

Rising Above:

Navigating Challenges with Tenacity

Atiat

“

Atiat Creed

1. OWNERSHIP SPIRIT
2. SENSE OF URGENCY
3. GIVE YOUR ALL
4. BE FAIR TO ALL
5. TO THYSELF BE TRUE

”

www.atiat.com

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The sooner you start, the greater your
financial advantage

Invest wisely!



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01 CORPORATE PROFILE

- Who We Are
- Our Vision & Mission
- Corporate Information
- Directors
- Director's Profile



ABOUT ATIAT LIMITED

Atiat Limited is a solutions company incorporated in 2007. Atiat Limited is a company rooted in world-class culture of excellence, constantly leaning forward to innovations and new opportunities to grow its market share.

VFD Bridge started operations in 2011 with one goal: to provide our clients with an alternative source of finance for their short term needs. VFD Bridge was a debt investment company that provided personal financial advisory services to individuals and small businesses.

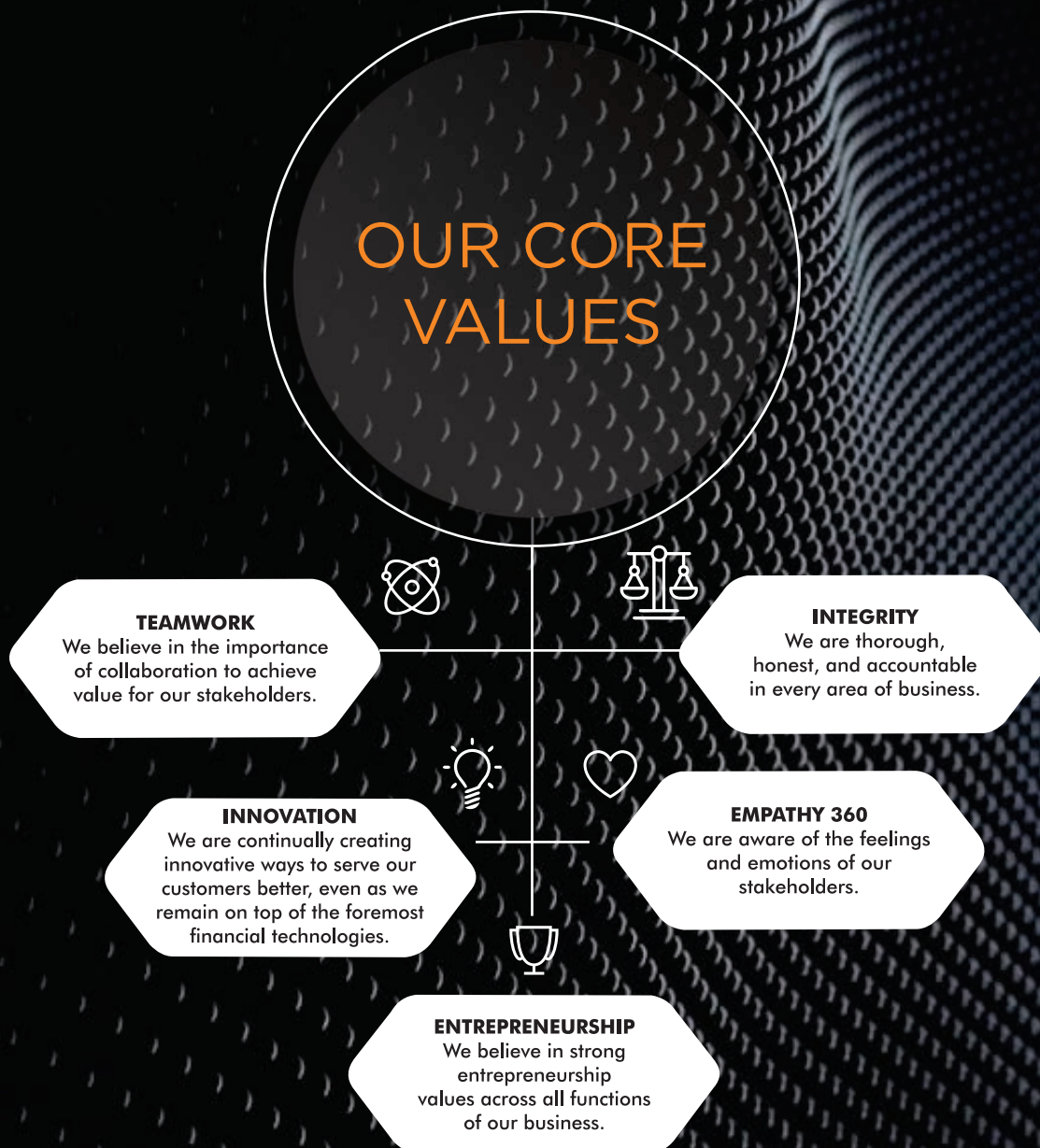
Atiat Limited combined with VFD Bridge in 2022, a bridge finance company to become one of the largest leasing and lending company in Nigeria.

Vision

To be the leading provider of bespoke alternative finance and leasing solutions in every market we operate.

Mission

Delivering innovative products that bridge the financial and operational needs of our clients.



DIRECTORS

NAMES	POST HELD	APPOINTMENT/RESIGNATION DATE
Mr. Obinna Ufudo	Chairman	
Mr. Kanayo Eni-Ikeh	Managing Director/CEO	
Mr. Olisa Ifeajuna	Executive Director	
Mrs. Obiageli Ejiofor	Executive Director	
Ms. Gbeminiyi Shoda	Non-Executive Director	
Dr. Onyekachi Onubogu	Non-Executive Director	
Mr. Suleiman Lawal	Non-Executive Director	
Chief Calistus Nweke	Non-Executive Director	
Mr. Gbenga Omolokun	Non-Executive Director	
Mr. Azubike Emodi	Non-Executive Director	(RESIGNED) 30/10/2024
Mr. Dipo Adeoye	Non-Executive Director	(RESIGNED) 30/ 10/2024
Mr. Nonso Okpala	Non-Executive Director	(APPOINTED) 31/ 10/2024
Mr. John Okonkwo	Non-Executive Director	(APPOINTED) 31/ 10/2024

Company Secretary	The Structure HQ Limited
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Registered Office: 7B, Kafayat Abdulrasaq Street
Off Fola Osibo Road Lekki
Phase 1 Lagos.

Independent Auditor: Pricewaterhouse Coopers
Chartered Accountants
Landmark Towers, Plot 5B Water Corporation Road
Victoria Island, Lagos, Nigeria

Principals Banker: Fidelity Bank Plc
Globus Bank Limited
Zenith Bank Plc.
VFD Microfinance Bank Limited

Registered No: RC 698726

Tax Identification Number: 03026044-0001

INTRODUCTION

Atiat Limited is a wholly Nigerian-owned proprietary leasing company incorporated in 2007. Atiat Limited specializes in various forms of equipment leasing and provides fleet management services to individuals and corporations. The Board of the Company is made up of individuals who bring on board high levels of competencies and experience.

COMMITMENT TO CORPORATE GOVERNANCE

The Company remains committed to institutionalizing Corporate Governance principles. The Board operates in line with its responsibilities as contained in Regulatory Codes of Corporate Governance, the Articles of Association and the Companies and Allied Matters Act. Its oversight of the operations and activities of the Company are carried out transparently without undue influence.

Essentially, fair value Corporate Governance depends

on the quality and integrity of the Directors. Consequently, the Company has undertaken to create the institutional framework conducive for defending the integrity of its directors and is convinced that on account of this, the Board of the Company is functioning in a highly effective manner. It is intended that Directors and Management would be continuously challenged to improve in areas where the need for improvement is identified.

BOARD COMPOSITION AND INDEPENDENCE

As at December 31, 2024, the Board comprised of Eleven [11] Directors led by the Chairman, Managing Director, Executive Directors and Non-Executive Directors with enviable records of achievement in their respective fields. These individuals bring on board high levels of competencies and experience and their individual profile is as follows:

DIRECTORS' PROFILES/REPORT



A detailed presentation of all Directors profiles accompanied with report on the affairs of Atiat Limited, together with the financial statements and External Auditors report for the year ended 31 December 2024

DIRECTOR'S PROFILE

FOR THE YEAR ENDED 31 DECEMBER 2024



MR. OBINNA UFUDO
Chairman

With over two decade's post-graduate experience, Obinna Ufudo is a well-regarded financial services and corporate management professional. He has held senior level positions in Trading, Investments, General Management and Financial Advisory capacities. He was the President/CEO of Transnational Corporation of Nigeria Plc where he led the turn-around and repositioning of the enterprise, increasing shareholders value by over \$1 billion during his three years tenure.

Obinna is a back-to-back winner of the top 25 CEO of quoted Nigerian companies award by

Business Day newspaper for 2012 and 2013 and a finalist for the CNBC All Africa Business Leaders Award 2014. Obinna holds a M.Sc. degree in International Securities, Investment and Banking from the University of Reading, UK. He also holds an EMBA from the IESE Business School, University of Navarra, Barcelona Spain and a B.Sc. in Finance from the Enugu State University of Science and Technology Enugu, Nigeria.

DIRECTOR'S PROFILE

FOR THE YEAR ENDED 31 DECEMBER 2024



MR. KANAYO ENI-IKEH
Managing Director/CEO

Kanayo Eni- Ikeh assumed office as Managing Director/ CEO of Atiat Limited on January 1, 2020 and has been an integral part of the transformation of the company in the last 4years. He was formerly General Manager, Business Development, VFD, Micro-Finance, where he worked tirelessly attracting new clients and overseeing the bank's businesses, which in no time earned him great recognition from stake holders and translated to a promotion, thereby making him Managing Director/CEO of Atiat. He led the transformation of Atiat to profitability and sustained its impressive year- on -year growth, across key performance metrics.

Kanayo has over 18years of experience across various banks such as Diamond Bank, Fidelity

Bank, VFD Group Plc and VFD Microfinance Bank, where he held managerial roles and he successfully promoted organizational products and services to institutional and retail clients. He holds a B.Sc in Geological Sciences from Nnamdi Azikwe University, Awka and professionally trained expertise in strategy, management and marketing gained from Executive Programs attended in Lagos Business School and The Indian School of Business.

Kanayo has been involved in structuring of complex transactions in various sectors including Oil &Gas, Real Estate and Telecommunications. As Managing Director/CEO of Atiat Limited, he received the award of Best, MD/CEO award of the year 2021 from the Board of Directors and stakeholders of VFD Group Plc.

DIRECTOR'S PROFILE
FOR THE YEAR ENDED 31 DECEMBER 2024



MRS. OBIAGELI EJIOFOR
Executive Director, Business Development

Obiageli Ejiofor currently serves as Executive Director, Business Development at Atiat Limited. She joined the Management team in June 2021 with a cross border experience and proven expertise in diverse segments covering Marketing, Banking Operations, Strategy, Corporate and Commercial Banking, Business and Financial Advisory, Project Management and General Management.

She has over 22 years of experience in the Banking and financial Services Industry. She has held several key positions in reputable institutions including United Bank for Africa Plc,

Fidelity Bank Plc and Access Bank Plc. Obiageli holds a B.Sc in Accounting from Nnamdi Azikiwe University, Anambra, an MBA from the University of Hull (Greenwich School of Management), UK, and has attended several executive training programs spanning various fields such as financial management, business analysis & management and client experience.

DIRECTOR'S PROFILE
FOR THE YEAR ENDED 31 DECEMBER 2024



MR. OLISA IFEAJUNA
Executive Director, Shared Services

Olisa Ifeajuna is the Executive Director, Operations of Atiat Limited, prior to this, he was Head of Operations of VFD Microfinance Bank. He started his career with Guaranty Trust Bank in April 2006 as an Executive Trainee. He then progressed in his career with Guaranty Trust Bank and became Branch Head at Oba Akran and Ojuelegba branches in 2013 and 2016 respectively.

In 2018, he moved to the Compliance Unit of GTBank as a Compliance supervisor. Olisa Ifeajuna holds a BSc in Business Management from the University of Nigeria, Enugu and an

MBA from Obafemi Awolowo University in Osun State. Olisa is currently undergoing an Accounting Certification with the Association of Certified Chartered Accountant (ACCA)

DIRECTOR'S PROFILE
FOR THE YEAR ENDED 31 DECEMBER 2024



MR. GBENGA OMOLOKUN
Non-Executive Director

Gbenga Omolokun is the Managing Director of VFD Tech Ltd and VFD Microfinance Bank. Gbenga is a brilliant business strategist skilled in operations strategy and general management. He has over 15 years of rich expertise in business process improvement, general management, technology and strategy across various industries.

Gbenga is skilled in establishing and scaling new businesses and ventures. Prior to his current role, he served as a manager in the advisory division of KPMG Nigeria, before occupying Executive and Non- Executive Directorial positions in several companies.

DIRECTOR'S PROFILE
FOR THE YEAR ENDED 31 DECEMBER 2024



MS. GBEMINIYI SHODA
Non-Executive Director

Gbeminiyi Shoda is a seasoned Legal Practitioner with solid and progressive experience in all facets of Corporate and Commercial Law Practice. She began her career 10 years ago in a law firm in Lagos, and is currently the Managing Director of Structure HQ, a company that is providing corporate and commercial solutions for individuals and innovative businesses.

Before becoming the Managing Director of Structure HQ, she joined VFD Group Plc in 2015 providing leadership and direction to the legal, Compliance and Company secretariat unit of VFD's ecosystem which cuts across diverse

sectors. Gbeminiyi Shoda is a member of the Nigeria Bar Association (NBA), Section of Business Law, Nigerian Bar Association (SBL, NBA), Financial Reporting Council of Nigeria (FRCN), Institute of Directors (IOD) and a sponsored individual of the Securities and Exchange Commission (SEC). She is a graduate of the Lagos State University and has a BL from the Nigeria Law School.

DIRECTOR'S PROFILE
FOR THE YEAR ENDED 31 DECEMBER 2024



DR. ONYEKACHI ONUBOGU
Non-Executive Director

Dr. Onyekachi Onubogu holds a first degree in Physics from the University of Jos, an MBA from the Gordon's Institute of Business Sciences of the University of Pretoria, South Africa, an Advanced Management Program certificate from the Wharton Business School of the University of Pennsylvania and a Doctorate in Business Administration from the SBS Swiss Business School in Zurich, Switzerland. He has worked extensively in the corporate sector within and outside Nigeria having worked for Companies like Procter and Gamble in Nigeria and South Africa, Guinness Nigeria, Promasidor in Nigeria, Kimberly Clark in South Africa, Frutta Juice and Services in Nigeria and also with a Private equity firm, Prosperity Capital Management based in Nairobi, Kenya.

Dr. Onubogu was an Executive Director responsible for the commercial operations in both Promasidor (makers of Cowbell Milk, Loya milk and a host of other well known Nigerian brands)

and TGI (Owners of Terra brands, Big Bull brands e.t.c) at different times between 2010 and 2019 and until recently he served as Managing Director and Chief Executive officer for Frutta Juice and services and managing the entire operations for the manufacturing concern.

He seats on the board of several companies within and outside Nigeria across various sectors. He is an adjoint faculty member at the University of Lagos Business School and the Lagos Business School. He runs a management consulting practice. He is an Alumni of the prestigious Wharton Business School, a former executive committee member of the Advertisers Association Of Nigeria (ADVAN), he served as a member of the marketing committee of the Nigerian Olympic Committee for the London 2012 Olympics. He is a Fellow and former council member of the National Institute of Marketing of Nigeria and currently serves as the National President of the Federal Government College Jos Old Students Association.

DIRECTOR'S PROFILE

FOR THE YEAR ENDED 31 DECEMBER 2024



CHIEF C.N.C NWEKE
Non-Executive Director

Chief Callistus N.C. Nweke is the Founder and Chairman of Chizzy Nigeria Limited, a chemicals and technical support company, providing services to the Paints and Inks Industry in Nigeria and other countries in West Africa.

The Company was established in the mid- 1980s, when he noticed a lacuna within the industry in sourcing chemical raw materials for manufacturing companies. Mr. Nweke has over forty-five (45) years' experience in the technical and trade industries, both in the United Kingdom and Nigeria. He cut his teeth as a young engineer when he joined Mobil Exploration Nigeria Incorporated (now Mobil Producing Nigeria Unlimited), as a Pupil Engineer in 1974 and resigned as a Drilling Engineer in 1976. Upon his resignation from Mobil, he joined International Paints West Africa

Limited (IPWA), then a subsidiary of Courtaulds Coatings UK, where he rose from Production Manager to become the first Operations Director of the company. During his time in the company, he was instrumental to the formation of the Paints Manufacturers Association of Nigeria and became its first Deputy Chairman.

