Vivo energy
Mauritius

Annual Report
2024

Our values, **vision and purpose**

Our values

Our core values are safety, excellence, caring, respect and integrity.

- Safety: The health and safety of our employees, contractors, customers and communities are at the centre of how we operate.
- Excellence: Being the best you can be. Striving for high standards, efficiency, reliability and growth in everything we do to deliver our leading position.
- Caring: Demonstrating care, empathy and compassion – always treating our employees, customers, communities and the environment with respect and thoughtfulness.
- Respect: Creating an inclusive environment and treating all with dignity, equity and fairness.
- Integrity: Always being honest and adhering to a strong moral code and principles, in all business dealings.

Our vision

Our vision is to be Africa's leading and most respected energy business.

Our purpose

Our purpose is to safely provide innovative and responsible energy solutions to Africa, which enable growth and development of the continent and its people.

Who we are

Established in 2011, we are the company behind the Shell brand in the Mauritian market. We source, distribute, market and supply high-quality fuels and lubricants through service stations and directly to commercial customers, in addition to providing a growing non fuel retail offering – making our customers' experience with us more convenient and rewarding.

Retail

Retail is the engine that powers our growth. At the end of 2024, our network comprised 52 service stations across the country.

RETAIL FUEL

Sale of petrol, diesel and V-Power at Shell-branded service stations in Mauritius.

NON-FUEL RETAIL

Convenience retail shops, quick service restaurants, and other services such as car wash.

Commercial

Our Commercial business not only ensures a reliable supply of high-quality fuels and energy to customers, but also supports those customers with extensive, trusted services.

AVIATION AND MARINE

Supplying aviation fuel and bunkering for marine traders and other shipping companies.

Lubricants

We distribute and market Shell Lubricants in Mauritius.

RETAIL LUBRICANTS

Providing products to consumers at our service station forecourts and at franchise workshops, garages and resellers.

COMMERCIAL LUBRICANTS

Supplying specialist lubricants to B2B customers through a network of distributors.

2024 highlights

Revenues
(MUR million)
18,997
+8%

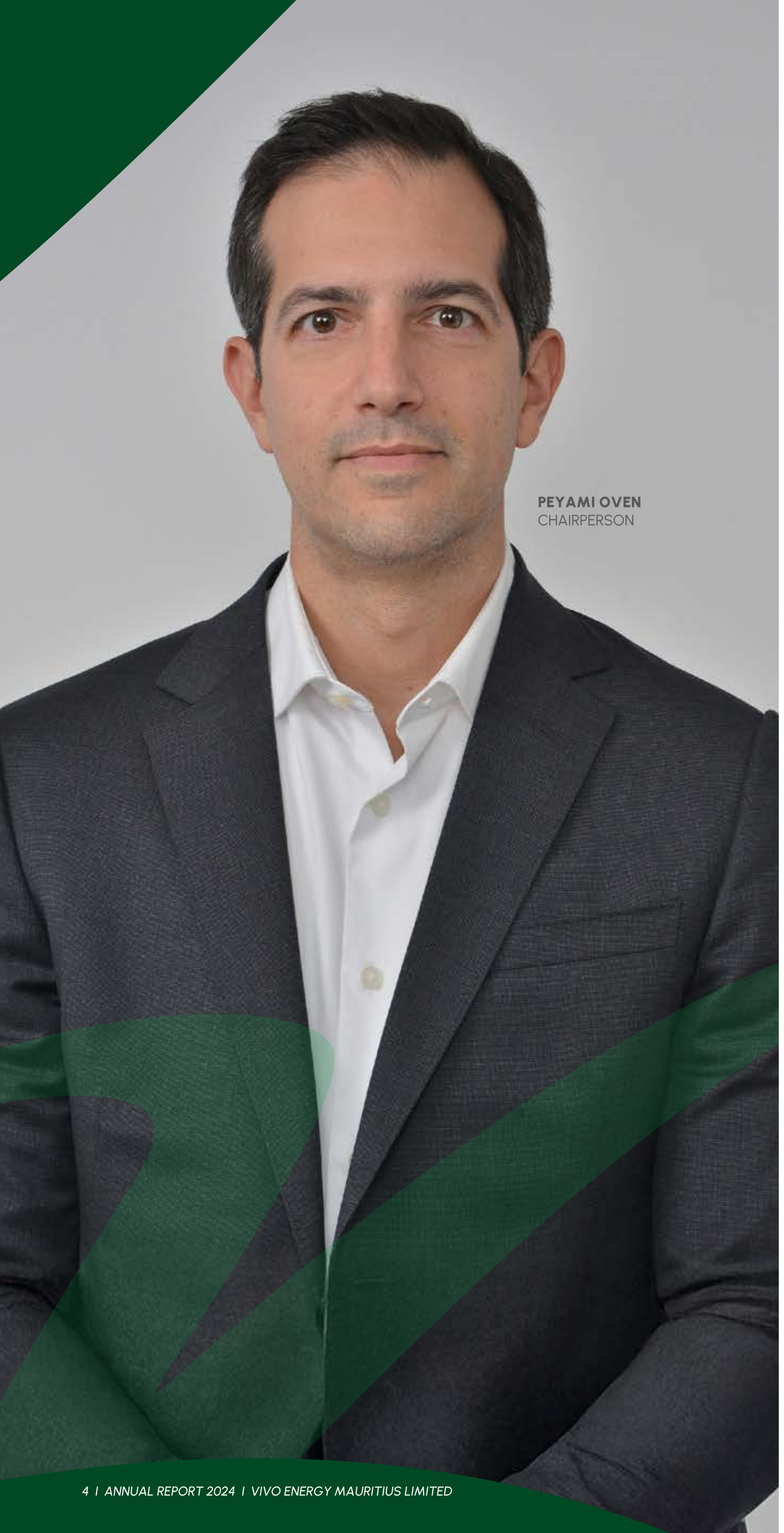
Volumes
(million litres)
502
+15%

Service stations
(total)
52

Net Income
(MUR million)
517
+9%

EBIT
(MUR million)
630
+13%

Chairperson's **message**



PEYAMI OVEN
CHAIRPERSON

"In alignment with our updated company values and shared vision, **we remain focused on building a work environment that embraces diverse perspectives."**

Dear Shareholders,

I am pleased to present Vivo Energy Mauritius Limited's (VEML) Annual Report for the financial year ending 31 December 2024. We are proud to report a year of solid performance, marked by increased volumes and lower administrative expenses compared to 2023 despite facing inflationary pressures. These results are a testament to the strength of our strategic initiatives and the dedication of our teams.

In 2024, we reinforced our Hearts and Minds safety culture programme, designed to encourage a proactive and responsible approach to safety across all levels of our organisation. We have been able to achieve our aim of "goal zero" with no significant incidents despite the increased exposure hours due to increased activities.

The safety campaign, held across the Group and at VEML, served as an excellent platform to reinforce and strengthen our commitment to a robust HSSEQ culture. Employees actively participated in a range of activities, including quizzes, depot and site visits, and weekly toolbox talks, all designed to deepen awareness and engagement around health, safety, security, environment, and quality practices.

Supporting the professional development of our employees remained a core priority. We continued to offer a wide range of career advancement opportunities through mentorship programmes, training, and internal promotions.

Our goal is to empower our employees to reach their highest potential and foster leadership development across all functions of the organisation thus ensuring our people grow as our business grows.

We are committed to creating an inclusive workplace where diversity is celebrated and every individual has the opportunity to thrive. In 2024, women represented 38.5% of our total workforce and management team, up from 35% in 2023 and 33% in 2022 - a milestone that reflects our ongoing efforts to improve gender diversity across all levels of the organisation.

During the year, we updated our core values to safety, excellence, caring, respect and integrity, and are working to ensure these are deeply embedded in our mission and organisational evolution, providing the foundation for our long-term success.

In alignment with our updated company values and shared vision, we remain focused on building a work environment that embraces diverse perspectives and enables all employees to contribute to their full potential.

In early 2025, we took another important step in our evolution by launching a refreshed corporate brand, complete with a new logo and brand identity. This rebranding encapsulates our energy, dynamism, and ambition as a leading African brand. It unifies our Group and strengthens our leadership within Africa's energy sector. This milestone reflects not only our growth but also our ongoing vision to be Africa's leading and most respected energy business. At the heart of our vision is the unwavering dedication to doing business the right way by engaging meaningfully with our stakeholders and prioritising Health, Safety, Security, Environment, and Quality (HSSEQ) in all aspects of our operations.

Looking ahead, our theme for 2025, "Bigger, Bolder, Better – Together", perfectly captures our collective ambition to build on the successes of 2024. As a unified team, we will continue to tackle new challenges, seize emerging opportunities, and drive even greater impact, fortifying Vivo Energy Mauritius for the future.

Our sustainability strategy remains focused on the key pillars that matter most to our stakeholders: people, planet, and partnerships. Through these guiding principles, we aim to create value that transcends business, contributing positively to our communities and the environment.

We remain committed to provide high-quality products and services to our customers, while collaborating with stakeholders to meet their evolving needs. While our corporate identity has evolved, our commercial brand, Shell, remains unchanged in Mauritius. Shell Lubricants continues to lead the global market, having been recognised as the number one global supplier for the eighteenth consecutive year, according to Kline, an independent market research and consulting firm.

As we move forward, I have full confidence in our team's ability to continue driving growth, ensuring customer satisfaction, and upholding HSSEQ as our top priorities.

