-current				
Secured bank loans	**103,155**	104,223	**-**	-

21. Borrowings (cont'd)

a. Terms and debt repayment schedule

The terms and conditions of the outstanding loans are as follows:

Group				31-Dec-23	
				Carrying value	Fair value
31 December 2023	Nominal interest	Currency	Year of maturity	GH¢'000	GH¢'000
Secured bank loan	**6%**	**US$**	**2031**	**113,381**	**154,130**

				31-Dec-22	
31 December 2022	Nominal interest	Currency	Year of maturity	Carrying value	Fair value
Secured bank loan	6%	US$	2031	110,823	147,027

First Atlantic Bank (Ghana) Limited

This is a secured loan facility of US$ 10,623,477 obtained in 2022. The facility has a tenure of 10 years and attracts interest of 6% per annum. Repayment of the loan is on a quarterly basis for principal. There is a 24-month moratorium on interest.

The facility has the following as security:

- Legal mortgage over tank farm situated at Takoradi belonging to the Obligor (Ghanstock Limited Company).
- All assets debenture over fixed and floating assets of the Obligor.
- Corporate guarantee from the shareholders of Ghanstock Limited Company (TotalEnergies Marketing Ghana PLC and Fueltrade Limited).

Company

The Company's unsecured borrowings at the end of the period was nil (2021: nil).

b. Reconciliation of movements of liabilities to cash flows arising from financing activities

2023	Lease liabilities	Borrowings (excluding bank overdraft)	Total
Group	GH¢'000	GH¢'000	GH¢'000
Balance at January 2023	36,442	110,823	147,265
Changes from financing cash flows			
Repayment of loan	-	(7,765)	(7,765)
Principal elements for lease payments	(29,337)	-	(29,337)
Total changes from financing cash flows	(29,337)	(7,765)	(37,102)
The effect of changes in foreign exchange rates	-	10,323	10,323
Other changes			
New leases	26,770	-	26,770
Release from lease liability	(8,369)	-	(8,369)
Interest expense	2,590	-	2,590
Interest paid	(1,234)	-	(1,234)
Total liability-related other changes	19,757	-	19,757
Balance at December 2023	**26,862**	**113,381**	**140,243**

21. Borrowings (cont'd)

b. *Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)*

Year ended 31 December 2022	Lease liabilities	Borrowings (excluding bank overdraft)	Total
	GH¢'000	GH¢'000	GH¢'000
Group			
Balance at 1 January 2022	26,141	69,625	95,766
Changes from financing cash flows			
Repayment of loan	-	(6,743)	(6,743)
Principal elements for lease payments	(20,885)	-	(20,885)
Total changes from financing cash flows	(20,885)	(6,743)	(27,628)
The effect of changes in foreign exchange rates	-	47,941	47,941
Other changes			
New leases	28,198	-	28,198
Interest expense	5,239	-	5,239
Interest paid	(2,251)	-	(2,251)
Total liability-related other changes	31,186	-	31,186
Balance at December 2022	36,442	110,823	147,265

Interest paid shown in the statement of cashflows comprise the following

	2023	2022
	GH¢'000	GH¢'000
Leases	**1,234**	2,251
Bank overdraft	**83,667**	20,065
	84,901	22,316

2023	Lease liabilities	Loans and borrowings	Total
Company			
Year ended 31 December 2023			
Balance at January 2023	**36,442**	**-**	**36,442**
Changes from financing cash flows			
Principal elements for lease payments	**(29,337)**	**-**	**(29,337)**
Total changes from financing cash flows	**(29,337)**	**-**	**(29,337)**
Other changes			
New leases	**26,770**	**-**	**26,770**
Release from lease liability	**(8,369)**	**-**	**(8,369)**
Interest expense	**2,590**	**-**	**2,590**
Interest paid	**(1,234)**	**-**	**(1,234)**
Total liability-related other changes	**19,757**	**-**	**19,757**
Balance at December 2023	**26,862**	**-**	**26,862**

21. Borrowings (cont'd)

b. Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

2022	Lease liabilities	Loans and borrowings	Total
Company			
	GH¢'000	GH¢'000	GH¢'000
Balance at 1 January 2022	26,141	-	26,141
Changes from financing cash flows			
Principal elements for lease payments	(20,885)	-	(20,885)
Total changes from financing cash flows	(20,885)	-	(20,885)
Other changes			
New leases	28,198	-	28,198
Interest expense	5,239		5,239
Interest paid	(2,251)		(2,251)
Total liability-related other changes	31,186	-	31,186
Balance at 31 December 2022	36,442	-	36,442

Interest paid shown in the statement of cash flows comprise the following:

	2023	2022
Leases	**1,234**	2,251
Bank overdraft	**83,667**	20,065
	84,901	22,316

Information about the Group's and Company's exposure to interest rate, foreign currency and liquidity risks is included in Note 29.

22. Provision

	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
Balance at 1 January	**1,547**	1,547
	-	-
Balance at 31 December	**1,547**	1,547

The outstanding provision represents legal provision of GH¢1,547,000 (2022: GH¢1,547,000).The provision has been estimated based on historical outcome of legal cases. The Group and Company are uncertain about the timing of any cash outflow.

23. Employee benefits

(a) Defined Contribution Plans

(i) Social Security

Under a national defined benefit pension scheme, the Group contributes 13% of employees' basic salary to the Social Security and National Insurance Trust (SSNIT) for employee pensions. The Group's and Company's obligations are limited to the relevant contributions, which were settled on due dates. The pension liabilities and obligations, however, rest with SSNIT. The expense charged to the profit or loss during year is:

23. Employee benefits (cont'd)

	2023	2022
	GH¢'000	GH¢'000
Group	**3,162**	2,186
Company	**3,096**	2,137

(ii) Provident Fund (Defipro)

The Group and Company have a provident fund scheme for staff under which the Group and Company contribute 10% of staff basic salary. The Group and Company's obligation under the plan are limited to the relevant contribution and these are settled on due the dates to the fund manager. The expense charged to profit or loss during the year is:

	2023	2022
	GH¢'000	GH¢'000
Group and Company	**2,322**	1,631

(b) Defined Benefit Plans

	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
Long service awards (Note 23[b(ii)])	**2,884**	2,470
Post-employment medical benefits (Note 23[b(ii)])	**15,785**	13,842
	18,669	16,312

(i) Long service awards

The Group and Company provide employees with a multiple of monthly salary as a long service award after specified years of service. The Group and Company's net obligation in this regard is the amount of future benefits that employees have earned in return for their services in current and prior periods.

The valuation of the Group's and Company's obligation involves the following:

- The projection of each future milestone cost cash flows, taking into account probabilities of survival, withdrawal, early retirement and death in service.
- Increasing the projected cash flows in line with expected rate of salary increase.
- Discounting these cash flows in order to express liabilities in current Cedi terms.

The Group and Company do not have any assets as the long service awards liability is unfunded.

The amounts recognised in the statement of financial position and the movements in the obligation over the year are as follows:

	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
Balance at 1 January	**2,470**	1,904
Included in profit or loss		
Current service cost	**207**	211
Interest expense	**452**	369
Remeasurement loss:		
Actuarial loss arising from:		
-financial assumptions	**(608)**	76
-experience adjustment	**1,142**	409
	1,193	1,065
Other		
Benefits paid	**(779)**	(499)
	(779)	(499)
Balance at 31 December	**2,884**	2,470

23. Employee benefits (cont'd)

(i) Long service awards (cont'd)

Actuarial assumptions

The following were the principal actuarial assumptions.

	Group and Company	
	2023	2022
Discount rate	**19.75%**	19.75%
Consumer price Inflation (CPI)	**16%**	16%
Salary inflation	**9%**	12%
Retirement age	**60 years**	60 years
Withdrawals factor	**1%**	1%
Mortality adjustment for females	**20%**	20%
Mortality adjustment for males	**10%**	10%

Assumptions regarding pre-retirement mortality used is S/A Mortality Table Unisex 85-90. This table has been adjusted based on the Ghanaian life expectancy using the mortality adjustment factor.

Sensitivity Analysis

Reasonably, possible changes at the reporting date to the principal assumptions, holding other assumptions constant, would have affected the long service award obligation by the amounts shown below. The impact of this would be recognised in profit and loss.

	31-Dec-22		31-Dec-21	
	Increase	**Decrease**	Increase	Decrease
Discount rate (1% movement)	**(122)**	**133**	(122)	81
Retirement age (1 year movement)	**126**	**(92)**	98	(69)
Salary increase (1%)	**159**	**(147)**	155	(195)
Mortality adjustment (10%) movement	**(8)**	**(8)**	(247)	(53)
Withdrawal rate (1%)	**(149)**	**163**	(164)	139

(ii) Post-employment medical benefits

The Group and Company provide post-retirement medical assistance to their employees upon retirement. The employees receive medical assistance as long as they remain pensioners and do not re-enter the job market. In the case of deceased employees, the subsidy ceases and their members' spouse(s) are taken off the scheme at the end of the year of death. In respect of the case of deceased pensioners, the subsidy continues in respect of their spouse.

The valuation of the Group's and Company's post-employment medical benefit obligation involves the following:

- The projection of future post-retirement medical cash flows, taking into account probabilities of survival, withdrawal, early retirement and death-in-service of active members; and probabilities of survival for retired members and beneficiaries.
- Increasing the projected subsidy cash flows in line with expected long term medical inflation.
- Discounting these cash flows in order to express liabilities in current Cedi terms.

The Group and Company do not have any assets as the post-employment medical benefit liability is a self-insured plan. The amounts recognised in the statement of financial position and the movements in the obligation over the year are as follows:

23. Employee benefits (cont'd)

(ii) Post-employment medical benefits (cont'd)

	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
Balance at 1 January	13,842	9,227
Included in profit or loss		
Current service cost	134	134
Interest expense/(income)	2,460	1,617
	2,594	1,751
Included in OCI		
Remeasurement loss (gain):		
Actuarial loss (gain) arising from:		
-financial assumptions	-	2,889
-experience adjustment	2,388	2,329
	2,388	5,218
Other		
Benefits paid	(3,039)	(2,354)
Balance at 31 December	15,785	13,842

Actuarial assumptions

The following were the principal actuarial assumptions

	Group and Company	
	2023	2022
Discount rate	19.75%	19.75%
Medical inflation	16.3%	16.3%
Active employees with spouse at retirement	70%	70%
Retirement age	60 years	60 years
Withdrawals factor	1%	1%
Mortality adjustment for females	20%	20%
Mortality adjustment for males	10%	10%

Assumptions regarding mortality used are based on S/A Mortality Table Unisex 85-90 for pre-retirement mortality and SSNIT 96-00 Mortality Study for post-retirement mortality. These tables have been adjusted based on the Ghanaian life expectancy using the mortality adjustment factor.

The Group's and Company's post-employment medical plans is exposed to a number of risks, the most significant of which are detailed below:

- Life Expectancy: The plans' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities.
- Inflation risks: An increase in medical inflation rates will ultimately result in an increase in the plan's liabilities.

Sensitivity Analysis

Reasonably possible changes at the reporting date to the principal assumptions, holding other assumptions constant, would have affected the post-employment medical benefits liability by the amounts shown below. The impact of this would be recognized in other comprehensive income.

23. Employee benefits (cont'd)

(ii) Post-employment medical benefits (cont'd)

Sensitivity Analysis (cont'd)

	Increase 2023 GH¢'000	Decrease 2023 GH¢'000	Increase 2022 GH¢'000	Decrease 2022 GH¢'000
Discount rate (1% movement)	**(1,424)**	**1,694**	(1,195)	1,411
Medical inflation (1% movement)	**1,665**	**(1,417)**	1,384	(1,186)
Mortality adjustment (10%) movement	**(623)**	**701**	(468)	527
Withdrawal rate (1%)	**(236)**	**279**	(197)	231
Retirement age	**(248)**	**284**	(234)	245

The expected maturity analysis of undiscounted pension and post-employment medical benefits is as follows:

Group and Company 2023	Less than 1 year GH¢'000	1 to 2 years GH¢'000	2 to 5 years GH¢'000	5 years and over GH¢'000	Total GH¢'000
Long service award	**591,269**	**599,890**	**571,687**	**838,247**	**2,601,093**
Post Employment Medicals	**1,260,052**	**1,486,008**	**1,751,844**	**1,091,137**	**5,589,041**
	1,851,321	**2,085,898**	**2,323,531**	**1,929,384**	**8,190,134**

24. Revenue

	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Network	**4,409,056**	4,056,454	**4,409,056**	4,056,454
Commercial	**998,139**	1,007,221	**998,139**	1,007,221
Others*	**651,494**	622,383	**634,260**	608,535
Gross sales value	**6,058,689**	5,686,058	**6,041,455**	5,672,210

*This relates to products sales to all other customers apart from Network and Commercial customers.