He resigned from his position in IPWA in 1988 to focus on building his own Company, Chizzy Nigeria Limited, which has grown tremendously over the years and is now one of the leading products and service providers in the Paints and Inks Industry in Nigeria. The Company is also expanding its products and services lines; and now renders services to the food and beverage, oil and gas, plastics and personal care industries.

DIRECTOR'S PROFILE

FOR THE YEAR ENDED 31 DECEMBER 2024



SULEIMAN LAWAL
Non-Executive Director

Suleiman Lawal is the Chairman of the Credent Investment Managers Limited Board of Directors; he is also a Non-Executive Director of Zam Agrochemical and Fertilizer Company Limited and was a Non-Executive Director of VFD Group Plc. He is a business thinker with extensive project management expertise as well as shown leadership and management skills in demanding, multicultural, and fast-paced organizations.

He has a B.Sc. in Information Systems as well as an MBA from Strayer University in Washington,

DC. He spent many years with SAGEM, where he gained valuable managerial, sales, and operations experience. From 2013 to 2015, he was also the Assistant Director of Customer Relations at EYE Telecoms.

DIRECTOR'S PROFILE
FOR THE YEAR ENDED 31 DECEMBER 2024



MR. NONSO OKPALA
Non-Executive Director

Nonso Okpala is the Group Managing Director of VFD Group Plc. He was previously the Chief Financial Officer (CFO) of Heirs Holdings and is replete with vast experience in the Nigerian financial services industry garnered while working with reputable firms like KPMG, BGL and United Bank for Africa Plc (UBA).

DIRECTOR'S PROFILE
FOR THE YEAR ENDED 31 DECEMBER 2024



MR. JOHN OKONKWO
Non-Executive Director

John Okonkwo is the Executive Director and Chief Operating Officer of VFD Group Plc. He has several years' experience in Finance, Audit, Risk Management, Sustainability Services and Corporate Governance Services.

He was the Chief Financial Officer at Heirs Holdings Limited and was previously the Head of Business Assurance & Compliance in the

same company. Prior to joining Heirs Holdings Limited in June 2012, he was a Manager in the Internal Audit, Risk & Compliance Services division of KPMG. John is a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN).



02 STRATEGY & BUSINESS REVIEW

- Management Team
- Chairman's Statement
- Managing Director/CEO's Statement



MANAGEMENT TEAM
FOR THE YEAR ENDED 31 DECEMBER 2024



MR. KANAYO ENI-IKEH
Managing Director/CEO



MRS. OBIAGELI EJIOFOR
Executive Director,
Business Development



MR. OLISA IFEAJUNA
Executive Director, Shared Services

MANAGEMENT TEAM

FOR THE YEAR ENDED 31 DECEMBER 2024



OLUDARE

Chief Financial Officer



SONKENTHIA NWANNA
Head, Leading Operations



MS. FEYIKEMI FADEYIBI
Head, Human Capital Management



MR NOJIMU BAMIDELE
Head, Leasing Operations



MR. SOLOMON MORONKEJI
Head, Internal Control/Audit

OUR SUBSIDIARY MDs
FOR THE YEAR ENDED 31 DECEMBER 2024



ADEKUNLE AKANMU
MD, Our Car Limited



CHINEDU OKOLIE
Head of Business,
Atiat Insurance Brokers

PROTECTING YOUR FUTURE

One Policy at a Time!

Why choose Atiat Insurance Brokers?

1 Expert
Advice

2 Personalized
Solution

3 100% Security
Guaranteed

4 No Direct
Service Charge

5 Hassle-Free
Claims

Our Products Includes:

- ▶ Auto Insurance
- ▶ Travel Insurance
- ▶ Life Insurance
- ▶ Group Life
- ▶ Marine Insurance
- ▶ Fidelity Guaranty
- ▶ Health Insurance
- ▶ Professional Indemnity
- ▶ Bond Insurance
- ▶ Fire and Burglary
- ▶ Group Personal Accident
- ▶ Credit Life Insurance

Contact us:

+234 908 831 6469

info@atiatinsurancebrokers.com

www.atiatinsurancebrokers.com

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Reach out to us now, and get **FREE** consultation!

CHAIRMAN'S STATEMENT



Dear Distinguished Shareholders,
It is my pleasure to welcome you to the 3rd Annual General Meeting of our company – Atiat Limited and to present its Annual Report and Financial Statements for the financial year ended December 31, 2024.

I would like to start by expressing my appreciation to our shareholders for their fervent belief in and support of the company all through the years. Our steady growth in the last couple of years reflects your steadfast conviction in the potential of the company demonstrated through your continuous

loyalty. Thank you very much.

Like every other year, 2024 was rife with its own unique challenges as well as carry-overs of unsurmounted problems of prior years. These issues have both local and global dimensions that impacted the Nigerian economy. The perennial problems of inflation, unemployment, poor infrastructure etc have continued to dampen consumption levels to the detriment of growing businesses. However, the Nigerian economy remained resilient as the GDP grew by 3.84% in 2024. Globally, countries had to contend with fiscal tensions that surround the need to spend more on defense, climate change etc, rising interest rates, public debt, and resistance to higher taxes. In the face of this however, the world GDP growth according to IMF was estimated at 3.2%.

HIGHLIGHTS OF 2024 FINANCIAL PERFORMANCE:

The results of the financial performance of the company showed remarkable progress. Gross earnings generated was N9.7billion and profit after tax of N946million. Operating lease revenue was N3.4billion, growing by 44% from N2.4billion in 2023. Interest Income achieved was N5.8billion increasing by 29% from N4.4billion in 2023. We were able to grow our loans and advances portfolio to N30billion in 2024 from N10.8billion in 2023. We managed our interest expenses by reducing debt notes portfolio to N13.3billion in 2024 from N16billion in 2023. We closed the year with Total Assets of N41.billion and Shareholders' funds of N7.8billion.

PROPOSED DIVIDEND:

Going by the performance of the company as highlighted above, the directors propose a dividend of N1.00 per share for shareholders' approval.

BOARD OF DIRECTORS:

During the year under review, Mr. Dipo Adeoye and

CHAIRMAN'S STATEMENT

Mr. Azubike Emodi resigned as non-executive directors while the duo of Mr. John Okonkwo and Mr. Nonso Okpala joined the Board as non-executive directors. It is worthy of note that both Dipo Adeoye and Azubike Emodi were very active and contributed immensely to the growth of the company through their leading roles at their respective board committees and their contributions at the larger Board. I would like to thank them for all they did while they served on the Board.

OUR PEOPLE:

Our staff continue to be valuable assets employed in the realization of the company's goals and aspirations. I salute the doggedness and commitment the staff have demonstrated in the discharge of their duties, which is evident in the financial performance of the company. Management will continue to evolve contemporary measures aimed at motivating the workforce in the dynamic workplace environment.

NEW HEAD-OFFICE BUILDING:

In 2023 the company acquired a building on Victoria Island Lagos, which is being re-modelled as the company's Head-office. I am happy to note that the renovation work on the building is almost completed. The company plans to move into the new head-office building before the end of June 2025. Undoubtedly, the corporate outlook of the company will be enhanced, and it will further provide a more conducive environment for the effective performance of our workforce.

MOVING FORWARD IN 2025:

The year 2025 signals the beginning of a new phase in the life of our company. The major shareholder of the company – VFD Group Plc, earlier this year divested from Atiat Limited. Their shares have since been purchased by existing shareholders and new investors. While we relished the contribution of the erstwhile parent company to the growth of Atiat, their exit provides an opportunity to break into new business segments.

The company shall be investing in allied sectors that complement our existing businesses. This will

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We were able to grow our loans and advances portfolio to **N30billion** in 2024 from **N10.8billion** in 2023.

”

enable us to build an eco-system with effective synergies that guarantee optimal returns to our stakeholders.

ACKNOWLEDGMENTS:

On behalf of the Board, I wish to acknowledge the support of our partners, shareholders, clients and bankers so far. We are grateful. I also wish to appreciate the unflinching dedication of the management spearheaded by the Managing Director in the quest to build a legacy that all will be proud of. As we journey through the year 2025 laying the foundation of the next phase of our existence, I am confident that the company is on course to greater achievements.



Obinna Ufudo
Chairman, Board of Directors

MANAGING DIRECTOR'S STATEMENT



Dear Esteemed Shareholders,
It is with great pleasure and a deep sense of responsibility that I present to you the financial performance and strategic milestones of our company for the year ended 2024.

OPERATING ENVIRONMENT

In 2024, the Nigerian economy was shaped by significant macroeconomic turbulence. Despite these challenges, the nation's GDP exhibited resilience-growing steadily from 2.8% in the first quarter to approximately 3.6% by the end of the year.

A sectoral review shows that the services sector remained the primary engine of growth, while the real sector continued to lag behind. This persistent imbalance highlights a structural concern: the slow growth of the real sector, which holds the most promise for job creation, underscores the ongoing issue of high unemployment.

Within this competitive and evolving economic landscape-where the influx of new market entrants intensified the battle for market share-Atiat upheld its leadership position as the preferred alternative finance and leasing provider. Our reputation for operational excellence and consistent value delivery has been the bedrock of this sustained performance.

FINANCIAL PERFORMANCE HIGHLIGHTS

The financial environment in 2024 was marked by volatility. Inflation soared to 34.8%, while the Monetary Policy Rate (MPR) rose sharply to 27.5%, reflecting the Central Bank of Nigeria's tightening stance. These macroeconomic pressures significantly increased the cost of doing business. In spite of these headwinds, Atiat delivered robust financial results:

- Gross earnings rose by 38% to N9.7 billion, compared to N7.06 billion in 2023.
- Net leasing income increased by 40% to N1.54 billion, up from N1.09 billion in the prior year.
- Net interest income grew by 25% to N3.7 billion, from N2.9 billion in 2023.

These impressive figures were driven primarily by the expansion of our operating lease portfolio and a significant increase in loan disbursements.

During the year, we invested an additional N598 million in our vehicle operating lease business segment.

MANAGING DIRECTOR'S STATEMENT

- Our proactive cost-management initiatives bore fruit, with the cost-to-earnings ratio improving from 83% in 2023 to 74% in 2024- despite a high-inflation environment.
- Furthermore, net assets grew by 15%, with shareholders' funds rising to N7.8 billion, up from N6.7 billion in the previous year. These outcomes reinforce our track record of sustainable profitability and long-term value creation.

2025 OUTLOOK

- The year 2025 marks a pivotal new chapter in Atiat's evolution.
- In January, VFD Group Plc divested its 57.26% stake in Atiat-representing 343,546, 646 shares-for a total consideration of N7.21 billion. This strategic exit enabled VFD Group to realign its investment portfolio, while simultaneously opening new frontiers for Atiat's growth. The full subscription of these shares by both existing and new shareholders has ushered in a new era of independence, agility, and innovation for our organization.
- Our strategic focus now includes a bold expansion into the banking sector, with the acquisition of a 60% stake in a Microfinance Bank (MFB) nearing completion. This aligns with our diversification goals and creates a platform for cross-functional growth across the Atiat ecosystem.
- In particular, the integration of the MFB will empower our subsidiaries-Atiat Insurance Brokers and OurCar Ltd-to cross-sell their products more effectively, leveraging the MFB's customer base and product suite. We see this synergy as a strong driver of revenue growth for these entities.
- Additionally, we have invested N1.8 billion in 2025 toward expanding our operating lease contract portfolio, and we remain confident in the strong returns expected from this segment.

- The remodeling of our new head office-a three-storey building located at Rauf Taylor Close, Victoria Island, acquired in 2023-is nearing completion. We anticipate relocating by mid-2025. This facility will not only elevate our corporate image but also enhance our operational capabilities and access to strategic partnerships.

CONCLUSION

- The year 2025 marks the beginning of a transformative phase for Atiat. We are committed to consolidating past achievements while deploying strategic initiatives that ensure resilience, growth, and continued value creation.
- To our new shareholders, we extend a warm and heartfelt welcome. Your trust and confidence in our vision inspire us to aim even higher. Together, we look forward to an exciting, productive, and rewarding year ahead.

Thank you.



Kanayo Eni-Ikeh
Managing Director/CEO

03 GOVERNANCE

- Corporate Governance Report
- Directors' Report
- Statement of Directors' Responsibilities
- Certification of Financial Statements
- Independent Auditor's Report



CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

Atiat Limited “Atiat”, “the Company” holds good governance as one of its fundamental pillars and confirms its commitment to the implementation of effective corporate governance principles in its business operations.

The Corporate Governance Report contains detailed information on the Atiat Limited's (Atiat) governance structures, policies, and practices, as well as environmental and social risks which is in compliance with the Nigerian Code of Corporate Governance of 2018, the Companies and Allied Matters Act 2020 as may be amended from time to time and global best practices in relation to its governance framework, culture and the activities of its Board of Directors, Executive Committee and Management Committee during the reporting period.

To promote effective governance of Atiat, the following structures have been put in place for the execution of Atiat's corporate governance strategy:

- Board of Directors.
- Board Committees.
- Executive Management.

COMMITMENT TO CORPORATE GOVERNANCE

The Company remains committed to institutionalizing Corporate Governance principles. The Board operates in line with its responsibilities as contained in the Nigerian Code of Corporate Governance, the Articles of Association and the Companies and Allied Matters Act. Its oversight of the operations and activities of the Company are carried out transparently without undue influence.

Essentially, Corporate Governance depends on the quality and integrity of the Directors. Consequently, the Company has undertaken to create the institutional framework conducive for defending the integrity of its Directors and is convinced that on account of this, the Board of the Company is functioning in a highly effective manner. It is intended that Directors and Management would be continuously challenged to

improve in areas where the need for improvement is identified.

a. The Board of Directors

As at December 31, 2024, the Board comprised a Chairman, eight [8] Non-Executive Directors [NED], and three [3] Executive Directors [including the Managing Director/Chief Executive Officer], all of whom bring a wide range of skills and experience to the Board. The Non-Executive Directors have the requisite integrity, skills, and experience to bring independent judgment to bear on Board deliberations and discussions. The members of the Board have competence and experience in Accounting, Investment, Risk Management, Legal, Planning and Strategy, Corporate Finance, Compliance, Information Technology and Business Administration. The Board of Directors act on behalf of shareholders and is responsible for controlling and managing the strategic business of the Company and constantly reviews and presents a balanced and comprehensive assessment of the Company's performance and prospects.

The Board is accountable to Shareholders and ensures that the conduct of the Company's activities is within the applicable regulatory framework. The Board of Directors carries out its responsibility through its standing Committees. These are the Board Finance and General-Purpose Committee and Board Risk Management and Credit Committee. Through the workings of these Committees, the Board sets broad policy guidelines and ensures the proper management and direction of the Company.

The guiding principles of the Company's Code of Corporate Governance remain as follows:

- All power belongs to the shareholders.
- Delegation of authority by the owners to the Board and subsequently to Board Committees and Executives is clearly defined and agreed.
- Institutionalized individual accountability and

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

responsibility through empowerment and relevant authority.

- Clear terms of reference and accountability for Committees at Board and Executive levels.
- Effective communication and information sharing outside of meetings.
- Actions are taken on a fully informed basis, in good faith with due diligence and care and in the best interest of the Company and Shareholders.
- Enhancing compliance with applicable laws and regulations and the interest of the stakeholders. Where there is any conflict between the Company's rules and local laws and regulations, such local laws and regulations will supersede.
- Conformity with overall Company strategy and direction.
- Transparency and full disclosure of accurate, adequate and timely information regarding the personal interest of Directors in any area of potential conflict regarding the Company's business.

financial reporting, ensuring there is an effective system of internal control and risk management and appointments to the Board. The Board has the authority to delegate matters to Directors, Board Committees, and the Executive Management Committee.

According to the Company's Articles of Association, the responsibility of managing the Company's business lies with the Board of Directors. The Board has the power to exercise any rights not reserved for the Company in general meetings, as required by statute or the Articles of Association. As of now, the Board consists of eleven (11) members, a Non-Executive Chairman heads the Board, and the Managing Director (MD) leads the Company's management team as per the Board's mandate.

Responsibility

The roles of the Chairman and Chief Executive Officer/Managing Director are separated and clearly defined. The Chairman is primarily responsible for the working of the Board whilst the Managing Director/ Chief Executive Officer is responsible for the running of the business and implementation of Board strategy and policy. The Managing Director is assisted in managing the business of the Company on a day-to-day basis by the Executive Management Committee, which he chairs and comprises all Executive Directors.

The Board's primary responsibility is to increase shareholder wealth. The Board is accountable to shareholders and is responsible for the management of the relationships with its various stakeholders.