In conclusion, I would like to extend my heartfelt thanks to the Board for their steadfast commitment throughout the year. I also wish to express my sincere appreciation to our outgoing Chairman, Hans Paulsen, for his exceptional leadership and invaluable contributions. It is both an honour and a privilege to carry the torch and lead this extraordinary organisation forward. Finally, I would like to express my profound gratitude to our shareholders. Your trust and confidence are vital to our continued success, and we are truly grateful for your ongoing support.

Peyami Oven
Chairman
22 April 2025

Vivo energy Mauritius

Managing **Director's report**

FOUAD KHFIFI
MANAGING DIRECTOR

"We are committed to fostering **an organisation built on empowered and skilled talent."**

Dear Shareholders,

Throughout 2024, we successfully maintained a record of no major incidents, thus achieving our "Goal Zero" objective - zero harm to people and zero harm to the environment. Safety continued to be our top priority. "Goal Zero" reflects our commitment to the well-being of our employees, our responsibility to all our stakeholders, and our dedication to our core values. Additionally, we have made some significant progress in competency development and have elevated the overall standards within our business operations. A special focus was placed on cybersecurity risks, which remain a concern. Vigilance is essential, and we provided continuous training throughout the year on this important topic to maintain preparedness.

I would like to take this opportunity to express my sincere appreciation to the Board of Directors for their unwavering support and valuable guidance, as well as to our employees for their dedication and hard work throughout the year. I also extend my gratitude to our customers and partners for their continued trust and loyalty. The collective efforts and contributions of everyone were instrumental in driving our success.

Business Performance

2024 proved to be a dynamic year, both locally and internationally. Both inflation and changes in exchange rates had an impact on our operating costs. Nevertheless, we achieved strong sales volumes, thanks to the effectiveness of our operational strategies and our customer-centric approach.

Our Marine business performed well in 2024, with notable growth in the bunkering sector. Additionally, the recovery of the tourism industry had a positive impact on our aviation business. Net profit after tax increased by 9% compared to 2023, thanks to volume impact and proactive cost-control measures, despite the wholesale margin on regulated products remaining unchanged since 2020.

Diversity and People

We are committed to fostering an organisation built on empowered and skilled talent. Our focus on continuous talent development ensures that our workforce is equipped with the knowledge and capabilities needed to meet evolving business demands.

We have made significant progress in advancing gender diversity. By prioritising both professional development and diversity, we are creating a more inclusive, dynamic, and forward-thinking organisation.

In 2024, Vivo Energy actively sought the contributions of employees in shaping the direction of our organisational values, and the Group launched a set of new values: Safety, Excellence, Caring, Respect, and Integrity. By embedding these values into our daily operations, we ensure that our employees' perspectives and aspirations are integrated into the very foundation of our work, fostering a stronger sense of engagement and commitment across the organisation.

Community

In line with our commitment to societal progress, we have continued to focus on making meaningful contributions in education, healthcare, and renewable energy. Over the past year, we implemented a variety of initiatives aimed at improving community well-being, expanding access to education, and supporting sustainable development projects.

Our Green Champions programme has been instrumental in reducing our environmental impact, including the adoption of digital invoicing to minimise paper usage and promoting waste sorting within our offices. Beyond these internal efforts, we actively supported several community initiatives, in partnership with local NGOs and social centres, focused on health, education, and welfare. We expanded our health programmes and contributed to food security by increasing the number of aquaponics farms provided to the community from 10 in 2023 to 16 in 2024. Our ongoing commitment to youth development is reflected in donations to the School for the Deaf and the promotion of healthy lifestyles through sports. These initiatives underscore our dedication to fostering a sustainable and inclusive future for the communities we serve.

Sustainability

As part of our commitment to sustainability, Vivo Energy has developed a comprehensive framework to guide our Environmental, Social, and Governance (ESG) initiatives. This framework is focused on the key areas that matter most to both our business and stakeholders. It is built around three fundamental pillars: People, which emphasises the safety and empowerment of our teams; Planet, dedicated to minimising our environmental impact; and Partnerships, where we strive to lead by example and promote collaboration. Through this approach, we ensure that we consistently drive long-term, sustainable value across all facets of our operations. In Mauritius, we remain committed to innovation and the continuous development of impactful initiatives.

Growth

We continue to work diligently to better serve our customers by bringing innovative solutions, diversifying our offerings, and continuously improving our customer value proposition, all with a vision to grow our business through sustainable investment.

Our commitment to customer satisfaction is evident in the expansion of Shell V-Power availability, which has increased from 14 to 23 sites across our network of 52 stations. The feedback from our customers has been overwhelmingly positive, particularly regarding the quality, availability, and benefits of our premium fuel, Shell V-Power.

Additionally, our food offerings have been met with success at two of our stations, with the opening of a new KFC outlet at Shell Roche Bois and a Panarottis outlet at Shell Flacq. These new additions reflect our ongoing efforts to enrich the customer experience.

As we celebrate 120 years of Shell's presence in Mauritius, we take pride in our legacy of trust and excellence. Looking ahead, we are also excited to mark the tenth anniversary of the lightweight LPG composite cylinder in Mauritius in 2025, underscoring our long-standing commitment to innovation and sustainability. This milestone highlights our continued growth and evolution, driven by commitment and support of our customers.

Outlook

Looking ahead to 2025, I am optimistic about the growth opportunities that await Vivo Energy Mauritius. Our theme for 2025 is "Bigger, Bolder, Better - Together," and we are ready to broaden our reach and pursue ambitious initiatives. In doing so, we are committed to executing our plan effectively and delivering a fair return to our shareholders, ensuring long-term value and success for all stakeholders involved.

On behalf of the Board, I would like to thank our outgoing Chairman, Hans Paulsen, and am pleased to warmly welcome Mr. Peyami Oven as his successor and our new Chairman. With his extensive experience and expertise, we are confident that he will make a significant contribution to the continued success and growth of Vivo Energy Mauritius.

Fouad Khfifi
Managing Director
22 April 2025

Vivo energy
Mauritius

Review of
operations

Retail

In 2024, our Retail business continued to grow through its existing network and through the new retail site delivered during the year.

Retail fuel

VEML, is the market leader in this segment and operates the largest retail network on the island. In the last quarter of the year, we expanded our network with the opening of our 52nd service station at Pierrefonds. This strategic addition further strengthens our network coverage, providing customers with access to Shell's differentiated products. Furthermore, we extended the availability of our premium fuel, Shell V-Power Unleaded from 14 to 23 strategically located service stations, significantly enhancing our reach and accessibility for customers to our products and services.

Shell Club

As part of our commitment to rewarding customer loyalty, we offer our Shell Club members a comprehensive loyalty programme featuring a variety of rewards and special incentives. Through exclusive marketing campaigns, Shell Club members were granted once-in-a-lifetime experiences, including access to the world of Ferrari in Zandvoort and Maranello, reinforcing our brand's connection with exclusive and unforgettable experiences.

F1 for Two

To promote our premium fuel, Shell V-Power, we launched a three-month campaign. As part of this initiative, two lucky winners were awarded a luxurious experience, including business class flights, high-end accommodation, and exclusive access to the Shell Suite with a top-tier restaurant during the Zandvoort Grand Prix in the Netherlands. The winners also received a special Shell Ferrari gift and VIP status at Shell Motorsport events. In addition to the grand prize, 75 other participants won a Bluetooth-controlled F1 Motorsport miniature car.

Forza Maranello

As part of our year-end campaign, we offered a VVIP Ferrari experience in Maranello, Italy. Our two grand prize winners enjoyed an all-inclusive trip, featuring VIP access to a private tour, business class flights, three nights at a luxury hotel, and a $1,000 spending allowance per person. This unforgettable experience included a guided tour of Maranello, a visit to the Ferrari Museum with lunch, a Ferrari driving session on the Fiorano track, and the opportunity to explore Shell's advanced technologies developed for Ferrari. This once-in-a-lifetime adventure fully immersed our two lucky winners in the world of Ferrari, creating lasting memories and a true highlight for their passion for cars and Formula 1.

Additionally, ten lucky winners received a luxurious weekend for two at a five-star hotel, with full-board accommodation.

Convenience Retailing

In line with our ongoing efforts to enhance customer convenience, we continued to expand our non-fuel retail offerings during 2024. We introduced Panarottis' first-ever drive-thru concept in Africa at our Flacq service station, alongside the opening of a KFC outlet at our Roche Bois service station. These new initiatives reflect our commitment to transforming Shell service stations into vibrant community hubs where customers can not only refuel but also relax, enjoy quality food, and access a wide range of services in one convenient location.

Commercial

2024 was another successful year of collaboration with our customers, focused on supporting their diverse activities. Our commitment to delivering high-quality products and services contributed to improving the efficiency and productivity of our industrial clients. The close relationships we share with our customers enabled the renewal of several key agreements. We remain dedicated to enhancing the customer experience through the highest standards of service and HSSEQ (Health, Safety, Security, Environment and Quality).

Fuels

In the Commercial Fuels sector, we successfully expanded our customer base with a strong focus on safety, quality and cost optimisation to offset the impact of inflation and remain competitive. Our steadfast commitment to providing high-quality fuels ensured uninterrupted operations for industries, with no quality-related issues. Additionally, we supplied fuel to several major infrastructure projects and social housing initiatives, further cementing our position as the leading supplier in this sector.

Lubricants

The Commercial Lubricants sector also saw strong performance in 2024. Through continued collaboration with our partners and suppliers, we were able to safeguard and grow our customer base. Despite a competitive market, our focus on quality and solid relationships has enabled us to retain our leadership position. Shell Lubricants reaffirmed its global leadership for the 18th consecutive year, as confirmed by an independent annual survey conducted by Kline, a globally recognised market research and advisory firm.