All revenue is recognized at point in time.

25. Other income

	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Rent income	**5,905**	5,626	**5,905**	5,626
Profit on disposal of RoU asset (Note 7(b))	**50**	-	**50**	-
Profit on disposal of plant and equipment (Note 6(a)(i))	**-**	255	**-**	255
Sundry income	**36,488**	37,185	**35,616**	37,150
	42,443	43,066	**41,571**	43,031

Rent income represents income from rental of floor space and office spaces of the Company

Sundry income represents income from services provided at network stations and fees charged for managing depots of customers.

25. Other income (cont'd)

Lease arrangements

Shop spaces at service stations are leased to tenants under operating leases with rentals payable monthly/ annually. Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term.

Minimum lease payments receivable as follows:

	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Within 1 year	10,526	11,625	10,526	11,625
Between 1 and 2 years	1,559	1,722	1,559	1,722
Between 2 and 3 years	1,201	1,326	1,201	1,326
Between 3 and 4 years	434	480	434	480
Between 4 and 5 years	-	-	-	-
Later than 5 years	-	-	-	-

26. Profit before taxation is stated after charging

	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Cost of sales				
Inventory movement	3,975,363	3,918,627	3,975,363	3,918,627
Transportation	250,201	140,072	250,201	140,072
Import duties	852,242	890,983	852,242	890,983
Other costs**	358,939	244,975	351,354	238,551
	5,436,745	5,194,657	5,429,160	5,188,233
General, administrative and selling expense				
Personnel costs (note 27)	81,084	62,335	78,758	60,739
Auditor's remuneration	1,226	807	1,212	777
Depreciation of ROU assets (notes 7(a))	17,528	12,667	17,528	12,667
Depreciation of PPE (note 6)	52,323	48,562	50,016	46,881
Amortisation of software	243	538	218	519
Directors' emoluments	211	301	211	301
Donations and public relations	1,003	2,449	1,003	2,449
Technical assistance	62,856	49,974	62,856	49,974
Maintenance cost	25,350	21,082	25,159	20,873
Loss on disposal of plant and equipment	141	-	141	-
Other cost	104,656	81,974	101,724	79,957
	346,621	280,689	338,826	275,137

**Other costs in cost of sales for the Group include depreciation of GH¢6,894,372 (2022: GH¢5,488,858) on plant and machinery for the subsidiary (notes 6).

27. Personnel costs

	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Wages and salaries	**53,937**	42,585	**52,354**	41,373
Social security contributions	**3,162**	2,186	**3,096**	2,137
Provident fund (Defipro)	**2,322**	1,631	**2,322**	1,631
Long service awards	**1,193**	1,065	**1,193**	1,065
Post-employment benefits	**2,594**	1,751	**2,594**	1,751
Other staff expenses	**17,876**	13,117	**17,199**	12,782
	81,084	62,335	**78,758**	60,739

Other staff expenses include training and medical expenses.

The number of persons employed by the Group and Company as at the end of the year was 220 (2022: 204) and 196 (2022: 183) respectively.

28. Finance cost and income

	Group 2023 GH¢'000	Group 2022 GH¢'000	Company 2023 GH¢'000	Company 2022 GH¢'000
Bank interest earned	**3,301**	2,693	**3,301**	2,693
Interest on finance lease (note 7(c))	**(2,590)**	(5,239)	**(2,590)**	(5,239)
Other Finance Charges	**(83,667)**	(20,065)	**(83,667)**	(20,065)
Total finance cost	**(86,257)**	(25,304)	**(86,257)**	(25,304)

29. Financial Risk Management

(i) Overview

The Group and Company have exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Group and Company's exposure to each of the above risks, the Group and Company's objectives, policies, and processes for measuring and managing risk, and the Group and Company's management of capital.

Risk management framework

The Group's and Company's Board of Directors have overall responsibility for the establishment and oversight of the Group and Company's risk management framework. The Board's audit committee is responsible for monitoring compliance with the Group's risk management policies and procedures, and for reviewing the adequacy of the risk management framework in relation to the risks faced by the Group and Company.

The Group and Company's risk management policies are established to identify and analyse risks faced by the Group and Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions, products and services offered.

The Group, through its training and management standards and procedures, continues to develop a disciplined and constructive control environment, in which all employees understand their roles and obligations.

The Group and Company's Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

29. Financial Risk Management (cont'd)

Risk management framework (cont'd)

The Audit Committee gain assurance in relation to the effectiveness of internal control and the risk management framework from: summary information in relation to the management of identified risks; detailed review of the effectiveness of management of selected key risks; results of management's self assessment process over internal control; and the independent work of the internal audit department, which ensures that the Audit Committee and management understand the Group and Company's key risks and risk management capability; sets standards on governance and compliance; and provides assurance over the quality of the Group's internal control and management of key risks.

(ii) Credit risk

Credit risk is the risk of financial loss to the Group and Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's and Company's receivable from customers. The Group and Company evaluate the concentration of risk with respect to trade receivables as low, as its customers are located across the country and in several industries or sectors.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure.

Trade receivables

The Group's and Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The credit control committee has established a credit policy under which a new customer is analysed individually for credit worthiness before the Group and Company's standard payment terms and conditions are offered. The Group and Company generally trade with pre-defined and selected customers. Credit exposure on trade receivable is covered by customers issuing postdated cheques to cover amount owed, as well the use of customer's security deposits.

Impairment analysis of trade and other receivables

The Group and Company use an allowance matrix to measure the ECLs of trade receivables from customers, which comprise a very large number of small balances. Loss rates are calculated using a 'historical loss rate' method based on actual credit loss experience over the past three years adjusted to reflect current and forward-looking information on macroeconomic factors. The Group has identified inflation rates to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in this factor.

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

Group 2023	**Weighted average loss rate**	**Gross carrying amount**	**Loss allowance**	**Credit impaired**
	%	**GH¢'000**	**GH¢'000**	
Neither past due nor impaired (less than 30 days)	**0%**	**440,946**	**-**	**No**
Past due (30- 90 days)	**15%**	**49,839**	**7,723**	**Yes**
Past due more than 90 days	**87%**	**38,794**	**33,887**	**Yes**
		529,579	**41,610**	

Group 2022	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impaired
	%	GH¢'000	GH¢'000	
Neither past due nor impaired (less than 30 days)	0.00%	375,406	-	No
Past due (30- 90 days)	15.00%	55,363	8,480	Yes
Past due more than 90 days	78.00%	52,094	40,515	Yes
		482,863	48,995	

29. Financial Risk Management (cont'd)

Impairment analysis of trade and other receivables (cont'd)

Company 2023	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impaired
	%	GH¢'000	GH¢'000	
Neither past due nor impaired (less than 30 days)	0%	432,668	-	No
Past due (30- 90 days)	15%	49,839	7,723	Yes
Past due more than 90 days	87%	38,794	33,887	Yes
		521,301	41,610	

Company 2022	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impaired
	%	GH¢'000	GH¢'000	
Neither past due nor impaired (less than 30 days)	0%	371,832	-	No
Past due (30- 90 days)	15%	55,363	8,480	Yes
Past due more than 90 days	78%	52,094	40,515	Yes
		479,289	48,995	

Movements in the allowance for impairment in respect of trade receivables

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

Group and Company

	2023	2022
	GH¢'000	GH¢'000
Balance at 1 January	48,995	39,982
Impairment loss/(release) recognised in profit or loss	(7,180)	10,694
Recoveries	(205)	-
Write-off against provision	-	(1,681)
Balance at 31 December	41,610	48,995

The allowance account for trade receivables is used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible; at which point the amounts considered irrecoverable are written off.

Other receivables

The Group and Company's exposure to credit risk in respect of other receivables is minimal. The Group and Company has transacted business with these non-trade customers over the years. There are no history of default. No forward-looking information have been identified by the directors that could materially impact the payment profile of these non-trade customers.

Hence no impairment loss was recognised for financial assets.

Cash and cash equivalents

Group

The Group held cash and cash equivalents of GH¢258,315,000 (2022: GH¢201,695,000) at the reporting date with banks which are licensed by the Central bank of Ghana.

Company

The Company held cash and cash equivalents of GH¢256,455,000 (2022: GH¢199,476,000) at the reporting date with banks which are licensed by the Central Bank of Ghana.

29. Financial Risk Management (cont'd)

Amount due from related Companies

The Group and Company's exposure to credit risk in respect of amounts due from related companies is minimized. The Group and Company has transacted business with related companies over the years, and there have been no defaults in payment of outstanding debts. The Directors have assessed that there are no forward-looking information that would materially impact the payment profile of the counter party.

(iii) Liquidity risk

Liquidity risk is the risk that the Group and Company either do not have sufficient financial resources available to meet all its obligations and commitments as they fall due, or can access them only at excessive cost. The Group and Company's approach to managing liquidity is to ensure that it will maintain adequate liquidity to meet its liabilities when due. In addition, the Group and Company maintain the following lines of credit:

(a) Ecobank Ghana Limited

The Company has an unsecured overdraft facility not exceeding GH¢20 million with Ecobank to finance the Company's receivables, additions to inventories and other operational bills. The facility expires on 31 May 2024.

(b) Standard Chartered Bank Ghana Limited

The Company had an unsecured overdraft facility of GH¢20 million with Standard Chartered Bank Ghana Limited to finance working capital. The facility expires on 31 January 2024.

(c) Absa Bank Ghana Limited

The Company has an unsecured overdraft facility of GH¢20 million with Absa Bank Ghana Limited to finance working capital. The is a revolving facility with no maturity.

(d) Stanbic Bank Limited

The Company has an unsecured overdraft facility of GH¢18 million with Stanbic Bank Limited to finance working capital. This is a revolving facility with no maturity.

(e) United Bank for Africa

The Company has an unsecured overdraft facility of GH¢20 million with UBA Limited to finance working capital. The facility expires on 31st May 2024.

(f) First Atlantic Bank Limited

The Company has an unsecured overdraft facility of GH¢10 million with First Atlantic Bank Limited to finance working capital. The facility expires on 30th October 2024. The Group also has a secured loan facility of US$ 10.5 million with First Atlantic Bank Limited. The facility has a tenure of 10 years and attracts interest of 6% per annum.

(g) Zenith Bank Ghana Limited

The Company has an unsecured overdraft facility of GH¢30 million with Zenith Bank Ghana Limited to finance working capital. The facility expires on 31st October 2024.

(h) GCB Bank PLC

The Company has an unsecured overdraft facility of GH¢30 million with GCB Bank Limited to finance working capital. The facility expires on 31st Janauary 2024.

(i) SG Ghana Bank PLC

The Company has an unsecured overdraft facility of GH¢80 million with SG Ghana Bank PLC to finance working capital. The facility expires on 29th February 2024.

(j) Access Bank Ghana Limited

The Company has an unsecured overdraft facility of GH¢25 million with Access Bank Ghana Limited to finance working capital. The facility expires on 31st March 2024.

(k) Guaranty Trust Bank

The Company has an unsecured overdraft facility of GH¢25 million with Guaranty Trust Bank Ghana Limited to finance working capital. The facility expires on 31st January 2024.