The Board regularly reviews the Company's performance, matters of strategic concern and any other matters it regards as material. The Board is also responsible for the Company's structure and areas of operation, investment policy and monitoring of credit lending and leasing commitments, performance management,

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

S/N	DIRECTORS	POSITION
1.	Mr. Obinna Ufudo	- Chairman/Non-Executive Director
2.	Mr. Kanayo Eni-Ikeh	- Managing Director/CEO
3.	Mr. Gbenga Omolokun	- Non-Executive Director
4.	Ms. Gbeminiyi Shoda	- Non Executive Director
5.	Dr. Onyekachi Onubogu	- Non Executive Director
6.	Chief. Callistus Nweke	- Non Executive Director
7.	Mr. Suleiman Lawal	- Non Executive Director
8.	Mr. Nonso Okpala	- Non Executive Director
9.	Mr. John Okonkwo	- Non Executive Director
10.	Mr. Olisa Ifeajuna	- Non Executive Director
11.	Mrs. Obiageli Ejiofor	- Non Executive Director

Conduct at Board Meetings

P = Present

AWA = Absent with Apology

NYA = Not yet Appointed

R = Resigned

NLC = No Longer on the Committe

The Board met four (4) times during the year ended December 31, 2024, and the attendance is represented below:

S/N	DIRECTORS	12-Apr-24	16-Aug-24	30-Oct-24	18-Dec-24
1.	Mr. Obinna Ufudo	P	P	P	P
2.	Mr. Kanayo Eni-Ikeh	P	P	P	P
3.	Mr. Olisa Ifeajuna	P	P	P	P
4.	Mrs. Obiageli Ejiofor	P	P	P	P
5.	Mr. Gbenga Omolokun	AWA	P	P	P
6.	Mr. Azubike Emodi	P	P	P	R
7.	Mr. Dipo Adeoye	AWA	P	P	R
8.	Ms. Gbeminiyi Shoda	P	P	P	P
9.	Mr. Suleiman Lawal	P	AWA	P	P
10.	Dr. Onyekachi Onubogu	P	P	P	P
11.	Chief Callistus Nweke	P	P	P	P
12.	Mr. Nonso Okpala	NYA	NYA	NYA	P
13.	Mr. John Okonkwo	NYA	NYA	NYA	P

b. Board Committees

During the financial year ended December 31, 2024, the Board delegated some of its responsibilities to its committees as follows: -

1. BOARD FINANCE AND GENERAL-PURPOSE COMMITTEE

The functions of the Finance & General Purpose Committee (formerly called Finance and Strategy) include reviewing the Company's global budgets, accounts, strategy, tax strategy, treasury activities,

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

risk assessment and Management, insurance programs/coverage, financial exposures and financial objectives and monitoring the implementation of those strategies and objectives, reviewing and approving proposals for the allocation of capital and other resources, considering and approving major capital projects being proposed by Management as well as review of extraordinary business initiatives of Management on behalf of the Board, recommend to the Board of Directors dividends to shareholders and other shareholder actions and other ancillary duties as may be assigned

Composition

1.	Mr. Azubike Emodi	-	Chairman
2.	Dr. Onyekachi Onubogu	-	Chairman (New)
3.	Mr. Dipo Adeoye	-	Committee member
4.	Mr. Suleiman Lawal	-	Committee member
5.	Mr. Kanayo Eni-Ikeh	-	Committee member
6.	Mr. Olisa Ifeajuna	-	Committee member
7.	Mrs. Obiageli Ejiofor	-	Committee member
8.	Mr. Nonso Okpala	-	Committee member

The Finance and General-Purpose Committee met four (4) times during the 2024 financial year. The following table shows attendance of members at the meetings.

S/N	COMMITTEE MEMBERS	8-Apr-24	8-Aug-24	14-Oct-24	16-Dec-24
1.	Mr. Azubike Emodi	AWA	P	P	P
2.	Dr. Onyekachi Onubogu	NYA	NYA	NYA	P
3.	Mr. Dipo Adeoye	P	P	P	R
4.	Mr. Suleiman Lawal	P	P	P	P
5.	Mr. Kanayo Eni-Ikeh	P	P	P	P
6.	Mr. Olisa Ifeajuna	P	P	P	P
7.	Mrs. Obiageli Ejiofor	P	P	P	P
8.	Mr. Nonso Okpala	NYA	NYA	NYA	P

2. BOARD RISK MANAGEMENT AND CREDIT COMMITTEE

Its functions include Risk Management's vision, goals and objectives in line with best practice, monitoring the Company's risk profile against set targets [risk appetite], approving and periodically reviewing the Company's risk appetite and portfolio strategy, ensuring that appropriate risk management policies, processes and methodologies are in place for managing the various risks to which the Company may be exposed, and also identification of the company's investment (credit) activities on an enterprise-wide basis and also the manner in which the company responds to trends affecting exposures.

Composition

1.	Mr. Gbenga Omolokun	-	Chairman
2.	Ms. Gbeminiyi Shoda	-	Committee member
3.	Chief Callistus Nweke	-	Committee member
5.	Mr. Kanayo Eni-Ikeh	-	Committee member
6.	Mr. Olisa Ifeajuna	-	Committee member

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

- | | | | |
|----|-----------------------|---|------------------|
| 7. | Mrs. Obiageli Ejiofor | - | Committee member |
| 8. | Dr. Onyekachi Onubogu | - | Committee member |
| 9. | Mr. John Okonkwo | - | Committee member |

The Board Risk Management and Credit Committee met four (4) times during the 2024 financial year. The following table shows attendance of members at the meetings.

S/N	COMMITTEE MEMBERS	11-Apr-24	9-Aug-24	24-Oct-24	10-Dec-24
1.	Mr. Gbenga Omolokun	AWA	P	P	AWA
2.	Ms. Gbeminiyi Shoda	P	P	P	P
3.	Chief Callistus Nweke	P	AWA	P	P
4.	Mr. Kanayo Eni-Ikeh	P	P	P	P
5.	Mr. Olisa Ifeajuna	P	P	P	P
6.	Mrs. Obiageli Ejiofor	P	P	P	NLC
7.	Mr. Onyekachi Onubogu	P	P	P	NLC
8.	Mr. John Okonkwo	NYA	NYA	NYA	P

c. Alternate Directorship

There was no alternate directorship during the year under review.

d. Delegation to Management

The Board has delegated the responsibility for day-to-day operations of the Company to Management and ensures that Management strikes a balance between promoting long-term growth and delivering short-term objectives. In fulfilling its primary responsibility, the Board is aware of the importance of achieving a balance between adherence to governance principles and economic performance.

e. Directors' Independence

Directors are expected to contribute views and judgment at Board deliberations that are independent of Management and free of any business or other relationship or circumstance that could materially interfere with the exercise of objective, unfettered or independent judgment, having regard to the best interests of the Company.

f. Compliance with Statutory Reports

Atiat complied with all applicable regulatory and financial reporting requirements during financial year 2024. Atiat did not receive any fines or penalties.

g. Remuneration of Directors

Atiat ensures that remuneration paid to its directors complies with the provisions of the Code of Corporate Governance issued by its regulators. Therefore, in compliance with Principle 16.8 of the Nigerian Code of Corporate Governance 2018, the Company makes disclosures of the remuneration paid to its Directors.

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

PACKAGE	TYPE	DESCRIPTION	PERIOD
Basic Salary	Fixed	This is part of the gross salary package for Executive Directors only	Paid monthly
Directors Fees	Fixed	This is paid to Non-Executive Directors only	Paid in the last month of each year
Sitting Allowance	Fixed	This is paid to Non-Executive Directors only	Paid after each meeting

h. Professional Independent Advice

All Directors are aware that they may take independent professional advice at the expense of the Company, in the furtherance of their duties. They all have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that all governance matters are complied with and assist with professional development as required.

i. Board Appointment Process, Training and Induction

The process of appointing directors involves assessing whether there is a need to appoint a new director, either to fill a vacancy or for other reasons and the nomination of a candidate to the board is done in accordance with the Board Charter. The resume of suitable candidates with the required skills, competence, and experience are referred to the Committee responsible for nomination and governance, who then interview the candidates and recommend the best fit to the board for approval. Any director appointed by the board is presented at the next Annual General Meeting of the company's members for election in compliance with statutory requirements.

The Board ensures that its members receive regular training and education to enhance their decision-making acumen, performance, and overall effectiveness. Newly appointed Directors receive a customized induction program that includes one-on-one meetings with Executive Directors and Senior Executives. These sessions are designed to provide an understanding of the challenges, opportunities, and risks facing the organization. The induction program covers an overview of all business units, Board processes, and policies. The Board is committed to providing regular training and development opportunities to its members. It is the opinion of the Board that robust professional development will significantly enhance Directors' performance in fulfilling their oversight responsibilities.

j. Executive Management

The Executive Management is made up of the Managing Director (MD), the Executive Directors and Departmental Heads. The role of the committee is led by the MD, who ensures that Atiat's strategic objectives as set by the Board are achieved and the company is optimized.

The members of the committee include:

S/N	NAMES	POSITION HELD
1.	Mr. Kanayo Eni-Ikeh	Managing Director
2.	Mr. Olisa Ifeajuna	ED, Shared Services
3.	Mrs. Obiageli Ejiofor	ED, Business Development
4.	Oludare Sonde	Chief Financial Officer
5.	Chibuzo Idika	Group Head - Operations
6.	Cynthia Nwanna	Head, Lending Operations

k. Accountability and Audit

• Financial Reporting

The Board has presented a balanced assessment of the Company's position and prospects. The Board is mindful of its responsibilities and is satisfied that in the preparation of its financial reports, it has met its obligation under the Nigerian Code of Corporate Governance. The Directors make themselves accountable to the shareholders through regular publication of the Company's financial performance and annual reports. The Board has ensured that the Company's reporting procedure is conveyed on the most recent infrastructure to ensure accuracy. This procedure involves monitoring performance throughout the financial year, in addition to monthly reporting of key performance indicators. Messrs. Price water house Coopers acted as external auditors to the Company for the year ended December 31, 2024. Reporting and disclosure requirements are in accordance with International Financial Reporting Standards (IFRS). The Company ensures prudent financial reporting and maximum disclosure in the Annual Reports & Accounts.

• Internal Control

The Company has consistently improved its internal control system to ensure effective management of risks. The Directors review the effectiveness of the system of internal control through regular reports and reviews at Board Risk Management & Credit Committee meetings.

• Control environment

The Board has continued to place emphasis on risk management as an essential tool for achieving the Company's objectives. Towards this end, it has ensured that the Company has in place robust risk management policies and mechanisms to ensure identification of risk and effective control. The Board approves the annual budget for the Company and ensures that a robust budgetary process is operated with adequate authorization levels put in place to regulate capital expenditure

• Shareholder rights

The Board has always placed considerable importance on effective communication with its shareholders. It recognizes the importance of ensuring the flow of complete, adequate and timely information to existing and potential shareholders and regulators to enable them to make informed decisions about the Company. The Board is committed to maintaining high standards of corporate disclosure. It ensures that the rights of shareholders are always protected. Notice of meetings and all other statutory notices and information are communicated to the shareholders regularly. The Company always ensures the protection of statutory and general rights of shareholders, particularly their right to vote at general meetings.

All shareholders are treated equally regardless of their equity interest or social status. The General Meeting of Shareholders is the highest decision-making body of the Company and meetings are conducted in a fair and transparent manner that gives shareholders the opportunity to express their opinion. The Company continues to engage shareholders of the Company through the Company Secretary, who routinely attends to shareholders' enquiries and ensures that shareholders' views are appropriately escalated to the Management and Board continuously. This engagement occurs through various means, including electronic mail, and social media. In addition, shareholders are encouraged to communicate their opinions and recommendations whenever they see the need to do so, through the Company's Secretariat.

• Access to Information and Resources

Management ensures the free flow of complete, adequate, and timely information to the Director's to enable them to make informed decisions in the discharge of their responsibilities. Directors have

unrestricted access to Management and company information in addition to the necessary resources to carry out their responsibilities.

1. Whistleblowing

The Company has a Whistle Blowing Policy in place. This was extensively reviewed by the Board and it covers among other things, the procedures for the receipt, retention and treatment of information received from whistle blowers and the custodian of the dedicated line. The Company's whistle blowing policy ensures that whistle blowing would assist in uncovering significant risks in line with best practices. Under the policy, a whistle blower who in good faith, reports suspected violations or attempted violation of the Policy or who reports a request or offer of a corrupt payment is protected.

m. Acquisition of own shares

The Company did not purchase any of its own shares during the year.

BY ORDER OF THE BOARD



THE STRUCTURE HQ LIMITED

Company Secretary

FRC/2015/NBA/00000011768

Company Secretary

8, Norman Williams Street, Ikoyi, Lagos

29-Apr-25

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

In accordance with Section 385 of the Companies and Allied Matters Act, 2020 ["CAMA"], the Board of Directors present their report on the affairs of the Company together with the audited financial statements and independent auditor's report for the year ended December 31, 2024.

LEGAL FORM

Atiat Leasing Limited ["Atiat", "The Company"] incorporated on the 18th day of July 2007, subsequently changed its name to Atiat Limited on September 12, 2022.

PRINCIPAL ACTIVITIES

The company's business is to provide manpower services, recruitment, human resource management, outsourcing, capacity building and human capital development, supply ideals, plans, strategy, information, instruction, money lending, leasing, personnel and all other assistance suited to establish proper or improved administration and management and to assist organizations to achieve optimum utilization of resources, greater efficiency, higher productivity, improved services and increase profits through the application of sound management principles in accordance with its Memorandum and Articles of Association. The company holds money lending licenses, which permits it to carry its lending business in Lagos and Abuja.

BOARD CHANGES

1. Resignation

The following directors resigned during the financial year:

- a. Mr. Dipo Adeoye
- b. Mr. Azubike Emodi

2. Board Appointment

The Finance and General-Purpose Committee of the Board is responsible for identifying and proposing suitable candidates to fill vacant Board positions for recommendation to the Board for approval. Mr. Nonso Okpala and Mr. John Okonkwo were appointed to the Board as Non-Executive Directors on the 31st day of October 2024.

RETIREMENT AND RE-ELECTION OF DIRECTORS

In accordance with the provision of Section 285[1] of the Companies and Allied Matters Act, CAP C20 LFN 2020, one third of the directors of the Company shall retire from office. The directors to retire every year shall be those who have been longest in office since their last election. In accordance with this provision, Mr. Obinna Ufudo and Mrs. Obiageli Ejiofor will retire by rotation and offered themselves up for re-election, upon which they were re-elected.

DIVIDEND

A dividend of N1.00 per share is proposed for the year ended 2024.

DIRECTORS INTERESTS IN CONTRACTS

None of the Directors has notified the Company for the purpose of Section 303 of the Companies and Allied Matters Act CAP C20 Laws of the Federation of Nigeria 2020, of any declarable interest in Contracts in which the Company is involved.

DIRECTORS AND THEIR INTERESTS IN THE SHARES OF THE COMPANY

Directors' interests in the issued share capital of the Company as recorded in the Register of Members and/or as notified by the Directors in compliance with Sections 301 and 302 of the Companies and Allied Matters Act, 2020 were as follows:

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

S/N	Directors	Direct Shareholding	Indirect Shareholding
1.	Mr. Obinna Ufudo	Nil	65,340,000
2.	Mr. Kanayo Eni-Ikeh	Nil	61,571,499
3.	Chief C.N.C Nweke	3,000,000	64,313,191
4.	Mrs. Obiageli Ejiofor	225,000	Nil
5.	Ms. Gbeminiyi Shoda	Nil	59,400,000
6.	Mr. Gbenga Omolokun	Nil	250,164
7.	Mr. Dipo Adeoye	Nil	Nil
8.	Dr. Onyekachi Onubogu	Nil	Nil
9.	Mr. Azubike Emodi	Nil	100,000
10.	Mr. Nonso Okpala	Nil	343,621,646
11.	Mr. John Okonkwo	Nil	Nil
12.	Alh. Suleiman Lawal	Nil	Nil
13.	Mr. Olisa Ifeajuna	Nil	Nil

GENDER DIVERSITY AND PROPORTION OF FEMALE IN ATIAT LIMITED

Atiat is dedicated to providing equal job opportunities for all employees regardless of their gender. The company has a good representation of women in middle and senior management positions. The Company is also fully committed in ensuring appointments of more female Directors on the Board.

SHAREHOLDING AND SUBSTANTIAL SHAREHOLDERS

The current issued share capital of the Company is N600,000,000 [Six Hundred Million] divided into 600,000,000 [Six Hundred Million] ordinary shares of 50k each.