Throughout the year, we engaged in various customer-facing initiatives, including technical training sessions that reinforced the value and performance of our products. A key highlight was our three-day workshop, where we brought together stakeholders from industries such as construction, agriculture, power, franchises, and independent workshops. Led by Shell Lubricants' Technical Lead Manager, the event provided invaluable insights, bolstering customer trust and understanding of our offerings.

We also focused on enhancing our visibility and strengthening our brand presence. A major achievement was the opening of our first top-tier workshop in the heart of the island, underscoring the trust stakeholders place in the Shell Lubricants brand and the superior quality of our products. As we continue to expand our reach and deepen relationships, we remain committed to delivering innovative solutions that drive performance and create long-term value for our customers.

Liquefied Petroleum Gas (LPG)

VEML has been played a key role in supporting our customers to meet growing demand following the recovery in the hospitality sector. We expanded our customer base within the food and industrial sectors, leveraging our expertise and timely project execution. The packed LPG segment saw continued growth, with Shell Gas Lite becoming a preferred choice among Mauritian households. We invested in new cylinders and the recertification of existing ones to ensure that every cylinder entering a home meets the highest safety standards. Additionally, we continued our training programme to raise awareness on the safe use of LPG. A major highlight was the comprehensive drill and evacuation exercise conducted at a prominent mall, designed to test the public's and customers' response in the event of a safety issue.

Aviation

Tourist arrivals to Mauritius rose by approximately 6% in 2024 compared to the previous year. This increase in tourist traffic prompted flight operators to expand their schedules. As a result, VEML successfully secured supply contracts with several airlines, further solidifying our position in the aviation sector.

The Joint Inspection Group (JIG) distinction awarded to SSR International Airport for operational excellence in aircraft refuelling has now been updated to a two-year review cycle. This places SSR International Airport among the top 10 globally recognised airports for safety and operational excellence in depot, hydrant, and aircraft refuelling operations.

Marine

Our Marine business delivered good results in 2024, with significant growth in the bunkering sector. This growth was primarily driven by the suspension of bunkering at Port Elizabeth in South Africa—one of the region's key bunkering hubs—and the ongoing instability in the Red Sea region. Moving forward, our focus will remain on strengthening customer relationships with traders, agents, and vessel owners, ensuring reliable supply and fostering long-term trust.

Vivo energy
Mauritius

Review of **operations**

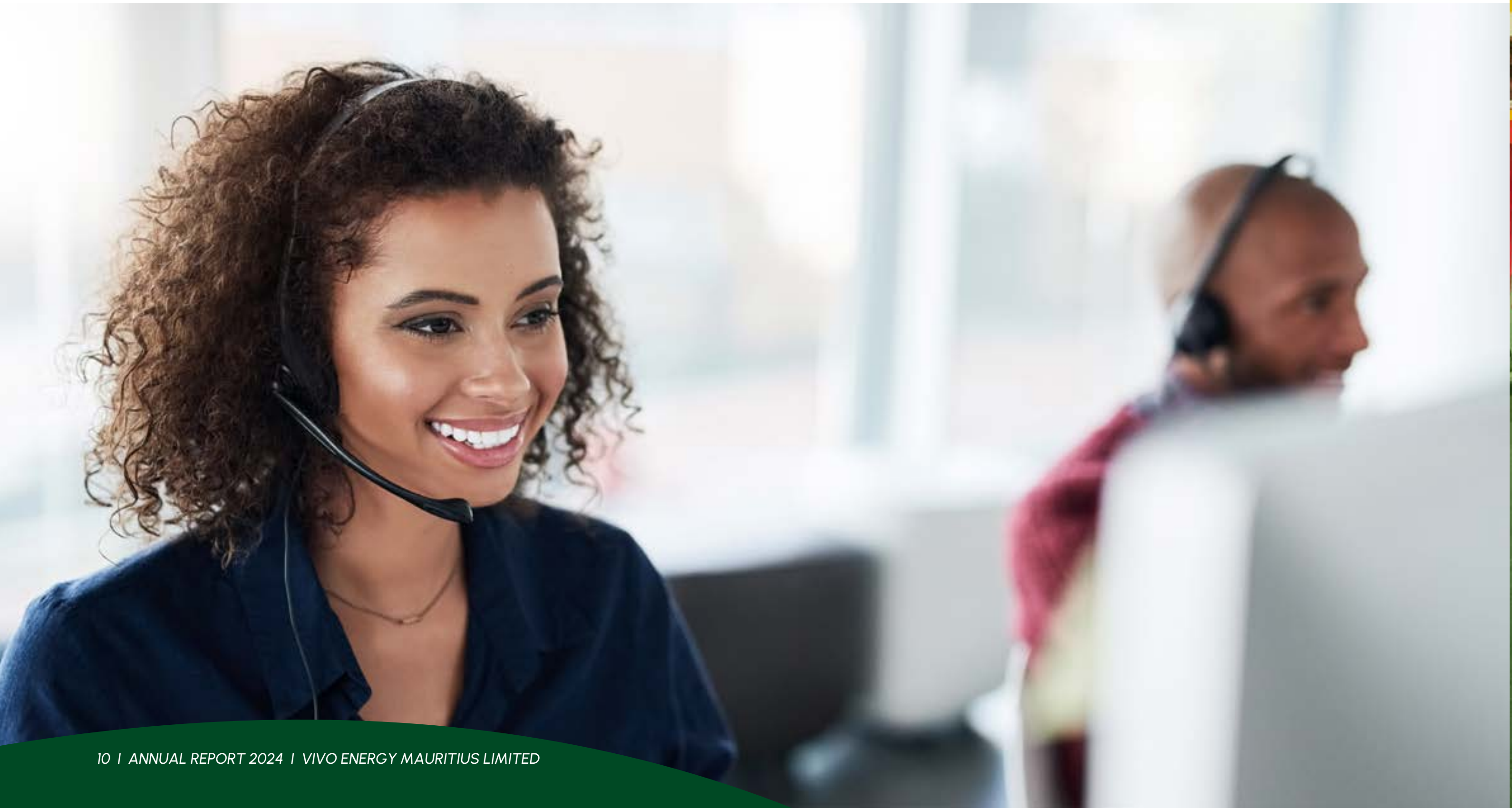
Product Supply **and Distribution**

We operate three key depots in Mauritius: Roche Bois, Causeway, and Fort William. Additionally, we manage Energy Storage Company Limited, a joint venture in LPG storage in which VEML holds a 50% equity stake. Since 2023, we have also been managing the Joint Utilisers Hydrant Installations (JUHI) and the Jet A1 storage depot, as well as the Joint Into Plane (JIP) aircraft refuelling operations at SSR International Airport.

Moreover, we hold a 20% stake in Mer Rouge Oil Storage Terminal Company Limited, an associate company established with other oil companies and the State Trading Corporation to strategically store diesel and motor gasoline. Since 2023, we have also been operating three semi-automated LPG bottling lines at the Roche Bois depot. Our outsourced fleet of bulk delivery vehicles efficiently distributes fuels to retail outlets, industrial customers, and the airport, while our packed products, such as lubricants and LPG, are delivered via dedicated distributors. Specialised vehicles are used for bulk LPG deliveries, and marine deliveries are facilitated through reticulated pipelines at the marine jetties.

Customer Service Centre

Our in-house Customer Service Centre remains dedicated to supporting both retail and commercial customers through a comprehensive range of services, including order processing, invoicing, and account management. Serving as the first point of contact, the team efficiently addresses customer queries and ensures that all complaint tickets are meticulously tracked and resolved. Beyond issue resolution, the centre plays a crucial role in planning and scheduling lubricant and bulk LPG deliveries, ensuring operational excellence and on-time service. We are committed to continually enhancing the customer experience by streamlining our processes and integrating innovative communication channels, enabling us to deliver faster and more effective solutions while aligning with the evolving needs and expectations of our customers.



Sustainability **framework**

We have a clear and straightforward framework that serves as an umbrella for all our Environmental, Social, and Governance (ESG) initiatives. It guides our approach and helps us focus on the sustainability topics that matter most to us and our stakeholders.

The Vivo Energy Sustainability Framework, comprises three key pillars :

People

Safe and empowered teams

We believe that by keeping our people safe and supported, and by enabling their development, we are able to deliver consistent success as an organisation.

Key priorities

Ensuring the safety of people

Training and development

Enhancing gender diversity

Professional growth opportunities

Employee recognition programmes

Employee well-being initiatives

Employee engagement and feedback

Planet

Minimising the Group's impact

With fuel demand expected to grow, we aim to meet it in the most climate-friendly way possible and minimise the impact on our planet.

Key priorities

Ensuring the safety of our planet

Greenhouse gas management

Product spill prevention

Supporting the energy transition

Societal impact

Partnerships

Leading by example.

Engaging with and supporting the development of our partners and local communities help us gain a better understanding of their needs and concerns. This matters to us because we employ local people and serve local businesses and individuals. Leading by example across our value chain is key to us achieving our vision to be Africa's leading and most respected energy business.

Key priorities

Partnering with communities

Enabling local enterprise

Responsible purchasing

People

We believe that by keeping our people safe and supported, and by enabling their development, we shall be able to deliver consistent success as an organisation.

Ensuring the safety of our people

The safety of our employees, contractors, and customers remains our top priority. We continue to rigorously monitor and assess our Health, Safety, Security, Environment, and Quality (HSSEQ) performance against established benchmarks and peer comparisons. In 2024, we proudly recorded 2,244 days without any major incidents, demonstrating our unwavering commitment to achieving our Goal Zero objective.