Exposure to liquidity risk

The following are the contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

29. Financial Risk Management (cont'd)

(iii) Liquidity risk (cont'd)

Exposure to liquidity risk (cont'd)

Group 2023	Carrying amounts	Contractual Cashflows	1 year or less	1 to 2 years	2 to 5 years	5 years and over
Non-derivative financial liabilities						
Loans and borrowings	113,381	154,130	18,642	19,759	60,043	55,686
Lease liabilities	26,862	28,293	27,781	312	200	-
Amount due to related companies	244,083	244,083	244,083	-	-	-
Bank overdrafts	209,820	209,820	209,820	-	-	-
Trade and other payables**	832,264	832,264	832,264	-	-	-
	1,426,410	1,468,590	1,332,590	20,071	60,243	55,686

Group 2022	Carrying amounts	Contractual Cashflows	1 year or less	1 to 2 years	2 to 5 years	5 years and over
Non-derivative financial liabilities						
Loans and borrowings	110,823	156,562	20,543	34,465	48,194	53,360
Lease liabilities	36,442	37,826	24,834	11,693	1,099	200
Amount due to related companies	198,390	198,390	198,390	-	-	-
Bank overdrafts	122,735	122,735	122,735	-	-	-
Trade and other payables**	818,666	818,666	818,666	-	-	-
	1,287,056	1,334,179	1,185,168	46,158	49,293	53,560

**-Excludes statutory payables of GH¢11,941,000 (2022: GH¢ 19,803,000).

Company 2023	Carrying amounts	Contractual Cashflows	1 year or less	1 to 2 years	2 to 5 years	5 years and over
Non-derivative financial liabilities						
Lease liabilities	26,862	28,293	27,781	312	200	-
Amount due to related companies	211,021	211,021	211,021	-	-	-
Bank overdrafts	209,820	209,820	209,820	-	-	-
Trade and other payables**	830,695	830,695	830,695	-	-	-
	1,278,398	1,279,829	1,279,317	312	200	-

Company 2022	Carrying amounts	Contractual Cashflows	1 year or less	1 to 2 years	2 to 5 years	5 years and over
Non-derivative financial liabilities						
Lease liabilities	36,442	37,826	24,834	11,693	1,099	200
Amount due to related companies	168,925	168,925	168,925	-	-	-
Bank overdrafts	122,735	122,735	122,735	-	-	-
Trade and other payables**	816,969	816,969	816,969	-	-	-
	1,145,071	1,146,455	1,133,463	11,693	1,099	200

**-Excludes statutory payables of GH¢11,579,475 (2022: GH¢ 19,283,000).

29. Financial Risk Management (cont'd)

(iv) Market risks

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

Foreign currency risk

The Group and Company are exposed to currency risk on purchases and borrowings that are denominated in currencies other than the functional currency. The currencies in which these transactions primarily are denominated are Euro and US Dollars. The Group and Company do not hedge its foreign currency risk.

Exposure to currency risk

The Group's and Company's exposure to foreign currency risk were as follows based on notional amounts:

Group

31-Dec-23

	EURO	USD	CFA	CHF	GBP
Trade and other payables	(534)	(4,528)	-	-	-
Amounts due to related companies	(1,086)	(12,304)	(15,621)	(126)	-
Loans and borrowings	-	(9,425)	-	-	-
Bank overdraft	-	-	-	-	-
Cash and cash equivalents	1,206	10,003	-	-	-
Amount due from related companies	116	270	-	-	-
Trade and other receivables	652	13,202	-	-	-
Gross exposure	**354**	**(2,782)**	**(15,621)**	**(126)**	**-**

31-Dec-22

	EURO	USD	CFA	CHF	GBP
Trade and other payables	(9,128)	(37,417)	-	(1)	-
Amounts due to related companies	(767)	(4,387)	(13,360)	(74)	-
Loans and borrowings	-	(9,475)	-	-	-
Bank overdraft	-	(64)	-	-	-
Cash and cash equivalents	2,022	8,364	-	-	-
Amount due from related companies	116	436	-	-	-
Trade and other receivables	795	16,774	40,000	-	-
Gross exposure	(6,962)	(25,769)	26,640	(75)	-

Company

31-Dec-23

	EURO	USD	CFA	CHF	GBP
Related party loan	-	275	-	-	-
Trade and other payables	(534)	(4,367)	-	-	-
Amounts due to related companies	(1,086)	(8,323)	(15,621)	(126)	-
Bank overdraft	-	-	-	-	-
Cash and cash equivalents	1,206	9,848	-	-	-
Amount due from related companies	116	270	-	-	-
Trade and other receivables	652	12,483	-	-	-
Gross exposure	**354**	**10,186**	**(15,621)**	**(126)**	**-**

29. Financial Risk Management (cont'd)

(iv) Market risks (cont'd)

Exposure to currency risk (cont'd)

31-Dec-22

	EURO	USD	CFA	CHF	GBP
Related party loan	-	270	-	-	-
Trade and other payables	(9,128)	(37,618)	-	(1)	-
Amounts due to related companies	(767)	(8,395)	(13,360)	(74)	-
Bank overdraft	-	(64)	-	-	-
Cash and cash equivalents	2,022	8,162	-	-	-
Amount due from related companies	116	436	-	-	-
Trade and other receivables	795	16,441	40,000	-	-
Gross exposure	(6,962)	(20,768)	26,640	(75)	-

The following exchange rates applied during the year:

	Average Rate		Reporting Rate	
	2023	2022	**2023**	2022
Ghana				
Cedi:				
Euro 1	**13.1574**	9.9764	**13.5518**	11.9482
USD 1	**11.9466**	9.3674	**12.0300**	11.0000
CFA 1	**0.0190**	0.0144	**0.019**	0.00167
CHF 1	**13.2957**	9.7831	**14.2603**	11.9035
GBP 1	**15.0855**	11.6312	**15.5355**	13.4937

Sensitivity analysis on currency risk

The following table shows the effect of a strengthening or weakening of the GH¢ against all other currencies on the Group's and Company's equity and profit or loss. This sensitivity analysis indicates the potential effect on equity and profit or loss based upon the foreign currency exposures recorded at December 31 (see "currency risk" above), and it does not represent actual or future gains or losses. The sensitivity analysis is based on the percentage difference between the highest daily exchange rate and the average exchange rate per currency recorded in the course of the respective financial year. The same was done for the prior year.

A strengthening/weakening of the GH¢, by the rates shown in the table, against the following currencies at 31 December have increased/decreased equity and profit or loss by the amounts shown below.

This analysis assumes that all other variables, in particular interest rates, remain constant.

29. Financial Risk Management (cont'd)

(iv) Market risks (cont'd)

Sensitivity analysis on currency risk (cont'd)

Group

At 31 December	2023			2022		
	% Change	Strengthening: Impact on equity and profit or loss - increase/ (decrease)	Weakening: Impact on equity and profit or loss - increase/ (decrease)	% Change	Strengthening: Impact on equity and profit or loss - increase/ (decrease)	Weakening: Impact on equity and profit or loss - increase/ (decrease)
Euro	9%	(32)	32	64%	4,456	(4,456)
US$	11%	306	(306)	68%	4,637	(4,637)
CFA	5%	781	(781)	66%	(17,582)	17,582
CHF	7%	9	(9)	67%	50	(50)
GBP	8%	-	-	63%	-	-

Company

At 31 December						
Euro	9%	(32)	32	64%	4,456	(4,456)
US$	11%	(1,120)	1,120	68%	14,122	(14,122)
CFA	5%	781	(781)	66%	(17,582)	17,582
CHF	7%	9	(9)	67%	50	(50)
GBP	8%	-	-	63%	-	-

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's and Company's exposure to the risk of changes in market interest rates relates primarily to the Group's and Company's long-term debt obligations with floating interest rates.

The Group and Company manage interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Standard scenario that are considered on a monthly basis include a 100 basis point (bp) parallel fall or rise in the market interest rate. A change of a 100 basis point in the interest rate at the reporting rate would have impacted equity and profit or loss by the amounts shown below:

Group	2023	2023	2022	2022
	Increase	Decrease	Increase	Decrease
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Interest income impact	-	-	-	-
Interest expense impact	(3,232)	3,232	(2,336)	(2,336)
	(3,232)	3,232	(2,336)	(2,336)
Company				
Interest income impact	-	-	-	-
Interest expense impact	(2,098)	2,098	(1,227)	1,227
	(2,098)	2,098	(1,227)	1,227

29. Financial Risk Management (cont'd)

(iv) Market risks (cont'd)

Accounting classifications and fair values

A number of the Group's and Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for disclosure purposes based on the following methods described below.

Trade and other receivables (Financial asset at amortised cost)

Due to the short-term nature of the trade and other receivables, their carrying amount is considered to be the same as their fair value at the reporting date. The carrying amount is disclosed in note 15.

Trade and other payables (Other financial liabilities)

Due to the short-term nature of the trade and other payables, their carrying amount is considered to be the same as their fair value at the reporting date. The carrying amount is disclosed in note 20.

Amounts due from related companies (Financial asset at amortised cost)

Due to the short-term nature of the amounts due from related companies, their carrying amount is considered to be the same as their fair value at the reporting date. The carrying amount is disclosed in note 13.

Amounts due to related companies (Other financial liabilities)

Due to the short-term nature of the mounts due to related companies, their carrying amount is considered to be the same as their fair value at the reporting date. The carrying amount is disclosed in note 13.

Cash and cash equivalents (Financial asset at amortised cost)

The fair value of cash and cash equivalents is estimated as its carrying amount where the cash is repayable on demand. Cash and cash equivalent is disclosed in note 16.

Loans and borrowings (Other financial liabilities)

Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rates of interest at the reporting date.

Lease liabilities (Other financial liabilities)

Fair value is calculated based on the present value of future payments, discounted at the incremental borrowing rates at the reporting date.

Fair values versus carrying amounts

The following table shows the carrying amounts and fair values of financial assets and financial liabilities. Apart from loans and borrowings and the non-current amount due from related parties, the carrying amounts of financial assets and financial liabilities are a reasonable approximation of their fair values due to their short term nature. The fair values of the Group's and Company's loans and borrowings and the non-current amount due from related parties are at level 3 of the fair value hierarchy.

29. Financial Risk Management (cont'd)

(iv) Market risks (cont'd)

(i) Financial assets (Amortized cost)

Group

	2023		2022	
	Carrying amount	Fair value	Carrying amount	Fair value
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Related party loan	-	-	-	-
Trade and other receivables	595,216	595,216	571,652	571,652
Amounts due from related companies - current	506	506	2,438	2,438
Cash and cash equivalents	258,315	258,315	201,695	201,695
Total financial assets	**854,037**	**854,037**	775,785	775,785
Company				
Related party loan	3,308	2,586	2,972	1,737
Trade and other receivables	586,937	586,937	568,032	568,032
Amounts due from related companies - current	12,022	12,022	14,086	14,086
Cash and cash equivalents	256,455	256,455	199,476	199,476
Total financial assets	**858,722**	**858,000**	784,566	783,331

(ii) Financial liabilities (Other financial liabilities)

Group

	2023		2022	
	Carrying amount	Fair value	Carrying amount	Fair value
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Loans and borrowings	113,381	147,631	110,823	147,631
Trade and other payables	832,264	832,264	818,666	818,666
Amounts due to related companies	244,083	244,083	198,390	198,390
Bank overdraft	209,820	209,820	122,735	122,735
Total financial liabilities not measured at fair value	**1,399,548**	**1,433,798**	1,250,614	1,287,422

Company

	2023		2022	
	Carrying amount	Fair value	Carrying amount	Fair value
	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Trade and other payables	830,695	830,695	816,969	816,969
Amounts due to related companies	211,021	211,021	168,925	168,925
Bank overdraft	209,820	209,820	122,735	122,735
Total financial liabilities not measured at fair value	**1,251,536**	**1,251,536**	1,108,629	1,108,629

* Excluded from the Group and Company's trade and other receivables is prepayment of GH¢ 6,442,000 (2022: GH¢ 7,495,000) and GH¢ 6,073,000 (2022:GH¢7,447,000) respectively.

30. CAPITAL COMMITMENT

Commitments for capital expenditure at the reporting date were:

	Group and Company	
	2023	2022
	GH¢'000	GH¢'000
Capital commitment	**428**	871

This is in respect of the construction and refurbishment of fuel stations.

31. CAPITAL MANAGEMENT

The Group's and Company's objectives when managing capital are to safeguard the Group's and Company's ability to continue as a going concern. The Group and Company monitor capital using the ratio of adjusted net debt to equity. For this purpose, adjusted net debt is defined as total liabilities, comprising interest bearing loans and borrowings less cash and cash equivalents. Equity comprises of all components of equity.