In terms of significant shareholding [5% and above] the table below is instructive.

S/N	Shareholder	Shareholding	Shareholding %
1.	VFD Group Plc	343,546,646	57.26
2.	Ojemba Limited	65,340,000	10.89
3.	Ceik Capital Ltd	61,571,499	10.25
4.	Chizzy Nigeria Limited	61,313,191	10.21
5.	Qink Limited	59,400,000	9.9

Shareholding Structure as at December 31, 2024			
S/N	Holder Type	Holder Count	Holdings
1.	Corporate	14	592,371,500
2.	Individuals	29	7,728,500
3.	Joint	Nil	Nil
TOTAL		43	600,000,000

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

ANALYSIS OF SHAREHOLDING

The details of shareholding of the Company as at December 31, 2024 is as stated below:

S/N	Shareholders	Shareholding Amount	% Shareholding
1.	VFD Group Plc	343,546,646	57.26
2.	Ojemba Limited	65,340,000	10.98
3.	CEIK Capital Limited	61,571,499	10.26
4.	Chizzy Nigeria Limited	61,313,191	10.22
5.	Qink Limited	59,400,000	9.9
6.	Chief (Mrs.) C.N. Nweke	3,000,000	0.5
7.	Chief C.N. Nweke	3,000,000	0.5
8.	Processus Capital Limited	250,164	0.04
9.	Zuriel Consulting Limited	250,000	0.04
10.	Temple Asset Limited	250,000	0.04
11.	Obiageli Ejiofor	225,00	0.04
12.	Akanmu Rasaq Adekunle	150,000	0.03
13.	Adohs Advisory Limited	150,000	0.03
14.	Nwanna Cynthia Adanna	100,000	0.02
15.	Datasoft Service Nig Ltd	100,000	0.02
16.	Nwayalani Jude Chigozie	100,000	0.02
17.	Uche Godwin Okeke	100,000	0.02
18.	Oluremi Ajoye Adeogun	100,000	0.02
19.	Nojimu Bamidele Olutoto	75,000	0.01
20.	Oson Capital Limited	75,000	0.01
21.	Arinze Augustine Ibe	72,000	0.01
22.	Oludare Sonde	50,000	0.01
23.	Josiah Okechukwu Nkemakonam	50,000	0.01
24.	Efobi Frances Unoaka	50,000	0.01
25.	TheImflowershops Unoaka	50,000	0.01
26.	Njideka Nneoma Agwanihu	50,000	0.01
27.	Oluwaseun Oluwole Akinola	50,000	0.01
28.	Ifeajuna Olisaeloka	50,000	0.01
29.	Fadeyibi Fayikemi Adepeju	50,000	0.01
30.	Nwaka Victor Emeke	50,000	0.01
31.	Oso Emmanuel	50,000	0.01
32.	Ryaniva Limited	50,000	0.01
33.	Noiki Oluwatobi Olanrewaju	31,500	0.01
34.	Anieto Ozioma Chidebele	25,000	0.0042

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

S/N	Shareholders	Shareholding Amount	% Shareholding
35.	Nnodu Henry Ikechukwu	25,000	0.0042
36.	Okpala Paul Azubuike	25,000	0.0042
37.	Moronkeji Solomon Oladele	25,000	0.0042
38.	Mayokun Kazeem Abraham	25,000	0.0042
39.	Obi Mitchell Uzoma	25,000	0.0042
40.	Mkparu Chisom Emmanuel	25,000	0.0042
41.	Mbadugha Uzoma Anthony	25,000	0.0042
42.	Apravo Limited	25,000	0.0042
43.	Mebude Kanyisola Adetoun	25,000	0.0042

PROPERTY, PLANT AND EQUIPMENT

Information relating to changes in property, plant and equipment is given in the Financial Statements (Note 22).

HUMAN RESOURCES

The Company makes it a paramount objective to hire individuals based on standards of merit and competence. Also, the Company upholds a sound culture of providing continued development and training for its Staff to address knowledge gaps and provide new skill sets along the Company's lines of responsibilities. Annually, training courses are identified for staff and followed through in accordance with an approved training plan meant to ensure that this objective is achieved. The Company encourages easy interaction between Management and other staff of the Company to foster an atmosphere of warmth at work and to kindle the necessary synergy required for the Company's success.

EMPLOYMENT OF DISABLED PERSONS

The Company operates a non-discriminatory policy on recruitment. Applications by disabled persons are always fully considered bearing in mind the respective aptitudes and abilities of the applicants concerned. During the year under review, there was no disabled person in the Company's employment.

HEALTH, SAFETY, AND WELFARE OF EMPLOYEES

The Company approaches Health, Safety and Welfare issues affecting staff with every sense of seriousness and therefore maintains an insurance health care scheme with Leadway Health, a Health Maintenance Organization [HMO], licensed by the National Health Insurance Scheme [NHIS] to provide health insurance to employees in the private sector. Through this arrangement, each employee, their respective spouses, and dependents below the age of eighteen [18] years are entitled to medical treatments in well-equipped, qualitative network of hospitals under the scheme. Safety regulations are in place within the Company's premises and employees are regularly informed of the regulations.

There are contributory retirement benefit schemes for both management and employees of the Company in conformity with the Pensions Reform Act 2004.

EMPLOYEES' INVOLVEMENT AND TRAINING

The Company has an effective employer/employee communication system aimed at enhancing industrial harmony. Employees are kept fully informed as much as practicable of the Company's activities which particularly affect them as employees and are also encouraged to communicate any information useful to management through use of suggestion boxes and other channels. Regular training programs are usually

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

arranged for employees locally and where applicable, overseas for the improvement of skills and enhancement of career prospects.

POST BALANCE SHEET EVENTS

There were no post balance sheet events which could have a material effect on the financial position of the Company as at December 31, 2024 and results attributable to equity holders.

FIXED ASSETS

In the opinion of the Directors, the market value of the Company's fixed assets is not less than shown in the Balance Sheet.

AUDITORS

The Auditors, PricewaterhouseCoopers (PwC) have indicated their willingness to continue in the office as the Company's Auditors. The firm ensured that its responsibilities to the Company were carried out in an independent manner.

BY ORDER OF THE BOARD



THE STRUCTURE HQ
FRC/2015/NBA/00000011768
Company Secretary
8, Norman Williams Street, Ikoyi, Lagos
29-Apr-25

STATEMENT OF DIRECTORS' RESPONSIBILITIES

FOR THE YEAR ENDED 31 DECEMBER 2024

The Directors accept responsibility for the preparation of the annual financial statements, which give a true and fair view of the financial position of the Company as at 31 December 2024, the results of its operation, cash flows and changes in equity for the year then ended. The Directors affirm that the financial statements have been prepared using appropriate accounting policies supported by reasonable judgments and estimates, in conformity with the IFRS Accounting Standards, the requirements of the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

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

- Properly selecting and applying accounting policies
- Presenting information including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information
- Providing additional disclosures when compliance with the specific requirements in IFRS Accounting Standards are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance.

GOING CONCERN:

The Directors have assessed the Company's ability to continue as a going concern and have no basis to believe that it will not remain a going concern for at least twelve months from the date of approval of the financial statements.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:



Obinna Ufudo
Chairman

FRC/2013/CIBN/00000002585



Kanayo Eni-Ikeh
Managing Director/CEO

FRC/2020/003/00000022164

CERTIFICATION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

In accordance with the provisions of Section 405 of Companies and Allied Matters Act, 2020, the Chief Executive Officer and the Chief Financial Officer certify that the audited financial statements of the Company for the year ended 31 December 2024 have been reviewed and based on their knowledge confirm as follows:

- i. The audited financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the financial statements misleading.
- ii. The audited financial statements and all other financial information included in the financial statements present, in all material respects, the financial condition and results of operation of the Company as of and for, the period covered by the audited financial statements.

We state that management and directors:

- iii. are responsible for establishing and maintaining internal controls and has designed such internal controls to ensure that material information relating to the Company is made known to the officer by other officers of the company, particularly during the period in which the audited financial statements reported is being prepared,
- iv. has evaluated the effectiveness of the Company's internal controls within 90 days prior to the date of its audited financial statements, and
- v. certifies that the Company's internal controls are effective as of that date;

We have disclosed:

- vi. all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, and we have discussed with the Company's auditor any material weaknesses in internal control observed during the course of the audit,
- vii. whether or not, there is any fraud that involves management or other employees who have a significant role in the company's internal control; and
- viii. as indicated in the report, whether, there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of this audit, including any corrective actions with regard to any observed deficiencies and material weaknesses.

The financial statements of the Company for the year ended 31 December 2024 were approved by the Board of Directors on 16 April 2025.



Oludare Sonde, Chief Financial Officer
FRC/2014/ICAN/00000005647



Kanayo Eni-Ikeh, Managing Director/CEO
FRC/2020/003/00000022164



Independent auditor's report

To the Members of Atiat Limited

Report on the audit of the financial statements

Our opinion

In our opinion, Atiat Limited's ("the company's") financial statements give a true and fair view of the financial position of the company as at 31 December 2024, and of its financial performance and its cash flows for the year then ended in accordance with international financial reporting standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and the requirements of the Companies and Allied Matters Act and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

What we have audited

Atiat Limited's financial statements comprise:

- the statement of profit or loss and other comprehensive income for the year ended 31 December 2024;
- the statement of financial position as at 31 December 2024;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of material accounting policies.

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 Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), i.e. the IESBA Code issued by the International Ethics Standards Board for Accountants. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

PricewaterhouseCoopers Chartered Accountants, Landmark Towers, 5B Water Corporation Road, Victoria Island, Lagos, Nigeria



Other information

The directors are responsible for the other information. The other information comprises the Corporate Information, Corporate Governance Report, Directors' Report, Statement of Directors' Responsibilities, Certification of the Financial Statements, Statement of Value Added and Five-Year Financial Summary, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information 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, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the requirements of the Companies and Allied Matters Act, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.



- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on other legal and regulatory requirements

The Companies and Allied Matters Act requires that in carrying out our audit we consider and report to you 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) the company has kept proper books of account, so far as appears from our examination of those books;
- iii) the company's statement of financial position and statement of comprehensive income are in agreement with the books of account and returns.

Chidi Ojechi

For: **PricewaterhouseCoopers**
Chartered Accountants
Lagos, Nigeria

Engagement Partner: Chidi Ojechi
FRC/2017/PRO/ICAN/004/00000015955



07 May 2025

04 FINANCIAL STATEMENTS

- Statement of Profit or Loss & other Comprehensive Income
- Statement of Financial Position
- Statement of Changes in Equity
- Statement of Cash Flows
- Notes to the Financial Statements



STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024


Figures in thousands of Naira	Notes	31-Dec-24	31-Dec-23
Gross earnings		9,726,071	7,060,977
Lease rental income	5	3,463,202	2,403,648
Direct leasing expenses	6	(1,920,322)	(1,304,877)
Net leasing income		1,542,880	1,098,771
Interest income calculated using effective interest rate	7	5,801,070	4,482,939
Interest expense calculated using effective interest rate	8	(2,072,100)	(2,607,923)
Net interest income		3,728,970	1,875,016
Other income	10	461,799	174,390
Net operating income		5,733,649	3,148,177
Impairment (charge)/writeback	11	(623,749)	215,643
Operating expenses	12	(1,054,956)	(1,614,766)
Depreciation and amortisation	15	(647,037)	(400,018)
Operating profit		3,407,908	1,349,036
Finance cost	9	(2,174,557)	(348,959)
Profit before taxation		1,233,351	1,000,077
Taxation	16	(286,471)	(325,296)
Profit for the year		946,880	674,781
Other comprehensive income			
<i>Items that will not be reclassified to profit or loss</i>			
Fair value movement on equity instruments at FVOCI	17	88,958	652,917
Other comprehensive income for the year		88,958	652,917
Total comprehensive income for the year		1,035,839	1,327,698
Basic earnings per share (kobo)	17.1	183	234

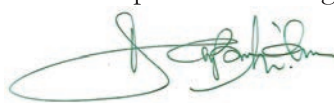
STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 DECEMBER 2024

Figures in thousands of Naira	Notes	31-Dec-24	31-Dec-23
ASSETS			
Cash and cash equivalents	18	1,681,288	1,671,343
Financial assets	19	30,528,958	12,012,947
Other assets	20	1,645,728	4,187,904
Operating lease asset	21	2,034,409	2,652,556
Property, plant and equipment	22	1,047,852	662,153
Intangible asset	23	-	800
Goodwill	24	4,154,627	4,154,627
Investment in subsidiary	35	74,615	74,615
Total Assets		41,167,477	25,416,945
LIABILITIES			
Commercial notes	25	13,319,098	16,046,550
Borrowings	26	18,660,011	1,443,875
Other liabilities	27	608,248	581,937
Current tax liabilities	28	521,161	321,959
Deferred tax liabilities	29	237,432	236,935
Total Liabilities		33,345,950	18,631,256
Equity			
Share capital	30	300,000	300,000
Share premium	31	5,544,519	5,544,519
Retained earnings	32	1,508,688	71,430
Revaluation reserve	33	196,942	216,823
Fair value reserve	34	271,378	652,917
Total Equity		7,821,527	6,785,689
Total Liabilities and Equity		41,167,477	25,416,945

The financial statements were approved by the Board of Directors on 29 April 2025 and signed on its behalf by:


Obinna Ufude (Chairman)
 FRC/2013/CIBN/00000002585


Kanayo Eni-Ikeh (Managing Director)
 FRC/2020/003/00000022164

Additional certification by


Oludare Sonde (Chief Financial Officer)
 FRC/2014/ICAN/00000005647

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

Figures in thousands of Naira	Share Capital	Share premium	Retained earnings	Fair value reserve	Revaluation reserve	Total
At 1 January 2023	300,000	5,544,519	(483,352)	-	216,823	5,577,990
Profit for the year	-	-	674,782	-	-	674,782
Other comprehensive income	-	-	-	652,917	-	652,917
Total comprehensive income	-	-	674,782	652,917	-	1,327,699
Transactions with owners of the company	-	-	(120,000)	-	-	(120,000)
Dividend paid	-	-	-	-	-	-
At 31 December 2023	300,000	5,544,519	71,430	652,917	216,823	6,785,689
At 1 January 2024	300,000	5,544,519	71,430	652,917	216,823	6,785,689
Profit for the year	-	-	946,880	-	-	946,880
Other comprehensive income	-	-	-	88,958	-	88,958
Total comprehensive income	-	-	946,880	88,958	-	1,035,839
Transfer of gain on disposal of equity investments at FVOCI to retained earnings	-	-	470,497	(470,497)	-	-
Disposal of operating lease assets	-	-	19,881	-	(19,881)	-
Transfer of gain on disposal of equity investments at FVOCI to retained earnings	-	-	490,378	(470,497)	(19,881)	-
Transactions with owners of the company	-	-	-	-	-	-
Dividend paid	-	-	-	-	-	-
At 31 December 2024	300,000	5,544,519	1,508,688	271,378	196,942	7,821,528

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

Figures in thousands of Naira	Notes	31-Dec-24	31-Dec-23
Cash flows from operating activities:			
Profit before tax		1,233,351	1,000,078
Adjustment for:			
Interest income	7	(5,801,070)	(4,482,939)
Interest expense	8	2,072,100	2,607,923
Finance cost	9	2,174,557	348,958
Dividend income	10	(29,159)	(23,011)
Gain on disposal of operating lease vehicles	10	(243,881)	(31,115)
Gain on disposal of property, plant and equipment	10	-	(73,082)
Foreign exchange gain	10	(1,532)	(12,600)
Impairment charge/(write back)	11	623,749	(215,643)
Loss on disposal on financial assets - equity securities	12	15,796	-
Depreciation and amortisation	15	647,036	400,018
Changes in assets and liabilities			
Financial assets - loans and advances		(19,545,106)	5,303,660
Other assets		2,492,842	(3,357,250)
Commercial notes		(4,700,014)	(1,593,176)
Other liabilities		26,311	(65,525)
Cash flows from operating activities		(21,035,019)	(193,704)
Interest received		5,583,672	3,999,679
Interest paid		(1,871,747)	(348,958)
Tax paid	28	(86,772)	(45,828)
Net cash (used in)/generated from operating activities		(17,409,867)	3,411,189
Cash flows from investing activities			
Purchase of operating lease assets	21	-	(2,536,464)
Purchase of property, plant and equipment	22	(413,789)	(617,454)
Purchase of financial assets - equity securities		(516,206)	(926,774)
Proceed from sale of operating lease assets		243,881	62,000
Proceed on disposal of property, plant and equipment		-	79,717
Proceeds from disposal of financial assets - equity securities		1,261,445	-
Dividend received		29,159	23,011
Investment in subsidiary	35	-	(74,615)
Net cash generated from/(used in) investing activities		604,490	(3,990,579)
Cash flows from financing activities			
Proceed from borrowings	26.1.1	597,960	1,563,550
Repayment of borrowings	26.1.1	(952,496)	(281,053)
Dividend paid	32	-	(120,000)
Net cash (used in)/generated from financing activities		(354,536)	1,162,497
Net (decrease)/increase in cash and cash equivalents		(17,159,912)	583,107
Cash and cash equivalents, beginning of year	18.1	1,671,343	1,075,636
Effect of exchange rate movement on cash and cash equivalents		1,532	12,600
Cash and cash equivalents, end of year	18.1	(15,487,037)	1,671,343

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

1. CORPORATE INFORMATION

Atiat Limited was incorporated as a private limited liability company on 19 July 2007 and commenced business in January 2011. Its name, previously Atiat Leasing Limited, was changed to Atiat Limited by special resolution dated 8 September 2022. The Company is domiciled in Nigeria.