This year, we expanded our safety initiatives to ensure a proactive approach to safeguarding our workforce. Our Safety Campaign provided continuous awareness and training, and we organised various drills across key locations, including our own facilities and at our customers and partners sites. These drills aim to enhance preparedness in real-world scenarios. We also continued our fitness to work assessments for employees in safety-critical roles and continued delivering defensive driving training, reinforcing our dedication to safety across all areas of operation.

Training and development

We believe that ongoing training and development is fundamental to our success. We have maintained a strong focus on competency development, ensuring that all our employees are equipped with the skills required to meet the evolving demands of our business. In addition to technical and functional training, we continued to prioritise leadership development and soft skills training to enhance the overall capabilities of our team.

Our commitment to continuous learning is reflected in our training initiatives, which include a blend of e-learning, and in-person programmes aimed at fostering both professional and personal growth for every employee.

Enhancing gender diversity

We are committed to creating an inclusive workplace where diversity is celebrated, and every individual has the opportunity to thrive. We continued to make strides in improving gender diversity across all levels of the organisation and in 2024, women represented 38.5% of our total workforce and management team.

In line with our updated company values and shared vision, we remain focused on fostering an inclusive work environment that encourages diverse perspectives and enables all employees to contribute to their full potential.

Professional growth opportunities

Supporting the professional growth of our employees remains a core commitment. We continue to offer a wide range of opportunities for career advancement through mentorship programs, training, and internal promotions. Our goal is to empower individuals to reach their highest potential within the organisation and create pathways for leadership development across all functions.

Employee recognition programme

Recognising and celebrating the achievements of our employees is key to maintaining a motivated and engaged workforce. In 2024, we expanded our Employee Recognition Programme to highlight milestones and exceptional contributions, reinforcing a culture of appreciation and fostering a positive work environment.

Employee well-being initiatives

Our commitment to the well-being of our employees goes beyond just physical safety. We launched the Employee Assistance Programme (EAP), offering confidential support services to help employees manage personal and professional challenges. In addition to this, various team-building activities and staff events were organized to promote camaraderie and a sense of community within our organization.

These initiatives are a testament to our dedication to supporting the holistic well-being of our people.

Employee engagement and feedback

At VEML, we value the feedback and insights of our employees.

In 2024, we continued to foster open communication through regular townhalls, focus groups, and breakfast meetings, providing employees with a platform to share their thoughts and suggestions. These engagement initiatives help us ensure that our workforce remains connected, informed, and motivated, driving us towards continuous improvement.

OUR HSSEQ PERFORMANCE

	2020	2021	2022	2023	**2024**
Fatality	0	0	0	0	**0**
Total Recordable Cases[1]	0	0	0	0	**0**
Total Recordable Occupational Illness Frequency[2]	0	0	0	0	**0**
Exposure Hours[3] ('000)	679	692	696	693	**819**
Lost Time Injury[4]	0	0	0	0	**0**
Kilometres driven[5] ('000)	802	817	986	1,030	**986**

[1] Total Recordable Cases: Total injuries resulting in a fatality, lost workday case, restricted work case or medical treatment case.

[2] Total Recordable Occupational Illness Frequency (TROIF) is calculated as the number of TROIs per million exposure hours. Only company employee cases are included in the calculation of TROIF.

[3] Exposure Hours: Total number of hours of employment, including recorded overtime and training and excluding leave, sickness, unrecorded overtime hours, and time off-duty spent on company premises. Contractor exposure hours include all hours worked by contractor employees on company premises and on other premises where company management controls are in place. This excludes exposure hours by Road Contractor staff when Not Under Operational Control during return journey leg.

[4] Lost Time Injury: The sum of injuries resulting in a fatality, permanent total disabilities, or lost workday case. Restricted work cases and medical treatment cases are not included. Lost workday occurs when the injured or ill employee experiences days away from work beyond the day of injury or onset of illness, or days away are prescribed by a physician or licensed health care practitioner.

[5] Kilometres driven: Total kilometres driven on company business in vehicles that are owned or operated by the company, operated by a company employee or contractor on company business; or operated by a contractor under a contract that meets the definition of exclusive use e.g. branded Vivo Energy/Shell trucks.

SUSTAINABILITY PERFORMANCE

SUSTAINABILITY AREAS	COMMITMENTS	KPI	2023	2024
Ensuring the safety of people	Maintaining our industry leading safety performance and seeking to achieve "Goal Zero" - no harm to our people	TRCF[1]	0	**0**
Training and development	Building the skills and capabilities of our people and providing structured development opportunities	Average number of training days /person annually	4	**3.5**
Enhancing gender diversity	Creating a gender-balanced workforce by increasing female representation across the organisation	Percentage of women employees	36%	**38.5%**

[1]Total Recordable Case Frequency is calculated as the number of TRCs (Total Recordable Cases: Total injuries resulting in a fatality, lost workday case, restricted work case or medical treatment case) per million employee and contractor exposure hours.

Planet

With fuel demand expected to grow, we aim to meet it in the most climate-friendly way possible and minimise the impact on our planet.

Ensuring the safety of our planet

As we continue to navigate the energy transition, we are committed to delivering sustainable solutions while minimising the environmental impact of our operations. In 2024, we have further enhanced our efforts to promote climate-friendly alternatives, focusing on the development and distribution of zero- and low-carbon products to better serve our customers. We are proud to continue leading the way in offering innovative fuel technologies and energy solutions, ensuring that our products remain aligned with the evolving needs of the market.

Greenhouse gas management (GHG)

In line with our sustainability objectives, we have continued to strengthen our processes for monitoring and reporting greenhouse gas emissions. We remain committed to reducing our carbon footprint through a combination of operational improvements and the adoption of renewable energy technologies. Our ongoing initiatives, including solar energy implementation and the promotion of lower-carbon fuels, are key drivers of our efforts to mitigate Scope 1 and Scope 2 emissions.

Product spill prevention

We recognise the importance of maintaining stringent safety standards to prevent any environmental impact due to product spills. This year, we continued our comprehensive safety training and drills, focusing on the prevention of contamination at our depots and customers' sites. Special attention was given to cross-contamination risks, ensuring that our employees, contractors, and customers remain vigilant in maintaining safe operations.

Our commitment to continuous improvement ensures that all incidents, no matter how small, are thoroughly investigated and mitigated to prevent recurrence.

Supporting the energy transition

The energy landscape is rapidly evolving, and we are at the forefront of this change. By investing in renewable energy, we are preparing for a future in which clean energy is central to the way we power our world. In 2024, we have extended our efforts to improve our EV charging offer and support the wider adoption of electric vehicles, with 24 EV charging stations across the island, we continue to monitor the demand per location to meet customer expectations and facilitate the transition towards a greener transport sector.

Societal impact

We continue to prioritise our role in promoting sustainability within the community. Our Green Champions programme has been instrumental in driving internal sustainability initiatives, including reducing paper usage in our offices by adopting digital invoicing. We are also encouraging staff to use waste sorting bins and taking steps to improve our environmental impact at the workplace. These efforts are an important part of our strategy to create a more sustainable and responsible organisation.

In addition, we supported initiatives like F1 Ecolo, a competition which focused on raising awareness about sustainability among the youth. Our continued effort to waste collection at three service stations, contributed to cleaner, greener communities. Our commitment to maintaining the local environment remains strong, as exemplified by our ongoing efforts to maintain the Mer Rouge roundabout, ensuring the upkeep of public spaces.

SUSTAINABILITY PERFORMANCE

SUSTAINABILITY AREAS	COMMITMENTS	KPI	2023	2024
GHG management	Measuring and limiting the GHG emissions produced by our assets and operations	Scope 1 & 2 GHG emissions intensity	Scope 1 : 172 tonnes CO2 e Scope 2 : 741 tonnes CO2 e	**Scope 1 : 167 tonnes CO2 e Scope 2 : 701 tonnes CO2 e**
Product spills	Minimising the release of product to the environment across our value chain and seeking to achieve zero spills	Volume of product spilled	0 (no spills)	**0 (no spills)**
Supporting the transition	Enabling the provision of clean and sustainable energy to customers to limit value chain (Scope 3) GHG emissions	Number of public EV chargers by our JV, E-Motion	24	**24**

Vivo energy Mauritius

Partnerships

Engaging with and supporting the development of our partners and local communities help us gain a better understanding of their needs and concerns.

Partnering with communities

At VEML, we understand that our success is deeply rooted in the communities where we operate, and we remain committed to supporting those in need. In 2024, we continued our partnership with various local non-governmental organisations (NGOs) and social centres to drive impactful change. We actively contributed to 18 community-focused initiatives, focusing on health, education, and welfare.

In the health sector, we expanded our support for health screening programmes in collaboration with the Ministry of Health and local communities, ensuring access to essential healthcare services. We also intensified our efforts to raise awareness about cancer prevention, with employees dressing in pink and blue to show their support during Pink October and Movember. Further, we continued our Green Farming project, an agroecology initiative aimed at promoting sustainable farming practices in community and social centres, fostering both environmental and social impact.

Our commitment to addressing food security saw us supporting Les Amis d'Agalega community with a food kit donation following the devastation of Cyclone Chido. Additionally, we provided food donations to the deprived community of Roche Bois, ensuring that essential needs were met for those facing hardship.

On the education front, we remained committed to supporting youth development, contributing to the School for the Deaf with donations of essential school materials. We also supported local youth and sports through a donation to a local football team, empowering young athletes and encouraging healthy lifestyles within the community.