The Group's and Company's adjusted net debt to equity at the reporting date was as follows:

	Group		Company	
	2023	2022	**2023**	2022
	GH¢'000	GH¢'000	**GH¢'000**	GH¢'000
Total liabilities	**1,473,385**	1,338,033	**1,310,193**	1,182,213
Less: Cash and cash equivalents	**258,315**	201,695	**256,455**	199,476
Net debt	**1,215,070**	1,136,338	**1,053,738**	982,737
Total equity	**486,719**	442,273	**525,271**	479,285
Net debt to equity ratio	**2.50**	2.57	**2.01**	2.05

32. SUBSEQUENT EVENTS

There have been no material events after the reporting date which would require disclosure or adjustment to the financial statements for the year ended 31 December 2023 (2022: nil).

33. GOING CONCERN

The Group's current liabilities exceeded its current assets by GH¢30,519,000 at year ended 31 December 2023 (2022: GH¢23,687,000). The Company's current assets exceeded its current liabilities by GH¢14,429,000 as at 31 December 2023 (2022: GH¢17,541,0000).

The Group and Company have revolving credit lines with its banks. The Directors have negotiated and successfully renewed the overdraft facilities with its bankers. Both the Group and Company have a history of profitability and continue to remain profitable. The Directors believe that the Group and Company will be able to realise its assets and settle its liabilities in the ordinary course of business.

Accordingly, the financial statements are prepared on the basis of accounting policies applicable to a going concern. This basis presumes that cash flows arising from the normal course of business will be available to finance future operations of both the Group and Company and that the realisation of assets and settlement of liabilities will occur in the ordinary course of business.

34. JOINT USER HYDRANT INSTALLATION (JUHI)

JUHI is an unincorporated equal assets ownership joint operation between 3 participants namely, TotalEnergies Marketing Ghana PLC, VIVO Energy Ghana Limited, and Ghana Oil Company Limited. It was established through an Agreement for the Joint Ownership and Operation of the Fuel Storage and Hydrant Facilities at the Kotoka International Airport, Accra and its principal activity is the storage of aviation fuels and the provision of into-plane fueling services.

SHAREHOLDING INFORMATION

(i) Number of shares in issue

Earnings and dividend per share are based on 111,874,072 (2022: 111,874,072) ordinary shares in issue during the year.

(ii) Number of shareholders

The Company had 4,796 ordinary shareholders at 31 December 2023 distributed as follows:

Holding	No. of holders	Total holding	% Holding
1 - 1,000	2,777	942,985	0.84
1,001 - 5,000	1,571	3,822,116	3.42
5,001 - 10,000	259	1,695,872	1.52
10,001 and over	189	105,413,099	94.22
Total	**4,796**	**111,874,072**	**100**

(iii) List of twenty largest shareholders at 31 December 2023

	Number of shares	Shareholding (%)
TOTALENERGIES MARKETING AFRIQUE	48,802,560	43.62
TOTALENERGIES MARKETING AFRICAN HOLDINGS LTD.	37,047,592	33.12
SOCIAL SECURITY & NATIONAL INS.TR.	3,084,664	2.76
SCGN/ENTERPRISE LIFE ASSO.CO.	2,456,100	2.20
SCGN/CACEIS FRANCE RE HMG GLOBETRO.	1,803,000	1.61
SCGN/EPACK INVESTMENT FUND LTD	1,107,289	0.99
GHANA OIL COMPANY LTD	1,040,528	0.93
SCGN/ENTERPRISE TIER 2 OCCUPATIONAL	676,479	0.60
SCGN/GH. MED. ASSOC. PENSION FUND	518,995	0.46
SCGN/PETRA ADVANTAGE PORTFOLIO	493,512	0.44
SCBN/DATABANK BALANCED FUND LTD	386,724	0.35
RGBN/GRNMA FUND-DATABANK ASSET SERV	378,000	0.34
GES OCC PENSION SCH REG DATABANK AM	374,891	0.34
HFCN/EDC GHANA BALANCED FUND LTD	323,872	0.29
ZBGC/CEDAR PENSION FUND	320,006	0.29
ZBGC/CEDAR PROVIDENT FUND	318,693	0.28
SCGN/ELAC SHAREHOLDERS FUND	306,400	0.27
STD NOM/METLIFE CLASSIC FUND	302,439	0.27
STD BANK NOMS/RENAISSANCE	280,000	0.25
MR M.K AFEDO	251,567	0.22
REPORTED TOTALS	100,273,311	89.63
NOT REPORTED	11,600,761	10.37
GRAND TOTALS	111,874,072	100.00

Control rights: each share is entitled to the same voting rights

Changes in shareholding: for the financial year ended 31 December 2023, there were no material changes to the shareholding structure of the Group.

(iv) Shares held by Directors of the Company

	Number of shares	Shareholding (%)
MRS. MERCY SAMSON	104,538	0.09

CORPORATE SOCIAL RESPONSIBILITIES

TotalEnergies Marketing Ghana PLC's commitment to Corporate Social Responsibility (CSR) is more than a checkbox. It is the essence that defines our purpose and forms our legacy. CSR in the energy sector is fundamentally about acknowledging the tremendous impact we make on the world around us. It is a recognition that beyond the supply of energy, our operations affect people, communities, and the environment. As a result, our obligation is to meet energy demands whilst also considering sustainability and social welfare. Our focus areas are public health, environmental protection, education, entrepreneurship, road safety, sports, and access to clean energy. In 2023, some key CSR activities carried out by the Company included the following:

Donation to Charity and Disaster Victims

On March 3, 2023, TotalEnergies Marketing Ghana PLC donated Thirty Thousand Ghana Cedis (GHC 30,000) to the **Wesoamo Child Cancer Foundation**. This was presented at the Paediatric Oncology Unit of Ridge Hospital in Accra. On the same day, the Company also donated essential items worth Twenty-Five Thousand, Nine Hundred and Thirty-One Ghana Cedis (Ghc 25,931) to the **Baptist School Complex and Orphanage** in Suhum, Eastern Region. The items included rice, sugar, oil, flour, toiletries, beverages, and water.

The Company also collaborated with Citi FM Foundation to **support the victims of the Akosombo dam spillage**. On 23rd November 2023, essential items including detergents and bottled water valued at Ten Thousand Ghana cedis (GHC 10,000) were donated to some victims.

Career Fair

On July 11, 2023, TotalEnergies Marketing Ghana PLC participated in the Annual Innovation and Career Fair at the **University of Mines and Technology** (UMAT)as the Sponsor. This was aimed at promoting entrepreneurship, creativity, and innovation among Ghanaian youth. Selected students had the opportunity to showcase their creative ideas and readiness for the job market through a mock interview conducted by a team from the Human Resource Department of the Company, and a representative of the University. This Fair attracted over a thousand students and employees of the University who gained insights into the Company's business and the career opportunities available to students and graduates. Speaking on the motivation behind the Company's support for the University, the Recruitment, Training and Development Manager of the Company, Mr. Daniel Danquah said that TotalEnergies Marketing Ghana PLC has maintained a focus on education for so many years and supported a lot of educational initiatives and projects. He further added that the Company offers yearly scholarships and financial aid to students of UMAT through the University's Academic Office.

The Company also supported an Innovation and Career Fair organised by **Academic City University College** at Haatso, Accra, which was held on March 1, 2023. This Fair attracted more than 400 students and employees of the University. They had the opportunity to interact with representatives from various industries to seek further details on the nature of their businesses, and the career opportunities available for internship by students and employment of graduates.

Beach Clean-Up Exercise

On September 15, 2023, TotalEnergies Marketing Ghana PLC, in collaboration with United Way Ghana and Ecozoil Limited, undertook a beach clean-up and sensitization exercise at **Eyipe Beach in Winneba** to commemorate International Coastal Clean-up Day. About 120 employees of the Company joined over 80 community members and 8 sanitation officers from the Efutu-West Municipal Assembly to clean a 3km stretch of the beach at Eyipe in Winneba, and educated over 100 community members, including market women and the fisherfolk on the relevance of preserving our beaches and our environment. The initiative was aimed at raising public awareness about the importance of beach conservation and the impact of plastic pollution on marine life. The exercise also sought to inculcate a culture of beach cleaning among the residents to ensure a sustainable environment. This activity which underscores TotalEnergies' commitment to environmental sustainability and community partnership also aligns with the United Nations Sustainable Development Goals 6 (Clean Water and Sanitation), 11 (Sustainable Cities and Communities), 13 (Climate Action), 14 (Life Below Water) and 17 (Partnership for the Goals). After the clean-up exercise, about 11 tonnes of waste was collected from the beach. The Company also donated ten 240L Wheelie bins to the community to facilitate proper waste disposal at, and around the beach.

Tree Planting Exercise

TotalEnergies' ambition is to place environmental performance at the heart of its projects and operations, and pay particular attention to the use of the planet's natural resources. To us, green signifies nature, fertility, and prosperity. We consider trees and forests as essential in mitigating the impact of climate change. Therefore tree-planting is one of the most important things we can do to contribute to the health of the planet. On Friday, 9th June 2023, Management and Staff of the Company joined the nation to plant trees as part of the year's Green Ghana Day which also coincided with the **World Environmental day**. The Green Ghana Project was launched in 2021 by President Akufo-Addo under the auspices of the Ministry of Land, Water and Natural Resources, as part of the Government's aggressive afforestation and re-afforestation programme to restore the Country's degraded landscape.

In demonstration of its dedication to sustainable efforts within the community, Staff and Members of the Management Committee, joined the celebration by planting **5000 seedlings at CHIPA Forest at Agomeda** in the Eastern Region of Ghana. The seedlings planted included acacia and mahogany. The Forestry Commission thanked TotalEnergies Marketing Ghana PLC for its commitment to the country's Green Ghana Day Project since 2022, and other sustainability initiatives and called on other stakeholders to support the project. Ninety-Four (94) members of staff of the Company participated in this activity.

Another tree-planting exercise was carried out on July 14, 2023 at **Kwamoso in the Eastern Region** of Ghana. Staff and management of the Company planted **over 4,000 fruit-bearing trees on local donor farms in the area**.

Education and Training

TotalEnergies Marketing Ghana PLC seeks to develop Ghanaian youth through training and capacity building. In 2023, the Company recruited eight (8) recently graduated students under its Young Graduate Program. The Program targets fresh graduates from the country's universities and focuses on the Company's three major business lines; Commercial, Finance & Technical. As part of their eighteen (18)months management training programme, which is fully funded by the Company, these Young Graduates trainees undergo a six (6) month internship program in Ghana, and a further 12-month apprenticeship programme outside of Ghana in other TotalEnergies affiliates. The Program gives an opportunity for the selected Graduates to discover and experience working life through a hands-on professional experience whilst benefiting from international exposure after graduating from university. This great initiative, since its introduction in 2016, has so far benefited Thirty-nine (39) Ghanaian Young Graduates. The experiences under the Young Graduate Programme as shared by the 8 beneficiaries for the year 2023 are captured on pages 107 to 108 of this Annual Report.

The Company also provided internship and National Service employment through other educational partnership programs. Also, members of the TotalEnergies Professors Associates Program visited the Kwame Nkrumah University of Science and Technology (KNUST) and University of Mines and Technology(UMAT) during the year where they taught short causes in Climate change and New Energies to the students. Several training program were also organized by the Retail Network Team for service station dealers and their staff to enhance customer service delivery at the stations.

"Helmet4Life" Campaign

Under the TotalEnergies Foundation, TotalEnergies Marketing Ghana PLC launched the *"Helmet4Life"* Campaign in August 2023. This is a global initiative, championed by the TotalEnergies Foundation Program, and targeted at road safety for motorbike riders with special focus on countries with limited access to helmets. It aims to provide motorcycle helmets, compliant with the most stringent safety standards, in 40 countries across three continents namely Africa, Asia and the Americas, where most of the population do not have access to quality helmets at affordable prices.

This helmet distribution Campaign was accompanied by a unique road safety awareness session, particularly focused on motorized two-wheelers.

This Campaign was formally launched by the Managing Director of the Company, Mr. Olufemi Babajide, at a formal event held in Accra which was attended by the Brand Ambassador of the Company, Mr. Stephen Appiah, COP Francis Doku of the MTTD of the Ghana Police Service, officials of the National Road Safety Authority, and Executives of the National Okada Rider's Association, as well as members of staff of the Company. A total of three thousand (3,000) crash helmets were distributed for free to motorbike riders across Ghana. These beneficiaries were mostly drawn from the communities within the trade areas of some TotalEnergies Service Stations including Darkuman, Kotobabi, Aflao, Kumasi, Ashaiman, Hansen Fadama, and Tamale. The Visibility Patrol Unit of the Ghana Police Service and nurses of the Tamale Teaching Hospital also benefited from this initiative.