The principal activity of the Company is to provide manpower services, human resource management, outsourcing, capacity building and human capital. Atiat Limited is also an active investor in both private and listed companies of the Nigerian Stock Exchange.

The financial statements were approved for issue by the Board of Directors on 16 April 2025 Summary of material accounting policies

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all periods presented in these financial statements.

2.1 Basis of preparation

The audited financial statements have been prepared on the going concern basis in accordance with, and in compliance with, International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and effective at the time of preparing these financial statements and the Companies and Allied Matters Act, 2020.

The audited financial statements have been prepared on the historical cost convention, unless otherwise stated in the accounting policies which follow and incorporate the principle accounting policies set out below. They are presented in Naira, which is the Company's functional currency.

In accordance with the exemption under paragraph 4 of IFRS 10 – Consolidated Financial Statements, Atiat Limited has not prepared consolidated financial statements for the year ended 31 December 2024, as it meets all the criteria for exemption:

- Atiat Limited is a subsidiary of VFD Group Plc.
- The owners of Atiat Limited have been informed and do not object to the decision not to present consolidated financial statements.
- Atiat Limited does not have any debt or equity instruments traded in a public market.
- Atiat Limited is not in the process of filing its financial statements with a regulatory organization for the purpose of issuing instruments in a public market.
- VFD Group Plc, the ultimate parent, prepares consolidated financial statements that comply with IFRS and are available for public use. The consolidated financial statements of VFD Group Plc can be obtained from its head office address at 8 Macgregor Road Ikoyi, Lagos or accessed on its website at www.vfdgroup.com/investor-information/.

Accordingly, these financial statements are the separate financial statements of Atiat Limited prepared in compliance with IFRS.

2.2 Significant accounting judgements, estimates and assumptions

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

a. Allowances for credit losses

The Company's loan impairment provisions are established to recognise expected credit losses in its portfolio of loans classified as loans and receivables and carried at amortised cost. A loan is impaired when there is objective evidence that events since the loan was granted have affected expected cash flows from the loan. Such objective evidence, indicative that the borrower's financial condition has deteriorated, and for loans that are individually assessed: the non-payment of principal or interest, debt restructuring, breach of limits or covenants, for collectively assessed portfolios the borrowers' payment status and observable data about relevant macroeconomic measures.

The impairment is the difference between the carrying value of the loan and the present value of estimated future cash flows at the loan's original effective interest rate.

b. Useful life

Depreciation and carrying value of property and equipment, including operating lease assets. The estimation of the useful lives of assets is based on management's judgment. Any material adjustment to the estimated useful lives of items of property and equipment, including operating lease assets will have an impact on the carrying value of these items.

2.3 Foreign currency transactions

Foreign currency transactions are translated and recorded in Naira, using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date

when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in other comprehensive income (OCI) or profit or loss, respectively).

2.4 Cash and cash equivalents

For the purposes of statement of cash flows, cash and cash equivalents include cash in hand, unrestricted demand, call deposits with banks, and short term highly liquid financial assets (including money market funds), with original maturities of three months or less from the acquisition date, which are subject to insignificant risk of changes in their value and used by the Company in the management of its short-term commitments.

2.5 Leases

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

The Company assesses whether a contract is or contains a lease at inception of the contract. This assessment involves the exercise of judgement about whether it depends on specified asset, whether, the Company obtains substantially all the economic benefits from the use of that asset, and whether the Company has the right to direct the use of the asset.

The Company recognises a right-of-use (ROU) asset and a lease liability at the commencement date, except for short term leases of 12 months or less which are expensed in the income statement on a straight line basis over the lease term.

The lease liability is initially measured at the present value of the lease payment that are not paid at the commencement date, discounted

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

using the interest rate implicit in the lease. If this rate cannot be readily determined, the Company uses incremental borrowing rate specific to the country, term and currency specific to the contract. Lease payments can include fixed payments, variable payments that depends on an index or rate known at the commencement date; and extension option payments or purchase options which the Company is reasonably certain to exercise. The lease liability is subsequently measured at amortised cost using the effective interest method and remeasured (with a corresponding adjustment to the ROU asset) when there is a change in future lease payments in case of renegotiation, changes in an index or rate or in case of reassessment options.

At inception, the right of use asset comprises the initial lease liability, initial indirect costs and obligation to refurbish the asset, less any incentives granted by the lessors. The ROU asset is depreciated over the shorter of the lease term or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator for impairment, as for owned assets.

ROU assets are included in the heading operating lease assets and the lease liability is included in the headings current and non-current financial liabilities.

An operating lease is a lease other than a finance lease. Operating lease payments are recognised as an operating expense in the statement of profit or loss on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

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.

2.6 Intangible assets

An intangible asset is recognised when:

- It is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- The cost of the asset can be measured reliably.
- Intangible assets are initially recognised at cost

An intangible asset is regarded as having an indefinite useful life when, based on all relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows. Amortisation is not provided for these intangible assets, but they are tested for impairment annually and whenever, there is an indication that the asset may be impaired. For all other intangible assets amortisation is provided on a straight-line basis over their useful life.

Goodwill

Goodwill arises on business combination, and represents the excess of the cost of acquisition, over the fair value of the assets acquired, and the liabilities and contingent liabilities assumed on the date of the acquisition. For the purpose of calculating goodwill, fair values of acquired assets, liabilities and contingent liabilities are determined by reference to market values or by discounting expected future cash flows to present value. Goodwill is initially recognised as an asset at cost and subsequently measured at cost less accumulated impairment losses, if any. Goodwill which is recognised as an asset is reviewed at least annually for impairment. Any impairment loss is immediately recognised in profit or loss.

For the purpose of impairment testing, goodwill is allocated to each cash-generating unit that is expected to derive benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

unit may be impaired. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment loss recognised for goodwill is not reversed in a subsequent period.

Software

The company's computer software comprises of tracking devices and computer software. Acquired softwares are capitalised on the basis of the costs incurred to acquire and bring to use the specific software when their values can be reasonably determined, and economic benefits will accrue to the Company. Software is stated at cost less amortisation and impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. Costs associated with maintaining computer software programmes are recognised as expenses when incurred.

Amortisation

Softwares are amortized over the useful economic life estimated as the period over which the assets will be used by the Company. The amortisation period and the amortisation method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Amortisation rate for intangible asset is as follows:

Item	Amortisation method	Rate
Tracking device	Straight line	20%
Computer software	Straight line	33%

Derecognition of intangible assets

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

2.7 Business Combination

The Company applies IFRS 3 Business Combinations (revised) in accounting for business combinations. Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Company.

The Company recognises goodwill as of the acquisition date measured as the excess of:

- the fair value of the consideration transferred; over
- the net of the acquisition date amounts of the identifiable assets acquired and liabilities assumed.

When the amount in (b) exceeds the amount in (a), a gain from a bargain purchase is recognised immediately in profit or loss on the acquisition date.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Transactions costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred.

2.8 Property, Plant, and Equipment

The Company's property, plant and equipment comprise leasehold improvement, plant and machinery, office equipment, furniture and fittings, and motor vehicles.

Recognition and measurement

All categories of property, plant and equipment

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

are initially recognised using the cost model and stated at their purchase cost including any costs directly attributable to bringing the asset into operation when the following conditions are met:

- their values can be reasonably determined.
- the economic benefit will accrue to the Company.

Motor vehicles are measured at fair value, less accumulated depreciation and impairment losses recognized after revaluation. Valuations are conducted regularly to ensure the carrying amount reflects fair value. Any increase in value is recorded in Other Comprehensive Income (OCI) and credited to the asset revaluation surplus in equity. If the increase reverses a previous deficit recognized in profit or loss, it is recognized in profit and loss. Conversely, any decrease in value is recognized in profit or loss, unless it offsets a previous surplus on the same asset recognized in the asset revaluation surplus.

An annual transfer from the asset revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus related to the asset being sold is transferred to retained earnings.

Subsequent costs

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

Depreciation

The depreciable amount of an asset is its cost less the estimated residual value at the end of its useful life, if this is significant and can be reasonably determined.

Depreciation begins when an asset is available for use and ceases at the earlier of the date that the asset is derecognised. Depreciation is recognised in profit or loss on a straight-line basis to write down the cost of each asset, to their residual values over the estimated useful lives of each item of property, plant and equipment. The annual rates are as follows:

Item	Depreciation Method	Rate
Furniture and fittings	Straight line	20%
Motor vehicle	Straight line	25%
Office equipments	Straight line	20%
Plant and machinery	Straight line	20%
Motor vehicles - Operating lease	Straight line	25%

The assets' residual values, useful lives and method of depreciation are reviewed, and adjusted prospectively if appropriate, at the end of each reporting period.

De-recognition

An item of property, plant and equipment and any significant part initially recognized is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from the derecognition of an item of asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss of the year the asset is derecognised.

2.9 Impairment of non-financial assets

The Company assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Irrespective of whether there is any indication of impairment, the Company also:

- a. tests intangible assets with an indefinite useful life or intangible assets not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. This impairment test is performed during the annual period and at then same time every period.
- b. tests goodwill acquired in a business combination for impairment annually.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease. An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods. A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised

immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

2.10 Provisions

Provisions are liabilities that are uncertain in amount or timing. Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligation as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

2.11 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 recognised for the amount expected to be paid under short-term cash, bonus, or profitsharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided

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FOR THE YEAR ENDED 31 DECEMBER 2024

by the employee and the obligation can be estimated reliably.

Post-employment benefits

Defined contribution plan

The Company operates a defined contribution plan in accordance with the provisions of the Pensions Reform Act 2014. The contribution of the employee and employer is 8% and 10% of the qualifying monthly emoluments (i.e. basic, housing and transport) of employees respectively.

The Company's obligations for contributions to the plan are recognised as an expense in profit or loss when they are due.

2.12 Taxation

Income tax expense comprises current and deferred tax.

Income tax expense is recognised in profit or loss except to the extent that it results of transactions relate to items recognized directly in equity, in which case it is recognised in equity.

Current income tax is calculated on the basis of estimated taxable income for the year using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax recoverable or payable in respect of previous periods.

A deferred tax asset is recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.13 Share Capital and Reserves Share capital

The issued ordinary shares of the Company are classified as equity instruments. Incremental

costs directly attributable to the issue of an equity instrument are shown in equity as a deduction, net of tax, from the proceeds.

Share premium.

Premiums from the issue of shares are reported in share premium.

Revaluation reserve

The reserve includes the net cumulative change in the market value of operating lease assets (motor vehicles)

Fair value reserve

The reserve includes the net cumulative change in the fair value of investments measured at fair value through OCI.

Dividend

Dividend on ordinary shares is recognised in equity in the period in which they are approved by the Company's shareholders.

Dividends for the period that are declared after the reporting date are disclosed in the financial statements as a non-adjusting event.

2.14 Financial instruments

Definition

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. A financial asset or liability is recognised when the Company becomes a party to the contractual provisions of the instrument.

Initial recognition and measurement

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

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The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial assets at amortised cost (loans and receivables and debt instruments).
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost (loans and receivables and debt instruments)

The Company measures financial assets at

amortised cost if both of the following conditions are met:

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

Financial assets at fair value through OCI (debt instruments)

The Company measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation; and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of

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profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Financial assets are reclassified when and only when the business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent, and none occurred during the period.

Trade and other receivables

Most sales are made on the basis of normal credit terms, and the receivables do not bear interest. Where credit is extended beyond normal credit terms, receivables are measured at amortised cost using the effective interest rate method, less provision for impairment.

Collection of trade receivable is expected in one year or less, they are therefore classified as current assets.

Derecognition

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

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

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

Impairment of financial assets

The Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

A provision for impairment of loans and receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

The Company considers a financial asset in default when contractual payments are 90 days past due.

The company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the financial assets.

Financial liabilities

Initial recognition and measurement

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

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include borrowings (including bank overdraft), commercial notes, trade and other payables.

Subsequent measurement

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

Financial Liabilities at fair value through profit or loss

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

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Derecognition

A financial liability is derecognised when and only when the obligation under the liability is

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FOR THE YEAR ENDED 31 DECEMBER 2024

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

Offsetting of financial instruments

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

2.15 Revenue recognition

IFRS 15 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers. It establishes a five-step model that applies to revenue arising from contracts with customers.

- Identify the contract with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for each of those rights and obligations.
- Identify the performance obligations in the contract: A performance obligation in a contract is a promise to transfer a good or service to the customer.
- Determine the transaction price: Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods and services to a customer, excluding amounts collected on behalf of third parties.
- Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company will allocate the transaction price to each performance obligation in an amount that depicts the consideration to which the Company expects to

be entitled in exchange for satisfying each performance obligation.

- Recognise revenue as and when the Company satisfies a performance obligation. In cases where the Company determines the performance obligations are satisfied at a point in time, revenue is recognised when control over the assets that is subject to the contract is transferred to the customer.

The specific recognition criteria described below must be met before revenue is recognized.

Revenue: Rental Income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

Revenue: Interest Income

Interest income is recognised as it accrues, using the effective interest method, that is, the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument.

Revenue: Rendering of services

The Company outsources personnel to various organisations. Income from outsourcing of personnel is recognised when service has been rendered to the organisation concerned.

Revenue: Dividends

Dividends are recognised when the Company's right to receive the payment is established, which is usually when shareholders approve the dividend.

2.16 Expense recognition

Operating expenses

Operating expenses are recognised in the statement of comprehensive income on an accrual basis.

Expenses are decreases in economic benefits during the accounting period in the form of outflows, depletion of assets or incurrence of liabilities that result in decrease in equity, other

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than those relating to distributions to equity participants.

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

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

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

2.17 Earnings per share

The Company presents basic and diluted earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Where there are shares that could potentially affect the number of shares issued, those shares are considered in calculating the diluted earnings per share. There are currently no shares that could potentially dilute the total issue shares.

3. NEW STANDARDS AND INTERPRETATIONS

3.1 In 2024, the International Accounting Standards Board (IASB) introduced several new standards and amendments to existing

International Financial Reporting Standards (IFRS). While these pronouncements have effective dates in the future, it is essential to disclose them in the Group's 2024 consolidated and separated audited financial statements to inform stakeholders about upcoming changes. Below is a summary of these new standards and amendments:

3.1.1 Standards and interpretations effective and adopted in the

In 2024, the International Accounting Standards Board (IASB) introduced several amendments to existing International Financial Reporting Standards (IFRS) that became effective for annual reporting periods beginning on or after January 1, 2024. These amendments aim to enhance clarity and consistency in financial reporting. The key amendments effective in 2024 are:

Classification of Liabilities as Current or Non-Current and Non-Current Liabilities with Covenants – Amendments to IAS 1

These amendments clarify the criteria for classifying liabilities as current or non-current, particularly in situations involving covenants.

They specify that the classification should be based on rights in existence at the end of the reporting period and provide guidance on how covenants affect this classification. The amendments are effective for annual reporting periods beginning on or after January 1, 2024.

The amendment has been adopted in the preparation of the Company's financial statements. However, the amendment did not have significant impact on the Company's financial statements.

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

These amendments address the accounting for sale and leaseback transactions, specifically clarifying how to measure the lease liability and recognize any gains or losses. They aim to ensure consistent application of IFRS 16's principles in such transactions. The amendments are effective for annual reporting

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periods beginning on or after January 1, 2024. The amendment did not have significant impact on the Company's financial statements.

Supplier finance arrangements - Amendments to IAS 7 and IFRS 7

These amendments introduce disclosure requirements for supplier finance arrangements, aiming to provide users of financial statements with information about the effects of such arrangements on an entity's liabilities and cash flows. The amendments are effective for annual reporting periods beginning on or after January 1, 2024.