Enabling local enterprise

As part of our ongoing efforts to foster local economic growth, we continued to prioritise the creation of indirect job opportunities within Mauritius. We recognised that the success of our business depends on the strength of our partnerships with local retailers, transporters, and other businesses. In 2024, we reinforced our commitment to supporting the growth of local enterprises, ensuring that we play an active role in nurturing the local economy.

We also invested in the development of our contractors' safety standards, enhancing their ability to meet safety expectations and promoting the green banding of our suppliers that contribute to both environmental and operational excellence. This focus on local enterprise and skills development ensures that we are making a sustainable and lasting impact on the communities we serve.

Responsible purchasing

Operating with the highest ethical standards remains at the core of our business. In 2024, we reinforced our commitment to responsible purchasing practices by ensuring full compliance with all regulations surrounding ethics, anti-bribery, and corruption. Through our Know Your Counterparty (KYC) programme, we strengthened our relationships with suppliers, ensuring transparency and trust across all our business dealings.

Our commitment to anti-bribery and corruption and anti-money laundering standards continues to guide our operations, ensuring that we maintain the highest levels of integrity in everything we do.

SUSTAINABILITY PERFORMANCE

SUSTAINABILITY AREAS	COMMITMENTS	KPI	2023	2024
Partnering with communities	Investing in our communities and working with government to support education, prosperity and development	Number of organisations supported	17	**18**
Enabling local enterprise	Partnering with our dealer and transporter network and other local businesses to support their growth	Percentage of local suppliers	86%	**73%**

Vivo energy
Mauritius

Governance

Directors' report

Principal Activities

Vivo Energy Mauritius Limited's (the "Company") principal activity is the marketing and distribution of fuel, lubricants & liquified petroleum gas ("LPG"). It has two joint ventures, namely Energy Storage Company Limited (ESCOL) and E-motion Recharge Solutions Ltd (E-motion) and one associate company namely Mer Rouge Oil Storage Terminal Company Limited (MOST). ESCOL provides LPG storage terminal facilities and E-Motion provides electric charging facilities and commercialises electric chargers. MOST provides strategic storage facilities to the State Trading Corporation (STC).

Results and Dividends

The Company's profit for the year is **Rs 516,510,000** (2023 - Rs 472,578,000).

The financial statements of the Company for the year ended 31 December 2024 are set out on pages 52 to 88. The auditor's report on these financial statements is on pages 50 to 51.

The Company declared and paid the following dividends in 2024 and 2023:

	Dividend per share	
	2024	2023
	Rs	Rs
Declared on :		
22 March 2024 (2023 final dividend)	**7.73**	8.31
13 May 2024 (2024 interim dividend)	**3.55**	2.61
9 August 2024 (2024 interim dividend)	**2.34**	1.58
13 November 2024 (2024 interim dividend)	**3.58**	4.20
	17.20	16.70

For the year ended 31 December 2024, the Company made a profit of **Rs 17.62** (2023 - Rs 16.12) per share and declared and paid an interim dividend of **Rs 9.47** (2023 – Rs 8.39) per share during the year.

Statement of Directors' Responsibilities in respect of the Financial Statements

Company law requires the directors to prepare financial statements for each financial year that present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether IFRS Accounting Standards issued by the International Accounting Standards Board ("IASB") have been followed, disclosed and explain any material departures in the financial statements; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business in the near future.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for:

- keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and which enable the directors to ensure that the financial statements comply with the Mauritius Companies Act 2001 and Financial Reporting Act 2004; and
- safeguarding the assets of the Company through implementation of reasonable steps in the prevention and detection of fraud and other irregularities.

Directors

The directors of the Company since 01 January 2024 and at the date of this report are:

Mr Peyami Oven (Chairperson, Appointed 12/08/2024)

Mr Hans Paulsen (Resigned on 12/08/2024)

Mr Pawan K Juwaheer

Mr Fouad Khfifi

Mrs Clairette Ah Hen

Mrs Sheila Ujoodha

Mr Jean-Lou Moutia

Contracts of Significance

The Company entered into the following contracts with the following parties:

(a) With effect from 01 December 2011, a licencing agreement for the branding of retail automotive fuel sites and other assets with Shell Brands International AG; and
(b) With effect from 01 January 2014, a contract for the provision of services with Vivo Energy Africa Services Ltd.

Major Shareholder

At 31 December 2024, Vivo Energy Mauritius Holdings BV holds directly 75% of the ordinary share capital of the Company. No other person holds 5% or more of the ordinary share capital of the Company.

Segmental Analysis

A business segment analysis of sales and results is given in Note 6 to the financial statements.

Service Contracts

Messrs Pawan K Juwaheer has a service contract without an expiry date.

Service contracts of other directors have a minimum of 3 months' termination notice period by either party.

Directors' Interests

The directors have no interests in the ordinary share capital of the Company, either directly or indirectly.

Donations

During the year, the Company made donations of **Rs 130,000** (2023: Rs 96,681).

Auditor

The fees charged by the auditor, Deloitte, for audit and other services were:

	2024	2023
	Rs'000	Rs'000
Statutory audit	**1,620**	1,605
Audit related services:		
– Quarterly review of published financial statements	**1,271**	1,224
– Volume certification	**154**	140

Messrs Deloitte shall be re-appointed to conduct the statutory audit for the year ending 31 December 2025 at the 2024 Annual General Meeting.

Approved by the Board of Directors on **24 March 2025** and signed on its behalf by:

Clairette Ah-Hen } DIRECTORS
Fouad Khfifi }

Corporate governance report

Principle 1 :Governance structure

Company information

VIVO ENERGY MAURITIUS LIMITED ("VEML" or the "Company"), formerly Shell Mauritius Limited, is a public company incorporated in the Republic of Mauritius on 19 January 1989 and is a public interest entity as defined by law. Disclosures included in this report are in line with the prevailing National Code of Corporate Governance for Mauritius (2016) (the 'Code').

Its registered office is situated at Cemetery Road, Roche Bois.

Company's philosophy

The Company is committed to the conduct of business practices that display characteristics of good corporate governance, namely business integrity, transparency, independence, accountability, fairness and professionalism in all its activities and ensures that its organisation and operations are managed ethically and responsibly to enhance business value for its shareholders and other stakeholders.

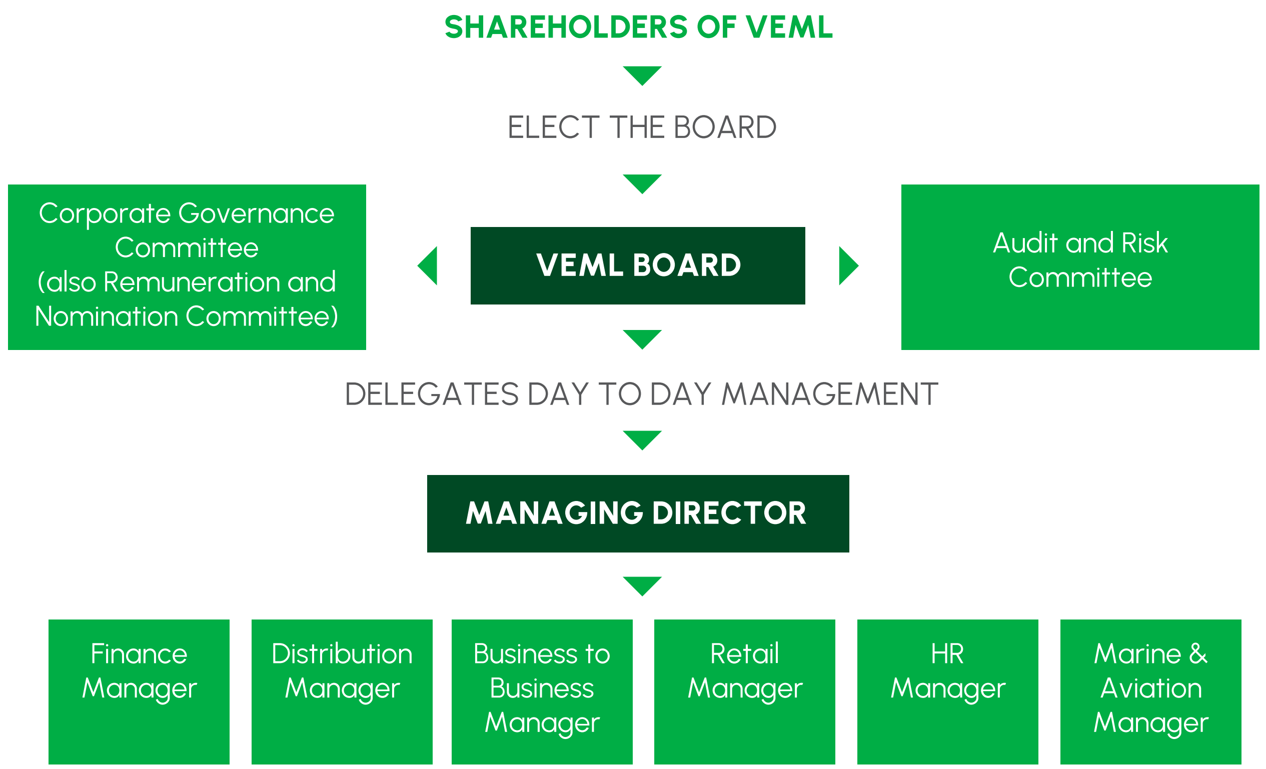
Corporate Governance Compliance statement

During the financial year ended 31 December 2024, the Board of Directors of VIVO ENERGY MAURITIUS LIMITED has applied the eight principles of the Code. The directors firmly believe in and support high standards of corporate governance, which are critical to the Company's business integrity.