Entrepreneurship - Startupper Winning Projects

The Top Three Winners of the 3rd edition of the Startupper of the Year Challenge started a coaching programme in 2023 as part of their benefits package. They are **Adriana Appiagyei Nsiah Nimo - Best Business Idea Creation (Reecoplast), Mathias Charles Yabe - Best Young Startup under 3 years (AkoFresh) and Anaporka Adazabra - Best Top Female Entrepreneur (Farmio Ltd).**

In November 2023, the Startupper Committee paid working visits to AkoFresh and Reecoplast to assess the progress made on their respective winning projects, and to identify areas for improvement.

Reecoplast, currently operating from the campus of Kwame Nkrumah University of Science and Technology, Kumasi, is an innovative idea that tackles plastic pollution both on land and in water bodies by recycling plastic waste into pavement bricks. Currently, Reecoplast is producing pellets as the first stage of its production process. This startup has so far impacted three communities through sensitization programs and donation of bins for the collection of plastic waste. They are working to acquire an automated moulding machine as they scale up production. Our Company is also working with Reecoplast to set up customized bins at various TotalEnergies filling stations for the collection of empty lubricant gallons for processing into pavement bricks.

AkoFresh is a green cold chain startup that is offering a solar-powered cold storage preservation service to local farmers within the Akumadan area of the Ashanti Region region of Ghana. This helps to extend the shelf life of perishable crops from 5 days to 21 days, and thereby reduce post-harvest losses. AkoFresh also promotes sustainability and educates farmers on reducing post-harvest losses. Inspired by the TotalEnergies' gender inclusion policy, **AkoFresh** has 60% representation of women in their team of 10. In addition to their regular staff, this startup has currently recruited four (4) new talents for their National Service, and thereby contributing to graduate employment. They are currently exploring the option of setting up one solar-powered cold room at a TotalEnergies service station closer to a marketplace to generate more revenue and create jobs.

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

In line with the guidelines provided by the Ghana Stock Exchange (GSE), our Company's Environmental, Social and Governance (ESG) Report is classified under four (4) main areas namely GENERAL, ECONOMIC, SOCIAL AND ENVIRONMENT. This report therefore outlines our key actions under these areas as follows:

A. GENERAL

i. Corporate Governance

Our Company upholds the highest standards of corporate governance to safeguard shareholders' interests as detailed in the Chairman's Statement found on pages 5 to 10 of this Annual Report.

Noteworthy progress has been made in enhancing gender diversity on the Company's Board, with the representation of women increasing from 22% to an impressive 33% over the last 2 years. This underscores our dedication to empowering women in leadership positions, and cultivating a gender-inclusive boardroom. Our Company's Board Members are well-informed about the strategic importance of ESG in the growth of the Company. Consequently, an update on the Company's ESG Action Plan and a Sustainability Moment form an integral part of the agenda for Board Meetings.

ii. Corporate Strategy

In 2021, TotalEnergies pledged its commitment to sustainable development as part of its new identity and ambition to achieve net zero emissions in tandem with the evolution of society. Consequently, TotalEnergies restated its mission *"to provide as many people as possible with energy that is more reliable, more affordable, and cleaner"*. To achieve this, TotalEnergies is evolving into a multi-energy business and putting sustainable development at the core of its strategy, initiatives, and operations across all affiliates. The goal is to establish itself as a leader in the implementation of the global Sustainable Development Goals (SDGs) by embedding same in all levels of its business. The ***"Sustainab' ALL"*** program has therefore been implemented to mobilize our entire workforce in support of this transformation. This program actively puts into practice the SDGs in our day-to-day business activities, encouraging our staff to play an active role in our on-going transformation. Our Company is currently implementing a 3-year roadmap for the implementation of this program which focuses on four key ambitions:

- Climate and sustainable energy,
- People's well-being,
- Care for the environment, and
- Creating shared value.

Goals and KPIs have been defined under these ambitions with clear timelines and guidelines. These goals and KPIs are closely monitored for progress by both Management and the Board of Directors.

iii. Ethics And Integrity

Our Company's ethical conduct is deeply rooted in five core values which are captured in the Company's Code of Conduct for the guidance of all stakeholders. These core values namely Safety, Respect for each other, Pioneer Spirit, Stand Together, and Performance Minded guide us in the performance of our day-to-day activities.

At TotalEnergies, we maintain an uncompromising policy of zero tolerance for any form of corruption, with emphasis on combating bribery, fraud, influence peddling, and violations of antitrust laws. To reinforce this commitment, we have established a Business Integrity Guide, which comprehensively outlines policies, procedures, and rules. This Guide empowers our staff to build and maintain relationships grounded in trust and the highest standards of integrity, even in the face of sensitive or unusual circumstances. It serves as a guide to our staff in rejecting any unacceptable practices, regardless of the prevailing environment or external perceptions. Our Company has also implemented a robust and regularly updated anticorruption compliance program, extending its reach to both employees, our stakeholders and all other third parties that the Company deals with. The core objective of this program is to foster a culture of compliance, transparency, and open dialogue. Further, Anti-corruption training is mandatory for all our staff to ensure that the principles of integrity, responsibility, and accountability are upheld as core values of our organization.

iv. Environment And Social Risk Management:

To effectively manage environmental risks and mitigate the impact of our operations, comprehensive environmental risk assessments have been diligently conducted. Subsequently, we have implemented strong controls and procedures that safeguard the environment from any negative impacts resulting from our operations. We will continue to adopt innovative ideas to minimize environmental risks in our operations.

In pursuit of our environmental objectives, our Company has also taken proactive steps to reduce our ecological footprint and carbon emissions, and to protect resource use. This includes the installation of energy-efficient lighting systems in our office spaces, and a revamp of our water infrastructure by introducing water-efficient taps in our facilities. Our waste segregation system also ensures that waste generated in our operations are managed efficiently and in an environmentally friendly manner to reduce, reuse, and recycle our waste. In addition to our internal initiatives, TotalEnergies has collaborated with a third-party company to collect plastics from our stations which are recycled. This has helped to reduce plastic waste in our operations and its associated impact on the environment.

Our societal risk assessment has also provided us with valuable insights to guide our social practices and interactions, and to address the needs and expectations of the communities we operate in.

v. Stakeholder Engagement: Nurturing Our Employee Talent

TotalEnergies recognizes our talented and dedicated workforce as our most valuable asset. We have therefore implemented a comprehensive program for the continuous training and development of our staff to equip them with the requisite knowledge, skills and resources to excel in their roles. By investing in our staff, we are not only fostering their professional growth but also enhancing the quality of our services and products.

We believe that effective stakeholder engagement is a two-way street. Therefore, we consistently seek staff input and feedback through regular staff surveys and fora where we encourage our employees to share their thoughts, concerns, and suggestions. This feedback mechanism enables our Company to gauge employee satisfaction to inform decision-making. It also helps us to continuously improve our work environment, and foster an engaged and motivated workforce.

vi. Compliance With Regulations

At TotalEnergies, we hold ourselves to the highest standards of compliance with all relevant regulations, industry standards, and best practices. As responsible corporate citizens, we voluntarily adhere to mandatory requirements as the minimum standards in our operations, and also maintain a cordial relationship with our regulators. We conduct annual assessments of our compliance status to evaluate our adherence to the latest regulations and standards, and consistently seek innovative ways to improve internal controls and processes. Our Quality Van, a product quality test laboratory on wheels, stands as a symbol of our dedication to adhering to the highest quality standards in our product offering to delight our customers. This robust and dynamic compliance management system has established our brand image as a benchmark in our corporate space.

vii. Data Privacy:

Our Company ensures protection of sensitive information in strict adherence to Ghana's Data Protection Act 2012 (Act 843). We have implemented a comprehensive system and controls to manage data in a manner that respects the privacy and security of individuals and organizations.

B. ECONOMIC

i. Economic Performance

The Company's economic performance review is summarised in the Chairman's Statement which can be found at pages 5 to 10 of this Annual Report. Other details can be found in the financial statements and the associated notes in this Annual Report.

ii. Taxes

Our Company is tax compliant and is currently classified as a large taxpayer. Details of taxes paid for the year under review can be found at pages 56 to 58 of this Annual Report.

iii. Local Content: Empowering Local Communities

Our Company is passionately committed to local content development and local empowerment. Apart from listing its shares on the Ghana Stock Exchange to give opportunity for Ghanaians to own a part of the Company, we believe in creating shared value by investing in the skills and talents of the people within the regions or communities where we operate. This is evident in our predominantly local workforce representing over 95% of our Company's staff.

Our Company also builds local capacity by giving staff the opportunity for expatriation to other affiliates within the TotalEnergies Group for varying periods to gain knowledge and skills which can enhance their capabilities back home. This knowledge transfer is not limited to our Company's operations but also extended to other companies as is evident in the number of ex-staff of our Company who currently occupy various positions in most of the indigenous Ghanaian companies operating both within and outside the oil sector in Ghana.

Our Young Dealer Scheme which was described in the Chairman's Statement at pages 9 to 10 of this Annual Report provides career opportunities to local youth and fosters entrepreneurship and leadership within the communities where we operate in. This Scheme, which is restricted to 100% Ghanaian youth, has significantly impacted the Ghanaian society positively over the years.

Our Company employs the services of 100% Ghanaian owned companies for construction and maintenance works at all our retail outlets and other facilities. These contractors and their staff receive the highest standards of training, which enhances their service delivery. Contracts for road transport logistics are also awarded to contractors which are 100% Ghanaian owned companies and who also employ Ghanaian staff. These transport companies also benefit from both Financial and Technical support from TotalEnergies to enhance the operation of their fleet and thereby enhance transport safety in the country.

It is also noteworthy that over 90% of our Company's lubricants are blended locally at Tema.

C. SOCIAL

i. Upholding Human Rights: A Core Commitment

At TotalEnergies, our unwavering commitment to human rights is at the heart of our corporate ethos. We are dedicated to promoting and protecting human rights both within our organization and among our stakeholders. Beyond the legal requirement, we deem the protection of human rights as our obligation to foster a workplace that respects the inherent dignity and worth of every individual. We therefore ensure that every member of our team is trained in the principles and importance of human rights.

Our contractors and business partners are held to the same high standards, and are specifically required to respect human rights within their own organizations. These requirements are captured as mandatory clauses in the terms and conditions guiding our relationship with our stakeholders.

To enhance transparency and accountability in human rights matters, we have established a robust whistleblower system which provides a secure channel for reporting human rights violations for redress. We take great care to ensure that the identity of individuals who report such violations are protected, and also ensure that their concerns are treated with utmost seriousness and diligence. Further, in appreciation of the sensitivity of such matters, our Company has a system in place to assure confidentiality in addressing human rights issues, and to safeguard the privacy and well-being of individuals.

ii. Labor And Working Conditions: Fostering A Thriving Work Environment

Our Company provides its workforce with working conditions that are not only compliant with regulations but also conducive to their well-being and productivity. This includes, but not limited to the following.

1. **Flexi Working System:** We embrace a flexible working system that recognizes the diverse needs and preferences of our employees. This approach allows our staff to find a balance between their professional responsibilities and personal lives. Through flexible working arrangements, we empower our employees to optimize productivity and job satisfaction.
2. **Work-from-Home Opportunities:** In alignment with modern work trends, our staff have the option to work from home or a remote location from time to time to suit their needs. This flexibility promotes a better work-life balance and enhances overall job satisfaction.
3. **Vibrant Union:** We are proud to have a vibrant and active Staff Union within our organization. This Staff Union serves as an essential channel for employees to express their concerns, needs, and aspirations to Management. The open and respectful dialogue between our Company's Management Team and the Staff Union fosters collaboration and ensures that labor-related matters are addressed promptly and effectively.

iii. Health And Safety: Our Uncompromising Commitment To Well-Being

Safety is a core value that TotalEnergies does not compromise for economic benefit. In addition to the details captured in the Chairman's Statement on pages 8 to 9 of this Annual Report, our Company has also implemented the following:

One Maestro: This is our Company's safety management system which is designed to ensure safety in our operations. It is a comprehensive framework consisting of safety measures, risk assessments, and hazard mitigation processes. This system is dynamic and continually evolving to adapt to changing circumstances and requirements.