3.1.2 Standards and interpretations not yet effective

In 2024, the International Accounting Standards Board (IASB) issued several new standards and amendments to existing International Financial Reporting Standards (IFRS) that have effective dates in future reporting periods. These pronouncements are essential for entities to consider in their financial reporting to ensure compliance and transparency. Below is a summary of these new standards and amendments:

IFRS 18: Presentation and Disclosure in Financial Statements

Overview: Issued in 2024, IFRS 18 aims to enhance the transparency and comparability of financial statements by providing comprehensive guidelines on presentation and disclosure requirements. This standard replaces IAS 1 and introduces new requirements for the structure and content of financial statements.

Effective Date: Annual periods beginning on or after January 1, 2027. Early adoption is permitted.

Key Changes:

Introduction of a single statement of comprehensive income, combining profit or loss and other comprehensive income.

Enhanced disclosures about management judgments and estimates. Requirements for presenting comparative information and

reclassification adjustments.

The company has not early adopted this standard for the current financial reporting period. The standard is not expected to have any significant impact on the company's financial statements.

IFRS 19: Subsidiaries without Public Accountability: Disclosures

Overview: Issued in 2024, IFRS 19 provides disclosure requirements for subsidiaries that do not have public accountability but are included in the consolidated financial statements of a parent that applies IFRS. This standard aims to reduce the disclosure burden on such subsidiaries while maintaining the usefulness of financial information.

Effective Date: Annual periods beginning on or after January 1, 2027. Early adoption is permitted.

Key Provisions:

Simplified disclosure requirements for qualifying subsidiaries.

Alignment of disclosures with those of the parent entity to ensure consistency.

Flexibility for subsidiaries to tailor disclosures based on materiality and relevance.

The company has not early adopted this standard for the current financial reporting period. The standard is not expected to have any significant impact on the company's financial statements.

Amendments to IFRS 9 and IFRS 7: Classification and Measurement of

Overview: These amendments, issued in 2024, clarify the classification and measurement of financial instruments, particularly concerning financial assets with environmental, social, and governance (ESG)-linked features and the settlement of financial liabilities by electronic payments.

Effective Date: Annual periods beginning on or after January 1, 2026. Early adoption is permitted.

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Key Amendments:

Clarification on the classification of financial assets with ESG features under the amortized cost or fair value categories.

Guidance on accounting for electronic payment systems and their impact on the derecognition of financial liabilities.

Enhanced disclosures related to the nature and extent of risks arising from financial instruments with ESG features.

The company has not early adopted this standard for the current financial reporting period. The amendment is not expected to have any significant impact on the company's financial statements.

Annual Improvements to IFRS Standards – Volume 11

Overview: This set of annual improvements includes minor amendments to various standards, such as IFRS 1, IFRS 7, IFRS 9, IFRS 10, and IAS 7. These amendments aim to clarify guidance and correct unintended consequences to ensure consistent application of IFRS.

Effective Date: Annual periods beginning on or after January 1, 2026. Early adoption is permitted.

Key Improvements:

- Clarifications on the application of first-time adoption provisions in IFRS 1.
- Enhancements to disclosure requirements in IFRS 7 regarding credit risk management practices.
- Corrections to examples in IFRS 9 illustrating the classification of financial liabilities.
- Clarifications on the accounting for changes in ownership interests in a subsidiary under IFRS 10.
- Guidance on the classification of liabilities arising from financing activities in IAS 7.

The company has not early adopted this standard for the current financial reporting period.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The primary objective of the Company's risk management framework is to protect the Company's stakeholders from events that hinder the sustainable achievement of financial performance objectives, including failing to exploit opportunities.

Management recognises the critical importance of having efficient and effective risk management systems in place.

The Company has established a risk management function with clear terms of reference from the Board of Directors and the executive management committees. This is supplemented with a clear organizational structure with documented delegated authorities and responsibilities from the Board of Directors to executive management committees and senior managers.

The Company's principal significant risks are assessed and mitigated under three broad headings:

- Strategic risks - This specifically focuses on the economic environment, the products offered and market.
The strategic risks arise from a Company's inability to make appropriate decisions or implement appropriate business plans, strategies, decision making, resource allocation and its inability to adapt to changes in its business environment.
- Operational risks - These are risks associated with inadequate or failed internal processes, people and systems, or from external events.
- Financial risks - Risk associated with the financial operation of the Company including appropriate pricing of plans, provider payments, operational expenses, capital management, investments, liquidity and credit.

The Board of Directors approves the Company's risk management policies and meets regularly to approve any commercial and

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organizational requirements of such policies. These policies define the Company's identification of risk and its interpretation, limit structure to ensure the appropriate quality and diversification of assets; and alignment to the corporate goals.

4.1 Strategic risk

Capital management policies, objectives and approach The following capital management objectives, policies and approach to managing the risks which affect the capital position are adopted by the Company.

- i. to maintain the required level of financial stability thereby providing a degree of security to clients,
- ii. to allocate capital efficiently and support the development of business by ensuring that returns on capital employed meet the requirements of its capital providers and of its shareholders,
- iii. to retain financial flexibility by maintaining strong liquidity,
- iv. to align the profile of assets and liabilities taking account of risks inherent in the business and requirements of its capital providers and shareholders, and
- v. to maintain financial strength to support new business growth and to satisfy the requirements of the stakeholders.

4.2 Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes, personnel, technology and infrastructure, and from external factors. Others are legal and regulatory requirements and generally accepted standards of corporate behavior. Operational risks arise from all of the Company's operations.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management within each unit. This responsibility is supported by the development of operational standards for the management of operational risk in the following areas:

- i. requirements for appropriate segregation of duties, including independent authorization of transactions,
- ii. requirements for the reconciliation and monitoring of transactions,
- iii. compliance with regulatory and other legal requirements,
- iv. documentation of controls and procedures,
- v. training and professional development,
- vi. ethical and business standards.

4.3 Financial risk

The Company's operations expose it to a number of financial risks. Adequate risk management procedures have been established to protect the Company against the potential adverse effects of these financial risks. There has been no material change in these financial risks since the prior year. The following are the risks the Company is exposed to due to financial instruments:

- i. Credit risk;
- ii. Liquidity risk; and
- iii. Market risk (currency risk, interest rate risk and price risk).

4.3.1 Credit risk

Credit risks arise from a customer's delay or outright default of lease rentals; inability to fully meet contractual obligations by customers. Exposure to this risk results from financial transactions with customers.

Credits are given only for short-term cycle backed with adequate collateral cover. A successful credit must pass through relevant approval stages set out by management.

The Company has policies in place to mitigate its credit risks.

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The Company's risk management policy sets out the assessment and determination of what constitutes credit risk for the Company. Compliance with the policy is monitored and exposures and breaches are reported to the Company's management. The policy is regularly reviewed for pertinence and for changes in the risk environment.

The carrying amount of the Company's loans and receivables represents the maximum exposure to credit risk.

Credit-impaired financial asset:

When a financial asset has been deemed credit impaired, lifetime expected credit losses thereon are determined based on the historical loss rate of the ageing bracket of the financial asset class. When a credit financial asset is

impaired, accrual of interest income on the financial asset is suspended until recoveries are made.

A credit-impaired financial asset and the related allowance for credit losses are written off fully when it is apparent that prospect of recovery has become unrealistic. For a collateralized credit, the net proceeds from the disposal of the collateral are applied in determining the amount to be written off.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the end of the reporting year was as follows:

		31-Dec-24			31-Dec-23		
Notes		Carrying Amount (Gross)	Impairment Allowance	Carrying Amount (Net)	Carrying Amount (Gross)	Impairment Allowance	Carrying Amount (Net)
		N'000	N'000	N'000	N'000	N'000	N'000
Cash and cash equivalent	18	1,681,233	-	1,681,233	1,671,126	-	1,671,126
Financial assets	19	31,397,787	(1,352,498)	30,045,289	11,635,285	(778,084)	10,857,201
Other assets	20	1,203,194	(241,401)	961,792	2,907,482	(192,268)	2,715,214
		34,282,213	(1,593,899)	32,688,314	16,213,893	(970,352)	15,243,541

4.3.2 Liquidity risk

The Company defines liquidity risk as the risk that the Company either does not have sufficient financial resources available to meet all its obligations and commitments as they fall due, or can The Company maintains sufficient amount of cash for its operations. Management review cash flow forecasts on a regular basis to determine whether the Company has sufficient cash to meet future working capital requirements and to take advantage of business opportunities.

A substantial portion of the Company's assets are funded by borrowings from other corporate organisation and individuals. These borrowings, which are widely diversified by type and maturity, represent a stable source of funds

Below is the contractual maturity of financial instruments presented in the financial statements. The amounts disclosed are the contractual undiscounted cash flows.



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FOR THE YEAR ENDED 31 DECEMBER 2024

31-Dec-24

	Notes	1 - 6 months	7 - 12 months	Over one year	Contractual cashflows	Carrying Amount
		N'000	N'000	N'000	N'000	N'000
Financial Liabilities						
Commercial notes	25	6,860,945	3,003,884	3,454,269	13,319,098	13,319,098
Borrowings	26		17,168,325	1,491,686	18,660,011	18,660,011
Other financial liabilities	27	287,851	-	-	287,851	287,851
		7,148,796	20,172,209	4,945,955	32,266,960	32,266,960
Financial Assets						
Cash and cash equivalents	18	1,681,288			1,681,288	1,681,288
Financial assets	19	30,218,595	564,404	1,098,257	31,881,256	30,528,958
Other assets excluding prepayment	20	661,249	926,164	198,081	1,203,194	961,792
		32,561,133	1,490,568	1,296,338	34,765,738	33,172,038
Gap - Net financial assets/liabilities		25,412,337	(18,681,641)	(3,649,616)	2,498,778	905,079
Cummulative gap analysis		25,412,337	6,730,696	3,081,079	-	-

31 December 2023

	Notes	1 - 6 months	7 - 12 months	Over one year	Contractual cashflows	Carrying Amount
		N'000	N'000	N'000	N'000	N'000
Financial Liabilities						
Commercial notes	25	12,776,494	3,270,056	-	16,046,550	16,046,550
Borrowings	26	-	-	1,443,874	1,443,874	1,443,874
Other financial liabilities	27	342,385	-	-	342,385	342,385
		13,118,879	3,270,056	1,443,874	17,832,809	17,832,809
Financial Assets						
Cash and cash equivalents	18	1,671,343	-	-	1,671,343	1,671,343
Loans and receivables	19	9,012,861	1,936,291	184,187	12,791,031	12,012,947
Other assets excluding prepayment	20	1,755,280	1,152,202	493,896	3,401,378	3,209,110
		12,439,484	3,088,493	2,335,775	17,863,752	16,893,400
Gap - Net financial assets/liabilities		(679,395)	(181,563)	891,901	30,943	(939,409)
Cummulative gap analysis		(679,395)	(860,958)	30,943	-	-

4.3.3 Market risk

Market risk is the risk that the fair value or future cash flows of financial instrument will fluctuate because of changes in market prices. Market risk is monitored by the Company's management to ensure that the Company is not openly exposed to changes in the interest rates on interest bearing liabilities. Market risk comprises three types of risk: foreign exchange rates (currency risk), market interest rates (interest rate risk) and market prices (price risk).

Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Company's transactions are denominated in Naira, but it has investments in United States Dollar.

The Company is exposed to currency risk in respect of the following financial assets:

31 December 2024

Assets	Note	Total	Naira	USD
		N'000	N'000	N'000
Cash and cash equivalents	18	1,681,233	688,157	993,076
Financial assets	19	30,528,958	30,528,958	-
Other assets	20	961,792	961,792	-
		33,171,983	32,178,907	993,076

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

31 December 2024

	Note	Total N'000	Naira N'000	USD N'000
Financial Liabilities				
Commercial notes	25	13,319,098	13,319,098	-
Borrowings	26	18,660,011	18,660,011	-
Other financial liabilities	27	287,851	287,851	-
		32,266,960	32,266,960	-

31 December 2023

	Note	Total N'000	Naira N'000	USD N'000
Assets				
Cash and cash equivalents	18	1,671,126	1,669,688	1,438
Financial assets	19	1,155,746	1,155,746	-
Other assets	20	2,715,214	2,715,214	-
		5,542,086	2,825,434	1,438
Financial Liabilities				
Commercial notes	25	16,046,550	16,046,550	-
Borrowings	26	1,443,875	1,443,875	-
Other financial liabilities	27	317,889	317,889	-
		17,808,313	17,808,313	-

4.3.4 Interest rate risk

Interest rate risk is the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. Interest rate risk arises from interest bearing financial assets and liabilities that are used by the Company. Interest bearing assets comprise cash and cash equivalents and loans to counter parties which are considered short term liquid assets. The Company's interest rate liability risk arises primarily from borrowings issued at variable interest rate which exposes the Company to cash flow interest rate risk. It is the Company's policy to settle trade payables within the credit limit terms allowed, thereby not incurring interest on overdue balances. Borrowings are sourced from local financial markets, covering short and long term funding.

The Company manages interest rate risk on borrowings by ensuring access to diverse sources of funding, reducing risks of refinancing by establishing and managing in accordance with target maturity profiles.

31 December 2024

	Non-rate sensitive N'000	Rate sensitive N'000	Carrying amount N'000
Assets			
Cash and cash equivalents	310,510	1,370,778	1,681,288
Financial assets measured at amortised cost		30,045,289	30,045,289
Financial assets measured (FVOCI & FVTPL)	483,470	-	483,470
Other assets (excluding prepayments)	961,792	-	961,792
Total Financial Assets	1,755,772	31,416,067	33,171,839
Liabilities			
Commercial notes		13,319,098	13,319,098
Borrowings		18,660,011	18,660,011
Other financial liabilities	287,851	-	287,851
Total Financial Liabilities	287,851	31,979,109	32,266,960

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

31 December 2023

	Non-rate sensitive N'000	Rate sensitive N'000	Carrying amount N'000
Assets			
Cash and cash equivalents	130,921	1,540,422	1,671,343
Financial assets measured at amortised cost	-	10,857,201	10,857,201
Financial assets measured (FVOCI & FVTPL)	1,155,746	-	1,155,746
Other assets (excluding prepayments)	3,209,110	-	3,209,110
Total Financial Assets	4,495,777	12,397,623	16,893,400
Liabilities			
Commercial notes	-	16,046,550	16,046,550
Borrowings	-	1,443,874	1,443,874
Other financial liabilities	342,385	-	342,385
Total Financial Liabilities	342,385	17,490,424	17,832,809

31 December 2024

	Carrying amount N'000	1 month N'000	1 - 3 months N'000	3 - 6 months N'000	6 - 12 months N'000	More than 1 year N'000
Cash and cash equivalent	1,681,288	310,510	1,370,778			
Loan to customers:						
Individual						
Term loan	22,866,292	22,443,832	27,488	6167	30,201	358,604
Overdraft	1,410,958	243,065	487,701	368290	311,902	-
Corporate						
Term loan	5,494,517	2,743,759	1,997,910	104261		648,587
Overdraft	525,444	525,444				
	30,297,211	25,956,100	2,513,099	478,718	342,103	1,007,191
Total financial assets	31,978,499	26,266,610	3,883,877	478,718	342,103	1,007,191
Commercial notes						
Individuals	4,275,645	596,820	1,462,222	1,763,571	434,200	18,832
Corporate	9,138,417	2,146,183	2,762,094	1,427,335	2,569,683	233,122
	13,414,062	2,743,003	4,224,316	3,190,906	3,003,883	251,954
Borrowings						
Loan	17,168,325	65,571	6,347,244	11,148,934	532,011	(925,434)
Total financial liabilities	30,582,387	2,808,574	10,571,560	14,339,840	3,535,894	(673,480)
Total interest repricing gap	1,396,112	23,458,036	(6,687,682)	(13,861,122)	(3,193,791)	1,680,671

31 December 2023

	Carrying amount N'000	1 month N'000	1 - 3 months N'000	3 - 6 months N'000	6 - 12 months N'000	More than 1 year N'000
Cash and cash equivalent	1,671,343	130,921	1,540,422	-	-	-
Loan to customers:						
Individual						
Term loan	6,029,306	5,649,798	201,020	-	6,975	171,513
Overdraft	2,397,518	-	231,777	561,811	1,289,098	314,832
Corporate						
Term loan	2,430,377	1,332,293	97,663	111,956	688,674	199,791
	10,857,201	6,982,091	530,460	673,767	1,984,747	686,136
Total financial assets	12,528,544	7,113,012	2,070,882	673,767	1,984,747	686,136

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Commercial notes

Individuals	3,178,830	1,532,666	867,535	573,110	205,519	
Corporate	12,867,720	3,678,939	4,031,823	2,392,777	2,764,181	-
	16,046,550	5,211,605	4,899,358	2,965,887	2,969,700	-

Borrowings

Overdraft	1,443,874	23,454	66,169	78,296	138,588	1,137,367
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Total financial liabilities	17,490,424	5,235,059	4,965,527	3,044,183	3,108,288	1,137,367
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Total interest repricing gap	(4,961,880)	1,877,954	(2,894,645)	(2,370,417)	(1,123,542)	(451,232)
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4.4 Capital management.