The Board of Directors reviewed and approved the Board Charter, the Organisation's Code of Ethics, job descriptions of key management positions as well as the organisation chart in 2024. These documents provide a clear definition of roles and responsibilities of the Chairperson, Executive Director, Independent-Non-Executive Directors, the Company Secretary and Senior Management.

Holding structure

VEML's Organisational Chart and Statement of Accountabilities



Statement of main accountabilities

The Directors have approved the following Statement of Accountabilities:

- The Board assumes the responsibility for leading and controlling the organisation and meeting all legal and regulatory requirements. Directors are aware of their legal duties.
- The Board is accountable for the performance and affairs of the Company and for achieving sustainable growth.
- The Board is responsible for ensuring that the Company adheres to high standards of ethical behaviour and acts in the best interest of shareholders.

The Board has the responsibility of reviewing and approving the results and announcements of the Company.

Additionally, the Board Charter and the Position Statements approved by the Board, provide a clear definition of the roles and responsibilities of the Chairperson, the Directors and the Company Secretary.

Principle 1: Governance structure (continued)

Statement of main accountabilities (continued)

	Main Accountabilities
Chairperson	Provides overall leadership to the Board; Ensures that the Board is effective in its tasks of setting and implementing the Company's direction and strategy; Presides and conducts meetings effectively; Provides support and supervision to the Managing Director; Ensures that directors receive accurate, timely and clear information; Ensures that development needs of the directors are identified and that appropriate training is provided to continuously update the skills and knowledge of the directors; and Maintains sound relations with shareholders.
Directors	Contribute to the development of the strategy; Analyse and monitor performance of Management against agreed objectives; Ensure that financial information released to the market and shareholders is accurate; Ensure that the Company has adequate and proper financial controls and systems of risk management; Actively participate in Board meetings and constructively challenge, if necessary, proposals presented by Management; Provide specialist knowledge and experience to the Board; and Remain permanently bound by fiduciary duties of care and skill.
Managing Director	Manages the day-to-day operations of the Company; Leads the elaboration and execution of the long-term strategy of the Company; Maintains good relationship with clients and ensures customer satisfaction; Identifies and monitors material risks that may affect the business; Advises and informs members of the Board on significant matters to facilitate decision-making; Monitors the operational and financial performance of the Company; and Builds the team by empowering, monitoring & managing performance of employees in order to retain existing talents and develop new capabilities.
Company Secretary	Ensures compliance with all relevant statutory and regulatory requirements; Provides to the Board as a whole and to the directors individually with guidance as to their roles and responsibilities; Assists the Chairperson in governance processes such as Board and Committee evaluation; Develops and circulates agendas for meetings and drafts minutes and ensures follow ups; and Acts as primary point of contact for shareholders.

Principle 2: The Structure of the Board and its Committees

Structure of the board

The Board structure of VIVO ENERGY MAURITIUS LIMITED (VEML) is a unitary board. The directors of VEML share responsibility for directing the Company and promoting its affairs collectively and not individually when acting on behalf of the Company.

Composition of the board

The Board comprises of two Executive Directors, two Non-Executive Directors and two Independent Non-Executive Directors. The directors come from diverse business backgrounds and possess the necessary knowledge, skills, objectivity, integrity, experience and commitment to make sound judgements on various key issues relevant to the business of the Company, independent of management.

To determine its current size and composition, the Board has taken into account:

(a) The size of its operations and its sector of activity;
(b) The various qualifications and experience of its members; and
(c) The recommendations of the Code of Corporate Governance for Mauritius.

The Board is satisfied that it is currently of a size and level of diversity that is commensurate with the operations and scale of VIVO ENERGY MAURITIUS LIMITED.

Diversity
Currently the Board contains three nationalities notably Mauritian, Moroccan and Turkish directors. The Board comprises of two female directors and the median age of the Board in 2024 was 53 years (2023 - 54 years).

Role and function of the board

The Board is responsible for the stewardship of the Company, overseeing its conduct and affairs to create sustainable value for the benefit of its stakeholders. It acknowledges its responsibility for leading and controlling the Company, ensuring that strategic direction and management structures are in place to meet regulatory requirements. In 2024, the Board discharged its functions by:

- Protecting and enhancing shareholders' value by identifying and monitoring key risks areas and key performance indicators;
- Exercising leadership, enterprise, intellectual honesty, integrity and judgement in directing the Company to achieve sustainable prosperity; and
- Ensuring timely communication with shareholders and other stakeholders.

Residency

Messrs Fouad Khfifi, Jean-Lou Moutia, Mrs Sheila Ujoodha and Clairette Ah Hen are resident in Mauritius. Mr Peyami Oven and Pawan K Juwaheer are non-residents.

Role and functions of Chairperson and Managing director

Two distinct individuals hold the Chairperson and the Managing Director roles.

The Chairperson (Mr Peyami Oven) discharged his responsibilities by presiding over the Board meetings and AGM and ensured that they ran smoothly.

The Managing Director (Mr Fouad Khfifi), with the assistance of the executive management, devises strategies that supported the realisation of the Company's short and long-term strategy towards the achievement of the Company's financial and operating objectives. He also oversees the day-to-day operations of the Company.

Role of the Non-Executive & Independent Non-Executive directors

The Non-Executive and the Independent Non-Executive Directors played a vital role by providing an independent oversight of the Executive Management through participation in Board meetings and in the various committees.

Role and function of the Company Secretary

The Company Secretary appraises the Board on corporate governance requirements and ensures that the Board complies with statutory requirements as it discharges its duties whilst ensuring the smooth running of all meetings of the Board.

Board meetings

The Board meets on a regular basis and deliberates on key matters, which include:

1. Strategies to be adopted for each line of business to ensure the business realises its objectives in the short and long term;
2. Review of performance of the Company during the period including the approval of the Annual Report and interim financial statements;
3. Approval of interim dividends and recommendation of final dividends;
4. Approval of material contracts and nomination of candidates for Board membership;
5. Review of risk profiles of the Company as well as proposed mitigation strategies; and
6. Remuneration policy.

Principle 2: The Structure of the Board and Its Committees (continued)

Attendance at board meetings in 2024

In 2024, the attendance of the Directors was as follows:

	22/03/2024	13/05/2024	09/08/2024	13/11/2024
Mr Hans Paulsen (Chairperson, Resigned on 12/08/2024)	√	√	√	-
Mr Peyami Oven (Chairperson, Appointed on 12/08/2024)	-	-	-	√
Mr Pawan K Juwaheer	√	√	√	√
Mr Fouad Khfifi	√	√	√	√
Mrs Clairette Ah-Hen	√	√	√	√
Mr Jean-Lou Moutia	√	√	√	√
Mrs Sheila Ujoodha	√	√	√	√

Board committees

The Board has two standing committees made up of Executive and Independent Non-Executive Directors to assist in the discharge of its duties. The committees, which are set out below, meet regularly under the terms of reference as approved by the Board.

The Board delegates certain roles and responsibilities to its Board committees. Whilst the Board retains overall responsibility, a sub-committee structure allows these committees to probe the subject matters more deeply and gain a greater understanding of the details and then report back to the Board on matters discussed, decision taken, and where appropriate make recommendations to the Board on matters requiring its approval.

The Board is satisfied that the committees are appropriately structured and competent to deal with both the Company's existing and emerging issues, and that they have effectively discharged their responsibilities during the year under review.

The committees, which are set out below, meet regularly under terms of reference set by the Board. The chairperson of each committee has the responsibility to report to the Board regarding all decisions and matters arising at sub-committee meetings. The committees may from time to time seek independent professional advice which is then approved by the Board.

The Board reviews and assesses the adequacy of its charter every two (2) years. The board charter and terms of reference of the corporate governance and audit and risk committees were reviewed during 2022.

The minutes of each Board Committee meeting are submitted for consideration and approval at the following meeting and are accessible to all members of the Board of Directors.

Corporate Governance Committee

Roles and Responsibilities of the Corporate Governance Committee

The main duties and responsibilities of the Corporate Governance Committee which also encompasses the Remuneration and Nomination Committee include namely:

- Determine the Company's general policy on corporate governance and ensure that it is in accordance with the applicable Code of Corporate Governance for Mauritius;
- Review the corporate governance report of the Company and;
- Ensure that disclosures made in the Annual Report are in compliance with the requirements of the Code of Corporate Governance for Mauritius;
- Determine the Company's general policy on executive and senior management remuneration; and
- Determine specific remuneration packages for executive directors of the Company, including but not limited to basic salary, benefits in kind, any annual bonuses, performance-based incentives, share incentives, pensions and other benefits.

Principle 2: The Structure of the Board and Its Committees (continued)

Board Committees (continued)

Corporate Governance Committee (continued)

Membership of the Corporate Governance Committee
Mrs Sheila Ujoodha - Independent Non-Executive Director (Chairperson)
Mrs Clairette Ah-Hen - Independent Non-Executive Director
Mr Fouad Khfifi - Executive Director and Managing Director

Agenda of meetings held during the year
The Corporate Governance Committee sat in February, March, August and November 2024 and deliberated on the following matters:

- The Company's general policy on Directors, Executive and Senior Management remuneration;
- The Company's general policy on corporate governance with respect to the Code of Corporate Governance for Mauritius; and
- The preparation of the corporate governance report to be published in the Company's Annual Report.