Contractor Engagement: Our safety culture is understood and embraced by our contractors. Regular safety meetings are conducted with our contractors to foster a deep understanding of our Company's safety values and practices. This collaborative approach underscores our belief that safety is a collective responsibility that extends to every party involved in our operations.

Beyond Ourselves: Our dedication to safety extends beyond our organization. We believe in giving back to the communities in which we operate. An example is the *"Helmet4Life"* campaign which was described in the Chairman's statement captured at pages 9 to 10 of this Annual Report. Our Company also implements localized campaigns in various communities from time to time in pursuit of societal safety and the well-being of those beyond our immediate sphere of influence. We will continue to adopt innovative ways to increase safety awareness within our communities.

iv. Training and Education: Nurturing Partnerships For Sustainable Growth

Our Company extends its training programs to its contractors and service station operators to ensure that all parties collectively adapt to the evolving landscape in the global space. The training program covers diverse topics including human rights, sustainability, ethics, integrity, and safety. By imparting all parties and best practices in these critical domains, we empower our partners to align their operations with our shared values, and meet the evolving challenges of the globalized world.

In addition to training, we engage regularly with our contractors and service station operators to exchange ideas. This regular dialogue is instrumental in reinforcing our values and ensuring a shared understanding of our principles. It further nurtures the sense of partnership and collaboration that underpins our relationships.

v. Diversity and Equality: Fostering Inclusion And Progress

TotalEnergies takes immense pride in its unwavering commitment to diversity and equality. We understand that a diverse and inclusive workplace is not only a moral imperative but also a wellspring of innovation, creativity, and success. We are therefore committed to gender equality and the advancement of women in our organization. Over the past two years, we have made significant strides in increasing the representation of women in our workforce which has resulted in a notable shift of the ratio of women in our labor force from 30% in 2019 to 36% as at the end of December 2023.

Our commitment to diversity extends beyond gender. We firmly believe in equal opportunities for all, irrespective of religion, physical ability, race, or any other defining characteristic. We are resolute in our stance that every individual, regardless of their background or identity, should have an equal chance to excel, contribute, and grow within our organization.

D. ENVIRONMENTAL

i. Environmental Oversight: Fostering Sustainable Practices

In our commitment to environmental responsibility, our Company has taken significant strides towards implementing an effective Waste Management System in its operations. The practice of waste segregation has been introduced at our Company's head office as a crucial step towards optimizing recycling processes, and we are actively working towards extending this practice to all other Company sites. The success of recycling initiatives hinges on the meticulous separation of waste materials. Therefore, by scaling up waste segregation, we aim to enhance our capacity to recycle and thereby contribute to the reduction of environmental impact.

Our Company's dedication to environmental stewardship extends beyond waste management. Annually, we organize beach cleaning exercises to promote and protect biodiversity. For the year 2023, our focus was on Winneba Beach as mentioned in the Chairman's Statement in this Annual Report. The beach cleaning initiative does not only beautify our natural surroundings but also plays a vital role in preserving marine life and ecosystems.

ii. Environmental Compliance: Upholding Regulatory Standards

Our proactive engagement with regulatory authorities underscores our commitment to operating within the confines of established environmental guidelines and ensuring that our Company's operations adhere to stringent regulatory standards. To this end, we regularly monitor noise levels at our stations to ensure that our activities align with regulatory thresholds and also prevent any undue noise pollution. Our Company has also obtained all necessary permits from the Environmental Protection Agency (EPA) as required for our operations. These permits encompass a range of considerations such as emissions, waste management, and overall environmental impact.

iii. Emission Reduction And Carbon Footprint Management: Embracing Sustainable Solutions

Through strategic investments and innovative solutions, we actively pursue avenues to reduce emissions in our operations and foster a greener operational footprint. In line with our renewable energy strategy, we have incorporated solar energy into our operations. For instance, solar panels have been successfully installed at some of our stations as mentioned earlier in the Chairman's Statement in this Annual Report. This has enabled us to harness the power of the sun to generate cleaner and sustainable energy for the stations' day-to-day operations. This does not only reduce our reliance on traditional energy sources but also serves as a tangible demonstration of our commitment to sustainability practices.

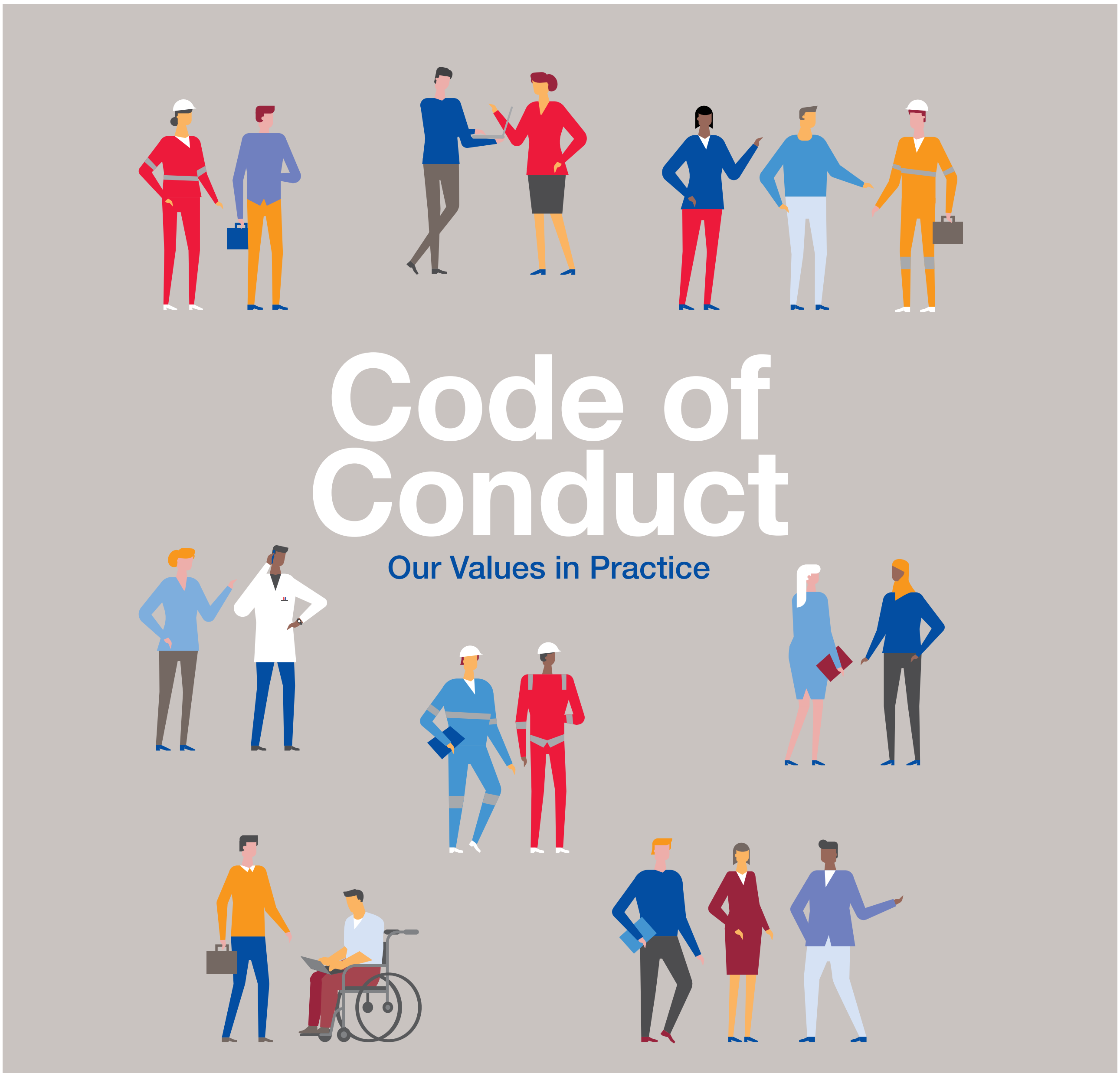
In a groundbreaking move in pursuit of emerging opportunities in Ghana's energy space, our Company has already installed an Electric Vehicle (EV) charging system at its Liberation Road service station. By providing infrastructure for EVs, we aim to encourage the adoption of cleaner transportation options by providing many of such charging units at targeted locations in the Ghanaian market. This initiative aligns with our commitment to fostering sustainable mobility solutions and reducing carbon emissions associated with the use of traditional vehicles.

To achieve energy efficiency, we have also deployed motion sensors at our various facilities to optimize electricity consumption by ensuring that lights and other electrical systems operate only when necessary.

As mentioned earlier in the Chairman's Statement at page 9 and in Appendix II of this Annual Report, in the last two years, our Company's staff have planted more than 9,000 trees in Ghana as a contribution towards carbon sequestration and environmental conservation. Our Company has further set an objective to plant at least 5,000 trees every year as a proactive measure to offset its carbon emissions and contribute to the enhancement of local ecosystems.

By embracing renewable energy sources, promoting cleaner transportation solutions, optimizing energy efficiency, and actively participating in afforestation, our Company strives to be at the forefront of environmental stewardship, and create a positive impact on the communities in which we operate.

EXTRACT OF THE CODE OF CONDUCT



The Most Stringent Standards

We comply with all national and international laws and standards governing our activities.

In the event of a conflict between legal standards and our Code of Conduct, we apply the more stringent standard.

TotalEnergies maintains a dialogue with international, governmental and non-governmental organizations to address their concerns in fields related to our business. As provided by legislation governing our activities and our internal guidance, failure to comply with these reference standards can result in sanctions.

Our Employees

The Code of Conduct defines collective and individual values for employees at TotalEnergies. We are convinced that our development is intrinsically rooted in the confidence and respect that exists between TotalEnergies and our employees, and among the employees themselves. Every employee must ensure compliance with the Code of Conduct in their daily activities.

Host Countries

The Guiding Principles on Business and Human Rights, adopted by the United Nations Human Rights Council in 2011, set out the obligations incumbent on member states to respect, protect and fulfill human rights.

We respect the environment and culture of our host countries. We respect the sovereignty of host countries and refrain from intervening in or funding the political process. We reserve the right, as appropriate, to let governments know our positions on topics related to our operations, employees and shareholders, as well as our belief in the importance of upholding human rights.

Local Communities

We respect the rights of local communities by identifying, preventing and mitigating any impact on their environment and way of life, and remedying the situation as needed. We systematically establish dialogue as early as possible to foster lasting relationships with those communities, and we are mindful of opportunities for community development.

We design and implement grievance procedures and corrective measures, particularly on behalf of vulnerable groups, including indigenous peoples.

Customers

We provide customers with quality products and services, and strive at all times to deliver optimal performance at a competitive price. Attentive to our customers' needs, we continuously monitor, assess and improve our products, services, technology and processes.

Our goal is to deliver quality, safety, energy efficiency and innovation at every step in the development, production, and distribution process.

We take steps to ensure the confidentiality of the data our customers entrust to us, in accordance with regulations governing privacy.

Suppliers

With regard to suppliers and contractors, we work in the interests of each party, in accordance with clear and fairly negotiated contract terms. This relationship is based on three cornerstones: dialogue, professionalism, and meeting commitments. We choose suppliers that can conduct their business responsibly.

Business Partners

We apply the Code of Conduct in all joint ventures we control. Otherwise, we do our utmost to ensure that the partner who controls the joint venture adheres to principles that are equivalent to those set out in our Code of Conduct.

Shareholders

We strive to earn our shareholders' confidence and provide them with a profitable, long-term investment. We maintain an ongoing and constructive dialogue with our shareholders through a variety of channels, and regularly provide full and transparent information.

We are attentive to their expectations, concerns and questions on every subject. We comply with applicable stock market regulations and accurately report our operations in our financial statements.

Let your car shine bright
at our wash stations.
Now that's TotalEnergies.