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising returns to stakeholders. Its approach involves managing assets, liabilities and risks in a coordinated manner. The Company's source of capital during the year was a mix of equity and borrowings.

The Company is not subject to externally imposed capital requirements.

	31-Dec-24 N'000	31-Dec-23 N'000
Borrowings	18,660,011	1,443,874
Commercial notes	13,319,098	16,046,550
Total borrowings	31,979,109	17,490,424
Equity	7,821,527	6,785,689
Gearing	409%	258%

4.5 Classification categories of financial assets and financial liabilities

31 December 2024	Cost N'000	Amortised cost N'000	FVTPL N'000	FVOCI N'000	Total carrying amount N'000
Cash and cash equivalents	310,510	1,370,778	-	-	1,681,288
Loans and finance lease		30,045,289	-	-	30,045,289
Receivables	777,494		-	-	777,494
Investment securities	438,582		-	438,582	877,164
Other assets (excluding prepayments)	642,883	(24,183)	-	116,365	735,065
	2,169,469	31,391,884	-	554,947	34,116,300
Commercial notes		13,319,098			13,319,098
Borrowings		17,168,325			17,168,325
Other financial liabilities	16,352	2,047			18,399
	16,352	30,489,470	-	-	30,505,822

31 December 2023	Cost N'000	Amortised cost N'000	FVTPL N'000	FVOCI N'000	Total carrying amount N'000
Cash and cash equivalents	130,921	1,540,422	-	-	1,671,343
Loans and finance lease receivables	-	10,857,201	-	-	10,857,201
Trade receivables	424,995	-	-	-	424,995
Investment securities	-	-	-	1,155,746	1,155,746
Other assets (excluding prepayments)	2,784,115	-	-	-	2,784,115
	3,340,031	12,397,623	-	1,155,746	16,893,400
Commercial notes	-	16,046,550	-	-	16,046,550
Borrowings	-	1,443,874	-	-	1,443,874
Other financial liabilities	342,385	-	-	-	342,385
	342,385	17,490,424	-	-	17,832,809

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

	31-Dec-24	31-Dec-23
5 Lease rental Income		
Operating lease rental	3,187,818	2,250,865
Car hire income	275,384	152,783
	<u>3,463,202</u>	<u>2,403,648</u>
The above income are earned over time		
6 Direct leasing expenses		
Vehicle insurance	93,620	58,041
Repairs and maintenance	429,892	375,313
Fuelling	750,140	368,769
Drivers salaries and pension	412,096	312,478
Drivers training expenses	700	1,600
Tracking, vehicle registration and permits	53,721	31,168
Security and parking	75,702	72,193
Vehicle hire expenses	29,881	41,190
Drivers out of station expenses	2,338	3,020
Accessories, batteries and tyres	52,022	37,468
Drivers medical expenses	20,211	3,637
	<u>1,920,322</u>	<u>1,304,877</u>
7 Interest income calculated using effective interest rate		
Interest income on loans	5,603,415	4,173,866
Interest income on placements	197,655	309,073
	<u>5,801,070</u>	<u>4,482,939</u>
8 Interest expense calculated using effective interest rate		
Interest on commercial notes	<u>2,072,100</u>	<u>2,607,923</u>
9 Finance cost		
Interest on bank borrowings	<u>2,174,557</u>	<u>348,958</u>
10 Other income		
Dividend income	29,159	23,011
Insurance claims recovery	11,574	10,878
Outsourcing income	33,603	7,232
Gain on disposal of operating lease vehicles	243,881	31,115
Fee and commission	121,799	16,472
Foreign exchange gain	1,532	12,600
Shared service expenses recovery	11,008	-
Gain on disposal of property, plant and equipment	-	73,082
Sundry income	9,243	-
	<u>461,799</u>	<u>174,390</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

	31-Dec-24	31-Dec-23
11 Impairment charge/(writeback)		
Other assets (see note 20.1)	49,333	172,268
Financial assets (see note 19.1.1)	574,415	(387,911)
	<u>623,749</u>	<u>(215,643)</u>
12 Operating expenses		
Personnel cost	263,447	275,123
Auditors remuneration	15,050	10,000
Bank charges	3,911	3,764
Corporate communications	1,790	936
Director related expenses	101,217	60,863
Commission	-	14,250
Rent	10,894	9,635
Repairs and maintenance	2,685	4,318
Subscriptions	41,112	26,533
Legal and professional fees	48,427	59,358
Travel expenses	13,082	9,580
Entertainment	949	9,685
Business development expenses	-	695,316
Marketing support services	36,000	65,631
Insurance	69,238	30,731
Printing and stationery	4,775	4,338
Motor vehicle expenses	45,800	32,909
Electricity/Fuel/Diesel	14,607	9,714
Advertising	251,388	176,708
Loss on disposal of equity securities	15,796	-
Security expenses	114,787	115,372
	<u>1,054,956</u>	<u>1,614,766</u>
During the year the external auditors did not perform any non-audit service to the Company (2023: Nil).		
13 Personnel expenses		
13.1 Included in direct leasing expenses		
Salaries and allowances	402,718	303,009
Employer's pension contribution	9,379	9,469
	<u>412,096</u>	<u>312,478</u>
13.2 Included in other operating expenses		
Salaries and allowances	229,693	209,266
Medical and staff training	12,635	1,424
Employer's pension contribution	11,317	10,616
Others	9,801	53,819
Other personnel cost	<u>263,447</u>	<u>275,123</u>
Total personnel expenses		
Included in direct leasing	412,096	312,478
Included in other operating expenses	263,447	275,123
	<u>675,543</u>	<u>587,601</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

31-Dec-24 31-Dec-23

13.3 The average number of persons of persons employed during the year is as follows:

	31-Dec-24	31-Dec-23
	Number	Number
Executive Director	3	3
Management	5	5
Non-management	290	334
	298	342

The number of employees of the company, other than Directors, who received emoluments (excluding pension contributions and other benefits) in the following

13.4 ranges were:

	Number	Number
N1 - N500,000	2	2
N500,001 - N1,000,000	262	301
N1,000,001 - N1,500,000	10	11
N1,500,001 - N2,000,000	8	9
N2,000,001 - N2,500,000	1	1
N2,500,001 - N3,000,000	3	3
N3,000,001 - N3,500,000	3	3
N3,500,001 - N4,000,000	2	2
Above N4,000,000	9	10
	298	342

14 Directors' remuneration

Remuneration of Directors of the Company is as follows:

Fees	11,000	12,733
Other benefits	12,476	16,047
Emolument as executive	77,741	32,083
	101,217	60,863

Fees and other emoluments disclosed above include amounts paid to:

Chairman	5,500	3,520
The highest paid director	31,064	28,639

The number of Directors who received fees and other emoluments (excluding pension contributions and reimbursable expenses) in the following ranges was:

	Number	Number
N1 - N2,000,000	4	7
N2,000,001 - N4,000,000	5	1
N4,000,001 and above	1	2
	10	10

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

	31-Dec-24	31-Dec-23
15 Depreciation and amortisation		
Operating lease asset (see note 21)	618,146	366,677
Property plant and equipment (see note 22)	28,091	33,199
Intangible assets (see note 23)	800	142
	<u>647,037</u>	<u>400,018</u>
16 Taxation		
16.1 Recognised in income statement		
Current tax		
Current income tax	219,927	128,861
Police trust fund	69	50
Education tax	65,978	37,558
Total current tax expense	<u>285,974</u>	<u>166,469</u>
Deferred income tax		
Recognised in income statement	497	158,827
Total deferred tax charge	<u>497</u>	<u>158,827</u>
Income tax charge	<u>286,471</u>	<u>325,296</u>
16.2 Reconciliation of tax charge		
Profit before tax	1,233,351	1,000,078
Tax at the applicable tax rate of 30% (2022: 30%)	370,005	300,023
Tax effect of adjustments on taxable income		
Non-deductible expenses	298,524	82,463
Tax exempt income	(8,748)	(6,903)
Education tax	65,978	37,559
Police trust fund	69	50
Tax effect of temporary differences	497	158,827
Capital allowance utilised	(439,854)	(246,723)
Income tax reported in the income statement	<u>286,471</u>	<u>325,296</u>
17 Other comprehensive income		
Gain on valuation of quoted equities	19,879	652,917
Gain on valuation of unquoted equities	69,080	-
	<u>88,958</u>	<u>652,917</u>
17.1 Earnings per share		
Basic earnings per share (EPS) is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the year.		
Profit for the year attributable to equity holders of the parent	<u>1,035,839</u>	<u>674,782</u>
Number of shares in issue at the end of the year	600,000	600,000
Weighted average number of ordinary shares in issue	567,108	567,108
Earnings per share (kobo)	<u>183</u>	<u>119</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Note	Amounts in thousands of Naira	31-Dec-24	31-Dec-23
18	Cash and cash equivalents		
	Cash on hand	55	217
	Balances held with banks	310,454	130,704
	Short term deposits	1,370,778	1,540,422
		<u>1,681,288</u>	<u>1,671,343</u>
<p>The Company has assessed the expected credit losses (ECL) on its cash and cash equivalents in accordance with IFRS 9, which requires entities to recognize ECL for all financial assets measured at amortized cost. Given the nature of cash and cash equivalents, the credit risk associated with these assets is generally very low. As a result, the Company determined that the ECL amount for its cash and cash equivalents was immaterial. Consequently, no ECL has been recognised in the financial statements.</p>			
18.1	Cash and cash equivalents for the purpose of cash flow		
	Cash and cash equivalent (note 18)	1,681,288	1,671,343
	Bank overdraft (note 26.1)	(17,168,325)	-
		<u>(15,487,037)</u>	<u>1,671,343</u>
19	Financial assets		
	Financial assets measured at amortised cost	30,045,289	10,857,201
	Financial assets measured at FVOCI	483,669	1,155,746
		<u>30,528,958</u>	<u>12,012,947</u>
	Classified as:		
	Current	30,045,289	10,857,201
	Non-current	483,669	1,155,746
		<u>30,528,958</u>	<u>12,012,947</u>
19.1	Financial assets measured at amortised cost		
	Loans and advances	31,383,737	11,619,176
	Finance lease receivables	14,049	16,109
		<u>31,397,787</u>	<u>11,635,285</u>
	Impairment allowance	(1,352,498)	(778,084)
		<u>30,045,289</u>	<u>10,857,201</u>
	Classified as:		
	Current	30,045,289	10,857,201
	Non-current	-	-
		<u>30,045,289</u>	<u>10,857,201</u>
19.1.1	Movement in impairment allowances		
	Balance beginning of year	778,084	1,165,995
	Impairment charge/(writeback) for the year	574,414	(387,911)
	Balance at end of year	<u>1,352,498</u>	<u>778,084</u>
19.2	Financial assets measured at FVOCI		
	Quoted investments	25,008	909,205
	Fair value gain/(loss)	19,879	(123,161)
		<u>44,887</u>	<u>786,044</u>
	Unquoted investments	369,702	187,282
	Fair value gain/(loss)	69,080	182,420
		<u>438,782</u>	<u>369,702</u>
	Changes in fair value reserves		
	At 1 January	652,917	-
	Fair value gain on financial assets at FVOCI	88,959	652,917
	At 31 December	<u>741,876</u>	<u>652,917</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Note	Amounts in thousands of Naira	31-Dec-24	31-Dec-23
	Quoted investments		
	Investment in Fidelity Bank	44,888	-
	Investment in VFD Group Plc	-	786,044
	Unquoted investments		
	Deposit For Shares - Ebdc	82	82
	Investment In Artsplit	176,000	314,956
	Investment In Vfd-Mfb	262,500	54,464
	Investment In Green Shuttle	-	200
		<u>438,582</u>	<u>369,702</u>
20	Other assets		
	Financial assets		
	Due from related parties	111,253	1,330,285
	Other receivables	343,863	1,063,374
	Operating lease receivables	549,996	424,995
	Deposit for shares	198,081	88,828
		<u>1,203,194</u>	<u>2,907,482</u>
	Impairment	(241,401)	(192,268)
		<u>961,792</u>	<u>2,715,214</u>
	Non-financial assets		
	Withholding tax receivable	582,301	493,896
	Prepayments	101,635	978,794
		<u>683,936</u>	<u>1,472,690</u>
	Total	<u>1,645,728</u>	<u>4,187,904</u>
	Current	865,346	3,605,180
	Non-current	<u>780,383</u>	<u>582,724</u>
		<u>1,645,728</u>	<u>4,187,904</u>
20.1	Movement in impairment allowance		
	Balance at beginning of year	192,268	20,000
	Charge during the year	49,133	172,268
	Balance at end of year	<u>241,401</u>	<u>192,268</u>
21	Operating lease asset - Motor vehicles		
	Cost		
	At beginning of year	4,036,525	1,546,261
	Additions	-	2,536,464
	Disposals	(63,200)	(46,200)
	Balance at end of year	<u>3,973,325</u>	<u>4,036,525</u>
	Accumulated depreciation		
	At beginning of year	(1,383,970)	(1,039,243)
	Charge for the year	(618,146)	(367,260)
	On disposal	63,200	22,533
	Balance at end of year	<u>(1,938,916)</u>	<u>(1,383,970)</u>
	Carrying amount at the end of the year	<u>2,034,409</u>	<u>2,652,555</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Note Amounts in thousands of Naira

22 Property, plant and equipment

Cost	Land & Building N'000	Work in Progress N'000	Furniture & Fittings N'000	Motor Vehicles N'000	Office Equipment N'000	Computer Equipment N'000	Total N'000
Balance at 1 January 2023	-	-	13,753	131,240	7,744	13,850	152,737
Addition	590,532	-	376	25,280	1,266	-	617,454
Disposal				(13,000)			(13,000)
As at 31 December 2023	590,532	-	14,129	143,520	9,010	13,850	771,041
Accumulated depreciation							
Balance at 1 January 2023	-	-	9,298	62,439	2,489	7,828	82,054
Depreciation charge for the year	-	-	1,198	28,327	1,605	2,069	33,199
Disposal				(6,365)			(6,365)
As at 31 December 2023	-	-	10,496	84,401	4,094	9,897	108,888
Net Book Amount at 31 December 2023	590,532	-	3,633	59,119	4,916	3,953	662,153
Cost	Land & Building N'000	Work in Progress N'000	Furniture & Fittings N'000	Motor Vehicles N'000	Office Equipment N'000	Computer Equipment N'000	Total N'000
Balance at 1 January 2024	590,532	-	14,129	143,520	9,010	13,850	771,041
Addition	226,101	187,689	-	-	-	-	413,789
As at 31 December 2024	816,633	187,689	14,129	143,520	9,010	13,850	1,184,830
Accumulated depreciation							
Balance at 1 January 2024	-	-	10,496	84,401	4,094	9,897	108,888
Depreciation charge for the year	-	-	1,170	23,783	1,533	1,604	28,090
As at 31 December 2024	-	-	11,666	108,184	5,627	11,501	136,978
Net Book Amount at 31 December 2024	816,633	187,689	2,463	35,336	3,383	2,348	1,047,852

a) Estimates of useful life and residual value, and the method of depreciation, are reviewed at a minimum at each reporting period. Any changes are accounted for prospectively as a change in estimate.

b) There were no impairment losses on any class of property, plant and equipment during the year (31 December 2023: Nil).

c) There were no capitalised borrowing costs related to the acquisition of property, plant and equipment during the year (31 December 2023: Nil).

d) All items of property, plant and equipment are non-current.

Work in Progress:

Work in Progress includes expenditure on the on-going remodeling of the the property acquired in 2023 designated as head-office building. At the completion of the remodelling and renovation of the building the total expenditure will be re-classified to land and building and depreciation of the asset will commence.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Note	Amounts in thousands of Naira	31-Dec-24	31-Dec-23
23	Intangible assets		
	Tracking device		
	Cost		
	At 1 January 2024	21,456	21,456
	Additions	-	-
	At 31 December 2024	21,456	21,456
	Amortisation		
	At 1 January 2024	20,656	20,514
	Charge for the year	800	142
	At 31 December 2024	21,456	20,656
	Carrying amounts		
	At 31 December 2024	-	800

a) The Company has no capital commitment as at 31 December 2024 (31 December 2023: Nil).

b) All items of intangible assets are non-current.