Attendance at the Corporate Governance Committee in 2024

	16/02/2024	15/03/2024	02/08/2024	04/11/2024
Chairperson				
Mrs Sheila Ujoodha	√	√	√	√
Directors				
Mr Fouad Khfifi	√	√	√	√
Mrs Clairette Ah-Hen	√	√	√	√

Audit & Risk Committee (ARC)

Roles and responsibilities of the ARC
The main duties and responsibilities of the Audit & Risk Committee are to:
- Ensure the integrity of accounting and financial reporting and to review internal control systems and procedures in order to assist the Board of Directors in carrying out its responsibilities;
- Monitor the role and scope of work of internal and external auditors and ensure compliance with legal and regulatory provisions; and
- Conduct or authorise investigations into any matter within its scope of responsibilities and to engage any firm of professionals it deems fit to provide independent expert advice.

The Committee has full access to all management personnel and can call upon any member of management and staff to attend its meetings.

Membership of Audit and Risk Committee
The members of the ARC are:

Mrs Clairette Ah-Hen - Independent Non-Executive Director (Chairperson)
Mrs Sheila Ujoodha - Independent Non-Executive Director

The Board of Directors is of the view that the members of the Committee have sufficient financial management knowledge and experience to discharge their responsibilities properly.

Principle 2: The Structure of the Board and Its Committees (continued)

Board Committees (continued)

Audit & Risk Committee (ARC) (continued)

Attendance at the Audit & Risk Committee in 2024

	15/03/2024	06/05/2024	02/08/2024	04/11/2024
Chairperson				
Mrs Clairette Ah-Hen	√	√	√	√
Director				
Mrs Sheila Ujoodha	√	√	√	√

Agenda of ARC meetings in 2024

In 2024, the Audit & Risk Committee assisted the Board to achieve its oversight responsibilities through:

- Providing oversight over the integrity of the financial reporting process including the publishing of financial statements;
- Reviewing the effectiveness and performance of the Company's internal control and risk management systems;
- Evaluating the work of the internal audit function and that of the external auditors;
- Reviewing the Company's compliance with legal and regulatory requirements affecting financial reporting and, if applicable, its code of business conduct; and
- Reviewing audit fees as well as fees for audit related services of the external auditors to ensure their independence.

The ARC committee maintained effective working relationships with the board of directors, management, and the external and internal auditors.

Principle 3: Director appointment procedures

Board Induction and Professional Development

All new directors received a full, formal and tailored induction on joining the Board, including meetings with senior management, one to one briefing with the Company Secretary and Chairperson of the Board and site visits. The Board recognises the importance of ongoing professional development and training to sustain an effective, well informed and functional Board. To achieve this, the Board instituted a training plan for the existing directors during 2024.

Succession Plan

The Corporate Governance Committee deliberated on Board succession planning and developed a set of criteria for the selection of prospective directors and key employees to support VEML strategic objectives.

Directors' Profiles

Peyami Oven
Chairperson of the Board and Non-Executive Director (appointed on 12 August 2024) (Aged 48)

Peyami Oven is the Executive Vice President Maghreb & Indian Ocean of Vivo Energy, a role he has held since September 2023. Prior to his current role, Peyami served as Managing Director of Vivo Energy Morocco. Before joining Vivo Energy, Peyami spent a number of years with TotalEnergies, as Country Chair and Managing Director in both Egypt and Mauritius, and previously in strategy, sales and marketing roles at TotalEnergies' head offices in Paris and in Turkey. He holds a Master's degree in Mechanical Engineering from Stanford University and a Bachelor's degree in Mechanical Engineering from Istanbul Technical University.

Hans Paulsen
Chairperson of the Board and Non-Executive Director (resigned on 12 August 2024) (Aged 56)

Hans Paulsen is the Executive Vice President East and Southern Africa of Vivo Energy, a role he has held since 1 July 2019. Prior to his current role, Hans served as the Group Programme Manager leading the SAP implementation project for the Group. He joined Vivo Energy in 2013 as Managing Director of Vivo Energy Uganda. Before joining Vivo Energy, Hans held senior management roles in the telecoms sector both in Uganda and Zambia. He also previously worked in the oil and gas industry with Royal Dutch Shell in Uganda and Kenya from 1997 to 2002. He is an MBA graduate from Leicester University in England. Hans was appointed as a member of the board on 1 September 2022.

Fouad Khfifi
Executive Director and Managing Director (Aged 52)

Fouad Khfifi was appointed as Managing Director of Vivo Energy Mauritius Limited and board member on 1 September 2023. Before this role, he served as the Managing Director of Vivo Energy Zambia and Vivo Energy Mali. His earlier responsibilities at Shell included roles such as Storage & Handling Manager in Morocco and Supply & Distribution Manager in Senegal and Botswana. He started his career with Shell in 1996 as a Project Engineer in Morocco. Fouad holds a Master's degree in Management from the Institut Supérieur de Commerce et d'Administration des Entreprises in Casablanca and a degree in Electrotechnical Engineering from Ecole Nationale Supérieure d'Electricité et de Mécanique, Casablanca.

He is also a director of Mer Rouge Oil Storage Terminal, Energy Storage Company Limited, Vivo Energy Madagascar Holdings Limited, E-Motion Recharge Solutions Ltd, and Ceejay Gas Ltd. Additionally, he is a member of the Mauritius Chamber of Commerce and Industry.

Jean-Lou Moutia
Executive Director and Finance Manager (Aged 47)

Jean-Lou Moutia holds a Bachelor's degree in Business from the Nanyang Technological University of Singapore and a Master's degree in Business Administration from the University of Mauritius. He is also a fellow of the Association of Chartered Certified Accountants (ACCA) and a member of the Mauritius Institute of Professional Accountants (MIPA). He was previously based in Madagascar as Finance Manager with Vivo Energy before joining Vivo Energy Mauritius on 1 June 2022 as Finance Manager.

Jean-Lou was appointed as a board member on 1 June 2022 and is also a director of Vivo Energy Madagascar Holdings Limited, Vivo Energy Africa Holdings Limited, Vivo Energy Senegal Holdings Ltd, Vivo Energy Tunisia Holdings Ltd, Mer Rouge Oil Storage Terminal Company Limited (MOST) and Ceejay Gas Ltd.

Directors' Profiles (continued)

Pawan K Juwaheer
Non-Executive Director (Aged 61)

Pawan K Juwaheer is the Business Integration Manager of Vivo Energy since February 2024. He studied Mechanical Engineering at the University of Manchester Institute of Science and Technology, UK. He joined Vivo Energy Mauritius Limited (formerly Shell Mauritius Limited) in 1986 and has over the years occupied different positions across the business in Mauritius, Tunisia and Kenya, before being appointed Country Chairperson of the Company in 2006 then Managing Director of VEML in January 2012. He is also a director of Vivo Energy Madagascar Holdings Limited.

He was appointed board member on 30 June 2006. He resigned as Managing Director on 01 April 2019 and remains as a Non-Executive Director on the Board.

Sheila Ujoodha
Independent Non-Executive Director (Aged 53)

Sheila Ujoodha is the Chief Executive Officer of the Mauritius Institute of Directors, with 25 years of hands-on experience in internal audit, risk management, corporate governance, and process improvement on both the local and international market. She was previously the Managing Director of SmarTree Consulting Ltd and Chief Risk & Audit Executive of Rogers and Cim Group. She holds a BSc (Hons) in Accounting.

As a fellow member of the Association of Chartered Certified Accountants and the Mauritius Institute of Directors (MIoD), Sheila's membership extends to the Mauritius Institute of Professional Accountants. She is presently the Chairperson the Audit Committee Forum (ACF), the Directors Forum, the Women Directors Forum, and the Company Secretary Circle. She holds executive directorship at the Mauritius Institute of Directors and holds independent non-executive directorship at Alteo Ltd, Innodis Ltd, Standard Bank Mauritius, United Docks Ltd, MUA Ltd and Vivo Energy Mauritius Limited; and non-executive directorship at SmarTree Consulting Ltd. Sheila was appointed board member on 27 June 2022.

Clairette Ah-Hen
Independent Non-Executive Director (Aged 66)

Clairette Ah-Hen is a fellow of both the Institute of Chartered Accountants of England and Wales (ICAEW, UK) and the Chartered Institute of Management Accountants (CIMA, UK). She holds a BA (Hons) in Accounting and Finance and a MPhil degree. She has worked for both the public and private sectors, including regulatory agencies, academia, financial institutions and multi-national corporations, in either an executive or advisory capacity. She has served as member or chairperson on boards and committees in Mauritius and internationally, contributing to the development of corporate governance and financial reporting landscape. She was the first Chief Executive Officer of the Mauritius Financial Reporting Council and Chief Executive of the Financial Services Commission from 2011 to 2015. She was an Associate Professor at the University of Mauritius and Dean of the Faculty of Law and Management. She practised as a professional accountant in Mauritius, the UK and Sub-Saharan African countries with large international firms and sits on the board of a number of private companies. She is an independent non-executive director of Absa Bank Mauritius Ltd, Swan General Ltd and Swan Life Ltd and was appointed board member on 21 July 2020.

Profile of Company Secretary

Executive Services Limited
Founded in 1985, Executive Services Limited is a leading company in the field of corporate secretarial services in Mauritius. The core businesses of the Company include incorporation of companies, business registration, full corporate secretarial and administrative services as well as accounting and tax services.

The Company has a large portfolio of clients operating in different industry sectors to whom it provides quality and personalised services whilst maintaining confidentiality, professionalism and integrity.

Profile of Management Team

The VEML management team is responsible for supervising the general course of business of the Company and advises the Board of Directors.