TotalEnergies

Rebranding

In a transformative stride towards achieving a zero-carbon future in line with our new identity, TotalEnergies Marketing Ghana PLC, as an affiliate of TotalEnergies, has expanded its portfolio beyond conventional petroleum products and ventured into sustainable energy solutions, notably solar power. This pivotal shift in focus has not only necessitated a change in name, but also sparked the rebranding of the Company's service stations nationwide with its new identity. As part of the rebranding exercise, souvenirs such as pen drives, T-shirts, power banks, and water bottles were distributed to customers to complement the communication activities implemented to create awareness for the new brand image. This comprehensive rebranding exercise serves as a beacon of our new identity and services to the public. Our new identity symbolizes TotalEnergies' proactive approach to align its strategies with global sustainability goals, whilst acknowledging the pressing need to diversify energy offerings.

The Retail Network Manager, Mr. Emmanuel Benning, addressing stakeholders at one of the events held to create awareness for the new brand image.

Customers signing up for Total Cards during the event.

Cross-section of stakeholders at the event.

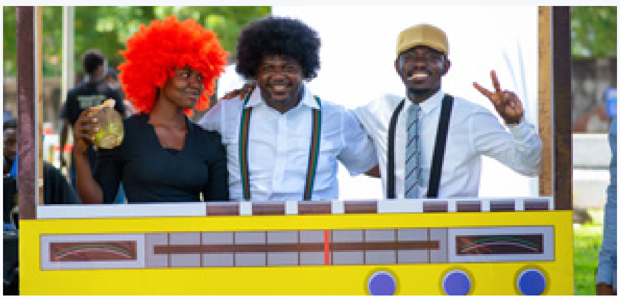
Africa Customer Week

The 5th edition of the Company's Africa Customer Week was held from October 2 to 6, 2023. The theme for the 2023 celebration was **"Inspired by Your Energy"**. As part of the celebrations, various teams consisting of Management and staff of our Company actively engaged with our valued customers at the forecourt of our various service stations. Our Company's Brand Ambassador, Mr. Stephen Appiah, former Black Stars Captain, joined the teams at the forecourts of some service stations at various times to serve fuel and other products to customers. Some teams also visited some of the Company's commercial customers at their offices, and interacted with them to understand their needs better, and to strengthen our relationship with them. In addition to these visits, a comprehensive Top Service Survey was conducted throughout the week. During the Customer week, members of our Management Committee (MANCOM) took turns to interact with customers and serve them at the Customer Service Front Desk at the Company's various offices. This helped to gather feedback on areas for improvement to enhance our services to them. Other activities held during the Customer Week included the *"African Attire Week"* where staff dressed in outfits representing the various regions of Ghana in order to promote cultural diversity amongst each other.


Mr. Hussein Nsour, Sales & marketing Manager of the Company and Mr. Stephen Appiah, Brand Ambassador of the Company, serving customers at a station

The Finance and Accounts Manager, Mr Marcel Ably Bidamon, serving customers at the Front Desk of TotalEnergies House

The Human Resource Manager, Mr. Richard Debrah, serving customers at the Front Desk of TotalEnergies House



Some Staff at the "Old School" themed Africa Customer Week climax celebration

Some Staff dressed in African attire

International Women's Day

The Company marked International Women's Day on March 8th, 2023, with a special event at the Head Office in Accra under the theme **'Embrace Equity"**. The women in the Company participated in a special Brunch event to celebrate and empower each other. Three special guests namely Beatrice Mensah-Tayui (CEO of Cybele Energy Ltd), Boatemaa Barfour-Awuah, (CEO of Star Assurance Company Limited), and Claudia Lumor (Publisher and Founder of Glitz Africa Magazine,) were present at this event to share their experiences and success stories in their respective careers. During an open forum moderated by Naa Ashorkor Mensah-Doku, a Ghanaian media personality, the women shared best practices in managing challenges at the workplace, and combining career development with managing their homes. Management also reminded all staff about the Company's existing policies in respect of promoting gender equality. They also highlighted some actions which had been implemented to further empower women to advance in their careers, and reach leadership positions both within and outside the Company. The event was a testament to TotalEnergies Marketing Ghana PLC's commitment to fostering a workplace where women are celebrated and given equal opportunity.

Some female staff of the Company with the Panelists.

The panel members; from left to right, Claudia Lumor (Publisher/Founder of Glitz Africa Magazine and the Glitz Style Awards), Mrs. Boatemaa Barfour-Awuah (CEO of Star Assurance Company Limited), Beatrice Mensah-Tayui (CEO of Cybele Energy Ltd), and Naa Ashorkor Mensah-Doku (the Moderator)

Station Openings

As part of its network stations expansion and enhancement program, the Company commissioned five (5) stations during the year 2023. These included two (2) newly built stations namely **Krispo City S/S** at Kasoa in the Central Region, and **Wenchi S/S** in the Bono Region, and three (3) re-developed stations namely **Legon 2 S/S, Dodowa Road S/S**, all in the Greater Accra Region, and **Antoa Road S/S** in Kumasi, Ashanti Region. The Company will continue to seek opportunities to expand its service station network into areas which are currently not covered to enable persons living in such areas to easily access its products and services.

Krispo City S/S – New Station located in Kasoa in Central Region

Antoa Road S/S – Rebuilt Station located in Kumasi

Wenchi S/S – New Station located at Wenchi in Bono Region


Dodowa Road S/S – Rebuilt Station located on the Frafraha Dodowa Road

Legon 2 S/S – Rebuilt Station located near the University of Ghana, Accra

Lubricants Distributors' Seminar

TotalEnergies Marketing Ghana PLC organized its 3rd Annual Lubricants Distributors' Seminar on March 10, 2023, at the Labadi Beach Hotel in Accra under the theme **"Energizing the Future".** The year's celebration was aimed at creating awareness about satisfying the energy needs of a growing global population whilst reducing global warming. During the Seminar, an Economist from the University of Ghana, Legon, Mr. George Domfe gave a presentation on ***"Sustaining the lubricants business in times of economic downturn".***

This insightful session provided strategic tips for the guidance of distributors in navigating economic challenges in the management of their businesses. Participants also had a session to discuss business processes and how to foster strategic relationship as well as make decisions for business development. Management of the Company who participated in the seminar also took the opportunity to express their gratitude to the distributors for their contribution to the growth of the Company. Distributors who had performed outstandingly from 2000 to 2022 were duly recognised and awarded with various prizes at a Dinner held in their honour at the end of the Seminar.

The Managing Director of the Company, Mr. Olufemi Babajide, addressing participants at the Seminar

A cross-section of participants at the Seminar.

Award Winners

Some Company Staff and Lubricant Distributors in a group photograph

AFCON Trophy Tour

As part of the activities outlined to herald the TotalEnergies CAF Africa Cup of Nations, Cote d'Ivoire 2023 competition which was rescheduled for January – February 2024, TotalEnergies, facilitated a Trophy Tour in Ghana on the 27th and 28th of November, 2023. The Trophy Tour event was celebrated with cultural showcases with esteemed dignitaries in attendance, including the French Ambassador to Ghana, Jules-Armand Aniambossou, representatives from the Ministry of Youth and Sports, some Directors of the Company, Representatives of the Shareholders Association, and the Company's Brand Ambassador, Mr. Stephen Appiah, a former Captain of the Black Stars of Ghana.

Addressing the attendees at the event, Dr Eric Mensah Bonsu, the Director for Finance and Administration at the Ministry of Youth and Sports, emphasized the significance of the AFCON tournament in fostering unity and sportsmanship. In his speech at the event, the French Ambassador to Ghana, Monsieur Jules-Armand Aniambossou, also highlighted the benefits of the cultural exchange and collaboration between France and Ghana through football.

The Sales and Marketing Manager of TotalEnergies Marketing Ghana PLC, Mr. Hussein Nsour who conveyed a message on behalf of the Managing Director, Mr. Olufemi Babajide, expressed gratitude for the support and enthusiasm of the Ghanaian community towards the tournament.

The climax of the event unfolded on the second day as the Trophy Tour traversed various parts of Accra with pomp and pageantry generating a lot of excitement among the public along its route. Cultural displays, and the presence of Ghana's football icon, Stephen Appiah, and dance influencer, Champion Rolie captivated the general public who joined in the celebrations. Notably, the Trophy Tour made stop overs at three of the Company's service stations in Accra, and the campuses of the University of Ghana, and the University of Professional Studies, where students, and the public in general had the opportunity to partake in the fun, and also capture memorable moments with Mr. Stephen Appiah and the coveted AFCON Trophy.

Some dignitaries posing with the Trophy (from left to right; Mr. Stephen Appiah (Company's Brand Ambassador), Madam Laurette Korkor Otchere (a Director of the Company), Monsieur Jules-Armand Aniambossou (French Ambassador to Ghana), Mr. Sas George (Representative of Shareholders Association), Mr. Hussein Nsour (Sales and Marketing Manager of the Company) and Mr Rexford Adomako-Bonsu (a Director of the Company).

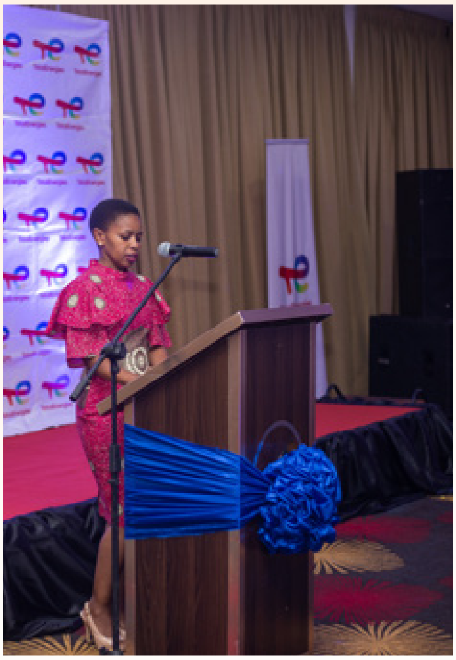
A cross-section of staff posing with the Trophy.

Mr. Stephen Appiah (the Company's Brand Ambassador), Mr. Olufemi Babajide (Managing Director) and Mr. Hussein Nsour (Sales and Marketing Manager) posing with the Trophy.

TotalEnergies Marketing Ghana PLC Transporters Dinner & Awards Ceremony held at Alisa Hotel, Accra

On March 23, 2023, the Company hosted its yearly Transporters Dinner and Awards Ceremony at the Alisa Hotel in Accra. The theme for the event was ***"Optimizing Safety and Operational Excellence."*** The event highlighted the importance of Transporters adhering to safety regulations and legislations to guarantee the safe delivery of fuel. Safety is one of the Company's core values and a subject it highly prioritises. The Company expects its partners to adhere to its protocols in order to have zero accidents or fatalities. The topics for discussion at the event included safety training for drivers, vehicle inspections, preventing accidents, and educating drivers on traffic laws. Also, some business strategies were discussed to enhance the Transporters' operations including adopting innovative technologies, streamlining supply chains, and implementing sustainable practices. The Company commended the Transporters' dedication to safety and the Awardees received gifts for their dedication to the TotalEnergies brand.

Some Award Winners.



The Operations Manager of the Company, Emily Makutwane delivering a speech at the ceremony.

J. K. Horgli Transport & Co. Ltd. being presented with the Most Responsive Transporter Award.

Shopping made easy at our Bonjour Shops. **Now that's TotalEnergies!**

TotalEnergies

BEACH CLEAN-UP EXERCISE AT EYIPE BEACH, WINNEBA

Cross-section of the Company's Staff who participated in the Beach Clean-up exercise.