24 Goodwill

	Cost		
	At 1 January 2024	4,154,627	4,154,627
	Addition	-	-
	Impairment	-	-
	At 31 December 2024	4,154,627	4,154,627
	At 1 January 2023	4,154,627	4,154,627
	Addition	-	-
	Impairment	-	-
	At 31 December 2023	4,154,627	4,154,627
	Current	-	-
	Non-current	4,154,627	4,154,627

Goodwill is reviewed annually or more frequently for impairment when there are objective indicators that impairment may have occurred by comparing the carrying value to its recoverable amount.

Goodwill is attributable to the acquisition of the business of VFD Bridge Limited effective 1 August 2022.

The recoverable amount of Goodwill as at 31 December 2024 is greater than its carrying amount and is thus not impaired. The recoverable amount was determined using a value-in-use computation as N80.8bn with the CGU being N21.38bn.



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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Goodwill is reviewed annually for impairment, or more frequently when there are indications that impairment may have occurred. Impairment assessment has been performed for the year and no losses on goodwill were recognized as at 31 December 2024 (31 December 2023: Nil)

Goodwill impairment test was done by comparing the value-in-use for the CGU to the carrying amount of the goodwill based on cash flow projections. The approach is based on estimating the free cash flow to equity to determine the value in use. Cash flows were projected for the first 5 years based on operating results, expected future financial performance and past experience. Beyond 5 years, cash flows were assumed to grow at terminal growth rate of 3.06%. A post tax discount rate of 21.34% was applied based on estimate of cost of capital. This was estimated using the Capital Asset Pricing Model. There were no write-downs of goodwill due to impairment during the period. All assumptions are subject to market and economic conditions. However, we do not see possible changes in these assumptions adversely causing the recoverable amounts of the CGU's declining below their carrying amounts.

The key assumptions used in computing the value-in-use for goodwill during the year are as follows:

Terminal growth rate (i) 3.06%

Discount rate (ii) 21.34%

Cash flow forecast

Cash flows were projected based on past experience and actual operating results. These cashflows are based on the expected revenue growth for the entity over this 5-year period.

Discount rate

Post-tax discount rate of 21.34% was applied in determining the recoverable amounts. This was determined by reference to the company's weighted average cost of capital.

Terminal growth rate

The terminal growth rate applied was based on the long term growth rate in GDP of Nigeria.

The key assumptions described above may change as economic and market conditions change. The Group estimates that reasonably possible changes in these assumptions are not expected to cause the recoverable amount of the entity (from which the goodwill arose) to decline below their carrying amount.

Sensitivity analysis of key-assumptions used

	10% increase	10% decrease
Impact of change in discount rate on value-in-use computation	N7.638bn	N9.544bn
Impact of change in growth rate on value-in-use computation	N1.142bn	N1.104bn

There were no write-downs of goodwill due to impairment during the year

25 Commercial notes

Commercial notes	13,319,098	16,046,550
Current	13,319,098	16,046,550
Non-current	-	-
	13,319,098	16,046,550

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Note	Amounts in thousands of Naira	31-Dec-24	31-Dec-23
26 Borrowings			
Bank overdraft		17,168,325	-
Loan		1,491,686	1,443,875
		<u>18,660,011</u>	<u>1,443,875</u>
26.1 Bank overdraft			
Fidelity Bank		4,918,389	-
Globus Bank		10,952,223	-
Parallex Bank		1,297,714	-
		<u>17,168,325</u>	<u>-</u>
Loans			
Stanbic IBTC Bank		1,491,686	1,443,874
		<u>1,491,686</u>	<u>1,443,874</u>
26.1.1 Movement in Stanbic IBTC Bank loan			
Opening		1,443,874	-
Additions		597,960	1,563,550
Interest charges		402,348	147,273
Management fee and other charges		-	14,104
Repayment		(952,496)	(281,053)
Closing		<u>1,491,686</u>	<u>1,443,874</u>
Current		430,561	323,440
Non-current		1,061,125	1,120,434
		<u>1,491,686</u>	<u>1,443,874</u>
This represents a Vehicle Acquisition Facility (VAF) of N1.7 Billion granted by Stanbic IBTC Bank to Atiat Limited. The facility is at the rate of 27% (19.5% at inception in 2023) for a period of 48 months, inclusive of 3 months moratorium			
27 Other liabilities			
Financial liabilities			
Due to related parties		2,119	5,119
Accrued expenses		269,452	239,551
Account payable		16,280	73,219
		<u>287,851</u>	<u>317,889</u>
Non-financial liabilities			
VAT payable		70,396	26,111
WHT payable		250,001	237,937
		<u>320,397</u>	<u>264,047</u>
		<u>608,248</u>	<u>581,936</u>
Current		608,248	581,937
Non-current		-	-
		<u>608,248</u>	<u>581,937</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Note	Amounts in thousands of Naira	31-Dec-24	31-Dec-23
28 Current tax liabilities			
At beginning of year		321,959	201,317
Current tax charge		285,974	166,470
Payment during the year		(86,773)	(45,828)
Balance at end of period		<u>521,161</u>	<u>321,959</u>
29 Deferred tax			
29.1 Deferred tax asset			
Balance at beginning of year		-	3,298
Temporary difference		-	(3,298)
Balance at end of period		<u>-</u>	<u>-</u>
29.2 Deferred tax liabilities			
Deferred tax liability		<u>237,432</u>	<u>236,935</u>
Current		-	-
Non-Current		<u>237,432</u>	<u>236,935</u>
		<u>237,432</u>	<u>236,935</u>
Movement in deferred tax liabilities			
Balance at beginning of year		236,935	81,407
Temporary difference		497	155,528
Balance at end of period		<u>237,432</u>	<u>236,935</u>
The breakdown of deferred tax is as follows:			
Property plant and equipment		440,150	236,935
Impairment loss allowance		(202,718)	-
		<u>237,432</u>	<u>236,935</u>
30 Share capital			
Authorised			
600,000,000 ordinary shares of 50kobo each		<u>300,000</u>	<u>300,000</u>
Issued			
600,000,000 ordinary shares of 50kobo each		<u>300,000</u>	<u>300,000</u>
Movement in issued share capital:			
At beginning of year		300,000	300,000
Balance at end of period		<u>300,000</u>	<u>300,000</u>
31 Share premium			
Share premium		<u>5,544,519</u>	<u>5,544,519</u>
At beginning of year		5,544,519	5,544,519
Balance at end of period		<u>5,544,519</u>	<u>5,544,519</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Note	Amounts in thousands of Naira	31-Dec-24	31-Dec-23
32 Retained earnings			
At beginning of year		71,430	(483,352)
Profit or loss for the period		946,880	674,782
Transfer from revaluation reserve		19,881	-
Transfer from fair value reserve		470,497	-
Dividend paid		-	(120,000)
Balance at end of period		<u>1,508,688</u>	<u>71,430</u>
33 Revaluation reserve			
At beginning of year		216,823	216,823
Transfer to retained earnings (i)		(19,881)	-
Balance at end of period		<u>196,942</u>	<u>216,823</u>
34 Fair value reserve			
At beginning of year		652,917	-
Fair value gain on FVTOCI financial assets		88,958	652,917
Transfer to retained earnings (ii)		(470,497)	-
Balance at end of period		<u>271,378</u>	<u>652,917</u>
<p>(i). During the year, the Company disposed of some of its operating leased motor vehicles, which had previously been revalued. The revaluation surplus related to these assets was recognised in Other Comprehensive Income (OCI) and credited to the revaluation reserve in equity. In accordance with IAS 16, upon disposal of the leased assets, the cumulative revaluation surplus of N19.8 million was transferred from the revaluation reserve to retained earnings. This transfer appropriately reflects the revaluation surplus in the Company's equity, as IAS 16 specifies that such surpluses should be realised and transferred to retained earnings upon disposal of the revalued assets.</p> <p>(ii). During the year, the Company disposed of its equity instruments in VFD Group Plc, which was initially designated at Fair Value Through Other Comprehensive Income (FVOCI). In accordance with IFRS 9, the cumulative gains recognized in Other Comprehensive Income (OCI) related to this equity instrument amounted to N460.5 million. Upon disposal, these cumulative gains were transferred from the fair value reserve to retained earnings. This transfer ensures that the gains are appropriately reflected in the Company's equity, as IFRS 9 specifies that such gains should not be reclassified to profit or loss but should remain within equity.</p>			
35 Investment in subsidiary	Location		
Atiat Insurance Brokers Limited	Nigeria	<u>74,615</u>	<u>74,615</u>

Atiat Insurance Brokers Limited is a subsidiary of Atiat Limited. The company is into the provision of insurance brokerage services.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Atiat Insurance Brokers Limited is a subsidiary of Atiat Limited. The company is into the provision of insurance brokerage services.

36 CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

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

37 RELATED PARTY DISCLOSURES

A number of transactions are entered into with related parties during the normal course of business.

Parties are considered to be related if one party has the ability to control the other party or exercise influence over the other party in making financial and operational decisions, or one other party controls both. Related parties include subsidiaries, associates, joint ventures as well as key management personnel.

Transactions with key management personnel

Key management personnel are defined as those persons having authority for planning, directing and controlling the activities of the Company. Key management personnel include both Non-Executive and Executive Directors.

Atiat Limited is a subsidiary of VFD Group Plc. The transactions with key management personnel during the year has been disclosed in note 14.

Identities of related entities

Names	Relationship
VFD Group Plc	Parent Company
VFD Microfinance Bank Limited	Co - subsidiary of Parent Company
VFD Ghana Limited	Co - subsidiary of Parent Company
VFD Tech Limited	Co - subsidiary of Parent Company
Anchoria Asset Managent Limited	Co - subsidiary of Parent Company
Anchoria Securities Limited	Co - subsidiary of Parent Company
Anchoria Advisory Services Limited	Co - subsidiary of Parent Company
Herel Plc	Co - subsidiary of Parent Company
Template Limited	Co - subsidiary of Parent Company
Cedi Capital Microfinance Bank Limited	Indirect subsidiary of Parent Company
Movis Logistics Limited	Indirect subsidiary of Parent Company
Rockshield Assets Management Limited	Associate of Parent Company
Movis Nigeria Limited	Associate of Parent Company
Produce Studio Limited	Associate of Parent Company
O'Spaces Nigeria Limited	Associate of Herel Limited
HSE Gourmet Limited	Associate of Herel Limited
EBAR Metro	Associate of Herel Limited
Atiat Insurance Brokers Limited	Direct subsidiary

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

	31-Dec-24	31-Dec-23
Details of balances and transactions with related parties are disclosed as follows:		
Cash and cash equivalents:		
VFD Microfinance Bank Ltd - Cash at Bank	14,496	2,140
Anchoria Asset Management Ltd - Fixed deposit	78,096	69,417
	92,592	71,557
Due from related entities:		
Atiat Insurance Brokers	8,336	598
VFD Group Plc	43,716	213,912
VFD Microfinance Bank Ltd	-	1,003,517
Cedi Capital Microfinance Bank Ltd	346	346
	52,398	1,218,373
Due to related entities:		
VFD Group Plc	2,047	5,047
	2,047	5,047
Commercial notes:		
Anchoria Asset Managent Ltd	-	4,483,333
Anchoria Invstment & Securities Ltd	2,497	2,289
Atiat Insurance Brokers Ltd	52,738	16,724
	55,235	4,502,346

38. EVENTS AFTER REPORTING PERIOD

The Parent Company - VFD Group Plc early in 2025 indicated their decision to sell their entire holding of 343,546,646 shares representing 57.2% stake in Atiat Ltd and by February 2025 the divestment was fully consummated. The total consideration for the divestment was N7,214,479,566.

The divestment presented by VFD Group Plc opens up new opportunities for Atiat Ltd to pivot into its expansive growth plans that will allow new partners benefit from Atiat's growing financial services ecosystem.

The transaction occurred after the reporting date and did not constitute an adjusting event to the financial position as at 31 December 2024.

05 OTHER NATIONAL DISCLOSURES

- Statement of Value Added
- Five Year Financial Summary



STATEMENT OF VALUE ADDED

FOR THE YEAR ENDED 31 DECEMBER 2024

Figures in thousands of Naira	31-Dec-24	%	31-Dec-23	%
Value added by operating activities				
Gross earnings	9,726,071		7,060,977	
Interest expense	(2,072,100)		(2,607,923)	
Finance cost	(2,174,557)		(348,958)	
	5,479,414		4,104,096	
Impairment charge	(623,749)		215,643	
Bought - in materials and services	(2,872,677)		(2,332,042)	
Value added	1,982,988	100	1,987,697	100
Applied to pay:				
To pay employees				
Personnel expenses	675,543		587,601	
	675,543	34	587,601	30
To pay government				
Income tax expense	(286,471)		325,296	
	(286,471)	-14	325,296	16
To be retained in the business for expansion and future wealth creation:				
Value reinvested				
Depreciation	646,236		399,876	
Amortisation	800		142	
	647,036	33	400,018	20
Value retained:				
Profit for the year	946,879		674,782	
	946,879	48	674,782	34
Total value added	1,982,988	100	1,987,697	100

Value added represents the additional wealth created by the Company during the reporting period. The statement shows the allocation of wealth among employees, shareholders, government, and that retained for future creation of more wealth.

FIVE YEAR FINANCIAL SUMMARY

FOR THE YEAR ENDED 31 DECEMBER 2024

Statement of Financial Position as at 31 December 2024

Figures in thousands of Naira	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21	31-Dec-20
Assets					
Cash and cash equivalents	1,681,288	1,671,343	1,075,636	349,391	99,579
Financial assets	30,528,958	12,012,947	14,872,381	3,739,247	942,550
Other assets	1,645,728	4,187,904	1,003,063	630,430	461,306
Operating lease assets	2,034,409	2,652,556	507,018	134,637	359,412
Property, plant and equipment	1,047,852	662,153	84,533	19,207	15,121
Intangible assets	-	800	942	7,143	8,882
Goodwill	4,154,627	4,154,627	4,154,627	-	-
Deferred tax assets	-	-	3,298	42,762	176,230
Investment in subsidiary	74,615	74,615	-	-	-
Total Assets	41,167,477	25,416,945	21,701,498	4,922,817	2,063,080
Liabilities					
Commercial notes	13,319,098	16,046,550	10,877,555	3,482,378	1,194,386
Borrowings	18,660,011	1,443,874	4,315,767	198,422	-
Other liabilities	608,248	581,938	647,462	830,253	197,503
Current tax liabilities	521,161	321,959	201,317	63,344	109,698
Deferred tax liabilities	237,432	236,935	81,407	20,619	71,899
Total Liabilities	33,345,950	18,631,256	16,123,508	4,595,016	1,573,486
Shareholders' Equity					
Share capital	300,000	300,000	300,000	271,818	271,818
Share premium	5,544,519	5,544,519	5,544,519	206,182	206,182
Revaluation reserve	196,942	216,823	216,823	253,531	264,972
Retained earnings/(Accumulated losses)	1,508,688	71,430	(483,352)	(403,730)	(253,378)
Fair value reserve	271,378	652,917	-	-	-
Total Equity	7,821,527	6,785,689	5,577,990	327,801	489,594
Total Liabilities and Equity	41,167,477	25,416,945	21,701,498	4,922,817	2,063,080

Statement of Profit or Loss and Other Comprehensive Income

Gross earnings	9,726,071	6,215,061	2,045,026	1,444,388	1,683,180
Lease rental income	3,463,202	2,403,648	1,448,359	1,266,752	1,282,800
Direct leasing expenses	(1,920,322)	(1,304,877)	(860,864)	(720,950)	(717,235)
Net leasing income	1,542,880	1,098,771	587,495	545,802	565,565
Interest income	5,801,070	4,482,939	4,640,542	721,929	121,742
Interest expense	(2,072,100)	(2,607,923)	(1,989,739)	(214,170)	(74,607)
Other income	461,799	174,390	126,160	56,345	39,846
Other operating expenses	(2,325,741)	(1,799,141)	(2,211,800)	(1,103,391)	(546,956)
Finance cost	(2,174,557)	(348,958)	(515,069)	(36,997)	(41,207)
Profit/(loss) before taxation	1,233,350	1,000,078	637,589	(30,482)	64,383
Taxation	(286,471)	(325,296)	(236,809)	(131,311)	(46,741)
Profit/(loss) for the year	946,879	674,782	400,780	(161,793)	17,642
Earnings/(loss) per share (Basic) (Kobo)	183	119	71	(30)	3

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