Some Staff cleaning a portion of the Eyipe beach

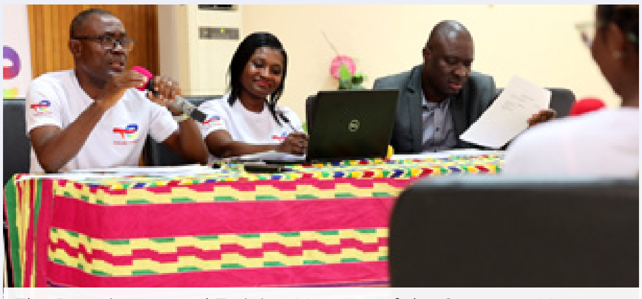
TEMG Plc donates ten 240L Wheelie bins to the community for proper waste disposal

Waste collection by Staff

CAREER FAIRS AT UNIVERSITY OF MINES AND TECHNOLOGY (UMAT) AND ACADEMIC CITY COLLEGE

Cross-section of participants at UMAT

Some Company Staff and Management of UMAT

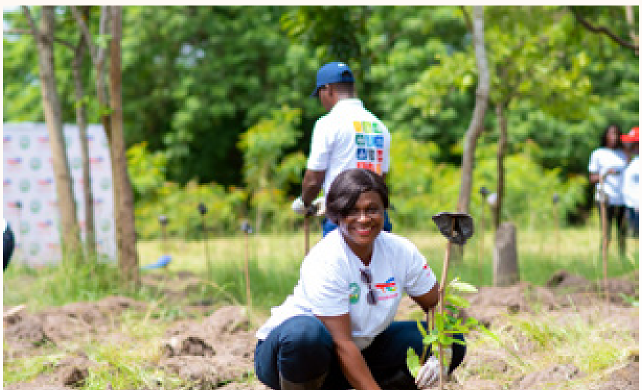


The Recruitment and Training Manager of the Company, Mr. Daniel Danquah and the Company's Talent Developer Nana Ama Arthur, addressing some students at the Career fair at Academic City College

Some TEMG staff interacting with students at the Career fair at Academic City College

TREE PLANTING AT KWAMOSO & CHIPA FOREST RESERVE

Volunteers from TEMG Plc and United Way at Kwamoso for the Action! Tree Planting program



Some Company Staff planting trees at the Chipa Forest reserve

DONATION TO CHARITIES AND AKOSOMBO DISASTER VICTIMS

The Health, Safety, Environment and Quality Manager, Mrs. Hannah Afriyie, with a some Company staff, presenting items to the Citi FM Foundation for the Akosombo flood victims.

Cash donation to the Wesoamo Child Cancer Foundation

Donation of items to the Baptist School Complex and Orphanage in Suhum

"Helmet4Life" CAMPAIGN

The Managing Director, Mr. Olufemi Babajide and the Company's Brand Ambassador, Mr. Stephen Appiah modeling the Helmet

Mr. Stephen Appiah presenting a helmet to a beneficiary.

Some beneficiaries in a group photograph with the Managing Director, Mr. Olufemi Babajide, COP Francis Doku of the MTTD of the Ghana Police Service, the Brand Ambassador, Stephen Appiah and officials from the National Road Safety Commission

Some Police Officers admiring their new crash helmets

The Human Resource Manager, Mr. Richard Debrah, presenting some crash helmets to the MTTD of the Ghana Police Service

Some beneficiaries of the Helmet4Life Campaign at the Darkuman Service Station

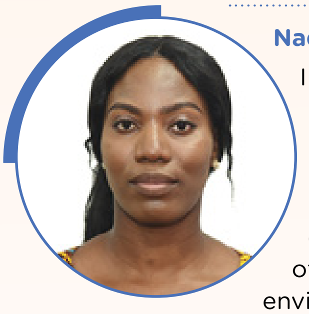
YOUNG GRADUATE PROGRAM - 2023 BENEFICIARIES SHARE THEIR EXPERIENCES

Ampofo Stephanie Kwakyewaa

I am a Young Graduate working with the Budget and Controlling Team in the Finance and Accounts Department of TotalEnergies Marketing Ghana PLC. I acquired a Bachelor of Science degree in Accounting from University of Professional Studies. I got to know about the TotalEnergies Young Graduate Program from social media, and visited the Company's website to put in my application. I am happy to be a beneficiary and appreciative of the opportunity to work with such a reputable international Company that contributes to the growth and development of young people. The Program has given me the opportunity to apply the accounting standards and principles I learnt from school to practical situations with the guidance of Team members who are supportive. I look forward to building experience and skills to become a professional Accountant and contribute to the global success of the TotalEnergies Group.

David Kwarteng

I am a Young Graduate in the Sales and Marketing Department of the Company. I acquired a BA degree in Economics and Philosophy from the University of Ghana, Legon. I heard about the Young Graduate Training Program from my colleagues during my National Service, and proceeded to research about it on the TotalEnergies Marketing Ghana PLC website. The experience so far has been an educative one. My expectation is to gain experience from the various departments in the Company, to meet my goal of being versatile and a good team player as I climb up the corporate ladder.



Nadia Naa Amuah Dodoo

I am a Young Graduate in the Lubricants Department of TotalEnergies Marketing Ghana PLC. I graduated from the University of Mines and Technology, Tarkwa with a Bachelor's degree in Petroleum Engineering. I heard about the TotalEnergies Young Graduate Program through social media and applied via the Company's website. My journey so far has been very enlightening. I have gained exposure to operations in the downstream sector of the oil and gas industry which is an eye opener for me. One of the things I appreciate most about the Program is the supportive and welcoming environment. My Team members have been incredibly helpful and encouraging which has helped me to integrate easily into the corporate world. I am confident that this Program will equip me with the skills and knowledge I need to succeed in the oil and gas industry. I am grateful to TotalEnergies for giving me this amazing opportunity.

Abenaa Pokuaa

I am a Young Graduate in the Sales and Marketing Department of TotalEnergies Marketing Ghana PLC. I hold a Bachelor's degree in French, Geography and Resource Development from the University of Ghana, Legon. I was inspired by the performance of past Young Graduates who are currently excelling in their roles to apply for this Program. The opportunity to participate in the TotalEnergies' Young Graduate Program is honouring. My exposure to practical marketing operations within the oil and gas sector has been very insightful. I am privileged to collaborate with Team members who are helpful and dedicated to the mission of the Company. I look forward to completing the Program successfully and taking up employment with the Company while mentoring young talents.

Anthony Ayine Apatika

I heard about the Young Graduate Program on LinkedIn. I graduated from the University of Energy and Natural Resources, Sunyani with a Bachelor's degree in Electrical/ Electronic Engineering. My experience as a young graduate trainee in the Lubricants Department has been incredibly enriching and rewarding. I have been exposed to a dynamic work environment and an opportunity to gain experience from professionals in the oil and gas industry. My expectations and goals are to achieve a well-rounded understanding of the industry and contribute meaningfully to the growth of the Company. I also look forward to opportunities for professional development and advancement within the oil and gas industry. I aspire to develop expertise in the field and leverage on my experience to develop innovative solutions to address practical challenges in the industry.

Felicity Nyarkowa Incoom

I am a Young Graduate in the Sales and Marketing Department of TotalEnergies Marketing Ghana PLC. I am grateful for the opportunity to gain experience and grow alongside a talented team. I hold a Bachelor's degree in Business Administration from the Kwame Nkrumah University of Science and Technology (KNUST), Kumasi. I learned about the Young Graduate Program through an online platform. The focus on capacity building, training and international exposure resonated with my aspirations. The Program has presented the perfect opportunity to launch my career in the oil and gas industry and my experience so far has been rewarding. Working as a Territory Manager with experienced Team members who provide me with guidance and support has given me critical insights into the retail operations in the downstream petroleum sector, and the wider industry. I aspire to excel in the Program and develop expertise in the oil and gas industry so I can contribute to the Company's success.

Prince Amofa

I hold a Bachelor of Science degree in Civil Engineering from the Kwame Nkrumah University of Science and Technology (KNUST), Kumasi. I am a Young Graduate working with the Maintenance Team in the Operations Department of TotalEnergies Marketing Ghana PLC. I learned about the Young Graduate Program from a friend who shared the application link with me. I have gained practical experience and enhanced my professional competence. My Team members have been instrumental in my development. They give me opportunities to take responsibility for my actions and decisions. My expectations and goals align with the objectives of the Program. I look forward to developing adequate skills to broaden my professional knowledge so I can actively contribute to the success of my Team and TotalEnergies as a whole.

Dora Nartey

I studied Business Administration (International Business Management) at the Kwame Nkrumah University of Science and Technology (KNUST), Kumasi. I saw an advertisement of the Young Graduate Program on LinkedIn and I applied for it. Working as a Young Graduate in the Sales and Marketing department of TotalEnergies Marketing Ghana PLC has been a great and insightful experience for me. I have learnt a lot and gained considerable experience in the corporate environment in just a few months. The Program has challenged me positively in so many ways. I look forward to developing adequate professional skills and personal growth.

Eight Awards in 2023.
We owe it all to you,
our cherished customers.

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY 26TH DAY OF JUNE, 2024 AT 11.00 O'CLOCK IN THE FORENOON

I/We, ____being Member(s) of **TOTALENERGIES MARKETING GHANA PLC**, hereby appoint ____________________________ ____________________________ or failing him/her the Chairman as my/our Proxy to vote for me / us, and on my/our behalf at the Annual General Meeting of the Company to be held on the **26th June, 2024** and at any and every adjournment thereof.

This Form to be used :-

1.	*in favour of against	The Resolution to adopt the Reports of the Directors, Auditors and the Financial Statements of the Company for the year ended 31st December, 2023.
2.	*in favour of against	The Resolution to declare Final Dividend for the year ended 31st December, 2023 as recommended by the Directors.
3.	*in favour of against	The Resolution to re-elect Mr. Jean Philippe Torres as a Director of the Company.
4.	*in favour of against	The Resolution to re-elect Mr. Rexford Adomako-Bonsu as a Director of the Company.
5.	*in favour of against	The Resolution to re-elect Mr. Mawuli Ababio as a Director of the Company.
6.	*in favour of against	The Resolution to fix the remuneration of the non-executive Directors for the financial year 2024.
7.	*in favour of against	The Resolution to authorise the Directors to fix the remuneration of the Auditors for the financial year 2024 .
	Special Resolution	
8.	*in favour of against	The Resolution to authorise the Company to delete Paragraph 41 of the Company's Constitution in its entirety and replace it with a new Paragraph 41 which will delete **"Dividend Warrant"** as a means of payment of dividend in compliance with the Securities and Exchange Commission's Directive so that the new Paragraph 41 reads as follows: 41. (1) "A dividend payable in cash to members shall be paid by electronic means of payment such as mobile money, bank transfer and other forms of payment as may be approved the Security and Exchange Commission." (2) "Dividend payments through any of the electronic means set out in Paragraph 41(1) above shall be paid to the electronic transfer details provided by the member or, in the case of joint holders, to the electronic transfer details of the person who is first named in the register of members, or of a person that the member or joint holders may in writing in direct"
9.	*in favour of against	The Resolution to authorise the Company to effect the necessary changes in the Company's Constitution, to make it compliant with the Securities and Exchange Commission's Corporate Governance Code for Listed Companies 2020.

On any other business transacted at the Meeting and unless otherwise instructed in paragraphs 1 to 9 above, the resolutions to which reference is made in said paragraphs, the Proxy shall vote as he/she thinks fit.

*Strike out whichever is not desired.

Signed this .... day of 2024

....
Signature of Shareholder

SECOND FOLD HERE

FIRST FOLD HERE

Please
affix
stamp

The Secretary
TOTALENERGIES MARKETING GHANA PLC
TotalEnergies House
25 Liberia Road,
P. O. Box 553, Accra, Ghana

THIRD FOLD HERE

THIS PROXY FORM SHOULD NOT BE COMPLETED AND SENT TO THE REGISTERED OFFICE IF THE MEMBER WILL BE ATTENDING THE MEETING

1. A member (Shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy. The Proxy Form has been prepared to enable you exercise your vote if you cannot personally attend the Meeting.
2. Provision has been made on the Form for MR. PHILIPPE EBANGA, the Chairman of the Meeting to act as your Proxy, but if you so wish, you may insert in the blank space provided the name of any person, whether a member of the Company or not, who will attend the Meeting and vote on your behalf instead of MR. PHILIPPE EBANGA.
3. In case of joint holders, each joint holder must sign.
4. If executed by a Corporation, the Proxy Forms must bear its Common Seal or be signed on its behalf by a Director.
5. Please sign the above Proxy Form and send via email to **REGISTRARS@MYUMBBANK.COM** or deposit at the registered office of the Registrar of the Company, UMB, 44 Kwame Nkrumah Avenue, Okaishie, Accra, or post to the Registrar at P.O.Box GP 401, Accra to arrive no later than 48 hours before the appointed time for the Meeting.

NOTES

We welcome you at our stations with a **big Smile!**

TotalEnergies

Pioneers for 100 years

See you at
www.totalenergies.com.gh

TotalEnergies

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