Ravi Ramjus
Business-to-Business Manager

Ravi Ramjus holds a degree in Mechanical Engineering from the University of Mauritius and a Master's in Business Administration from the Surrey European Management School in the UK. Ravi has occupied several positions at local, regional and international levels within the Company in Engineering, Retail and Business Development. He occupied the post of Retail Manager from 2004 to 2008 before being appointed Head of Payment Systems and Loyalty. Since October 2015 he is heading the B2B and B2C activities with responsibilities of LPG, Lubricants, Commercial Fuels and Customer Service.

Sophia Imbert-Legrigore
Human Resources Manager

Sophia Imbert-Legrigore holds a Master's degree in Innovation and Leadership from the University of Mauritius. She joined Vivo Energy Mauritius Limited in 2009 as HR Business Support Manager. Thereafter, Sophia has worked on HR projects for the group, before being appointed as HR Manager in December 2020.

Bernard Chung
Distribution Manager

Bernard Chung holds a degree in Chemical Engineering from the University of Mauritius and a DESS in Environmental Engineering from Université Paris XIII. He also holds a Diploma in Occupational Health and Safety from the University of Mauritius. Bernard joined Vivo Energy Mauritius Limited in 2003. From 2003 to 2023, he has occupied various positions within the transport and operations fields. In 2023, he took on the role of QHSSE Manager, before being appointed as Distribution Manager in June 2024.

Vy-Anne Young
Retail Manager

Vy-Anne Young holds a Master's degree in Business Administration from Bradford University, UK and a Honours degree in Mechanical and Production Engineering from Nanyang Technological University, Singapore. She joined Vivo Energy in 2011 as Field Sales Manager. Thereafter, she held the role of Bunker Sales Manager then Marine and Aviation Manager prior to her appointment as Retail Manager in September 2024.

Sharma Domun
Marine and Aviation Manager

Sharma Domun holds a Bachelor's degree in Electronics and Computer Science from the University of Mauritius and a Master's degree in Innovation and Leadership from the Ducere Business School/ University of Mauritius. He is an affiliate member of the Chartered institute of Logistics and Transport (UK) and Associate member of the Energy Institute. Sharma Joined Vivo Energy Mauritius Limited in 2012 as LPG Coordinator. For the past 12 years, he has occupied various position within the LPG organisation of Vivo Energy. Before taking the position of Marine and Aviation Manager in Mauritius, Sharma was the LPG Business Development Manager for Africa.

Principle 4: Directors duties, remuneration and performance

Directors' duties

All directors are briefed on their fiduciary duties upon their appointment. Moreover, all statutory documents, policies, rules, and regulations are handed over to them during their induction and are regularly updated for changes over time.

An information usage and security policy exists and is also shared with the directors as part of their induction process. A copy of the information policy can be found on the Company's website.

Remuneration

Statement of Remuneration Philosophy

In designing its compensation structure, the Company seeks to ensure that the level and mix of remuneration is competitive, relevant and appropriate.

Independent Non-executive directors receive a fixed fee. The level of directors' fees is reviewed regularly against market benchmarks.

Remuneration of Executive Directors

During the year ended 31 December 2024, Executive Directors received an aggregate amount of **MUR 30,356,000** (2023 - MUR 28,857,000) as remuneration and benefits from the Company. Out of this sum, **MUR 5,522,000** (2023 - MUR 4,928,000) is variable in line with the Company's performance. The remuneration of each executive director has been disclosed in note 13 in the financial statements.

Remuneration of Non-Executive Directors

The Independent Non-Executive Directors received an aggregate amount of **MUR 2,218,192** (2023 - MUR 2,174,440) as remuneration and benefits from the Company. The Independent Non-Executive Directors are not entitled to variable pay. Remuneration of Independent Non-Executive Directors are as follows:

	2024 Rs	2023 Rs
Clairette Ah-Hen	1,109,096	1,087,220
Sheila Ujoodha	1,109,096	1,087,220
	2,218,192	2,174,440

Board Evaluation

The directors recognise the importance to undertake a regular review of the performance and effectiveness of the Board and its Committees. The Board and its committees completed an internal evaluation exercise during the year. This exercise was led by the Chairperson of the Corporate Governance Committee and consisted of a self-assessment questionnaire. The salient points were analysed and discussed and relevant actions have been taken by the Board to address those points.

Conflicts of Interest

Each director ensures that no decision or action is taken that places his interests in front of the interests of the Company. The Company operates a process whereby each board member is required to disclose any actual or potential conflicts of interests on an annual basis. These declarations are recorded centrally by the organisation's ethics and compliance division.

Employees must avoid conflicts of interest between their private activities and their role in the conduct of the company's affairs. They must also declare in writing to the Company of any potential conflicts of interest. All business transactions on behalf of a Vivo Energy Company are accurately and fairly recorded in the accounts of the Company in accordance with established procedures and are subject to audit and disclosure. We also report annually on any breaches of our 'no bribes' policy.

Our annual business assurance letter process helps us to monitor whether we are living by our principles, in accordance with both external laws and regulations and with our internal standards. Each year, the Managing Director reports back to the Chief Executive Officer of Vivo Energy Group, in writing, whether VEML has acted in line with these requirements and must report material exceptions. Action is taken to address areas of non-compliance.

All new employees and directors of the company receive training on the Code of Ethics. The Company Secretary notifies the board of any potential conflict of interest and maintains an interest register which is available to the public on request.

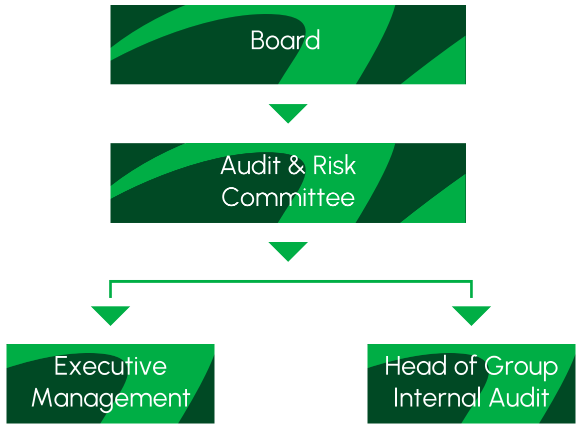
Principle 5: Risk Governance and Internal Control

Responsibility

The Board of Directors is ultimately responsible for maintaining an effective system of internal control and risk management. To achieve this the Board has:

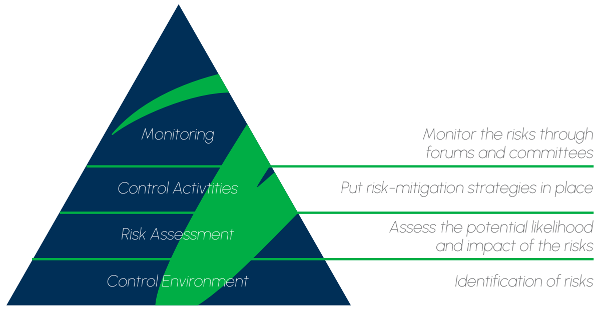
- Implemented structures and processes to effectively manage risks;
- Identified the principal risks and uncertainties affecting the Company;
- Ensured that management developed and implemented the relevant risk management frameworks;
- Ensured that systems and processes were in place for implementing, maintaining and monitoring robust internal controls and
- Ensured that whistle-blowing rules and procedures were in place.

The Board discharged its mandate through the Audit & Risk Committee which sets the direction on the design and implementation of a robust internal control system that identifies, manages and provides reasonable assurance against the different risks facing the business. The risk management framework of Vivo Energy Mauritius Limited defines the roles and responsibilities of management based on transparency and accountability principles. The allocation of responsibilities and segregation of duties are structured in a way to ensure that decisions are taken at the most appropriate levels.



Key Elements of our Risk Management Set-Up

VEML adopts a risk-based approach to management of risks to ensure that it achieves its business objectives. This risk-based approach consists of a number of general and specific risk management processes and policies. The Statement of General Business Principles provides the overall control framework that drives the risk identification process that results in the creation of primary control mechanisms. Management is responsible for the implementation of these primary control mechanisms to manage the risks on a daily basis. Reporting mechanisms provides feedback to management and to the Board on the effective functioning of the risk management process. A summary of the process is outlined below:



Risk identification, management and internal controls

The Executive Management has implemented a risk identification and management process to manage the key risks facing the business. This is achieved by organising regular meetings to review the current and emerging business risks. Subsequently, management classifies these risks in terms of its probability and severity using a risk classification matrix. The classification enables the prioritisation of resources to address the highest impact and most probable risks. Management then identifies the strategies required to manage the prioritised risks. On a regular basis, the Audit & Risk Committee reviews the risk matrix and proposes strategies to counter the identified risks.

To supplement the risk matrices, management applied the following to manage key risks during the current financial year:

- A Health, Safety, Security, Environment and Quality (HSSEQ) policy and HSSE management system that is subject to external certification for all major installations;
- A financial control handbook that establishes standards for the application of internal controls;
- A treasury and credit policy to manage key treasury & credit risks and;
- A business control incident reporting process that enables monitoring and appropriate follow-up actions for incidents arising as a result of control breakdowns. Lessons learned from these incidents are used to improve the overall control framework.

As part of the Vivo Energy Group reporting procedures, a formalised self-appraisal and assurance letter process is in place. Annually, management of every business unit provides assurance as to the adequacy of the governance framework, risk and internal control environment, HSSE management, financial controls including reporting, treasury management, brand management and information management. The Managing Director also provides assurance regarding compliance with the Statement of General Business Principles and other important topics including any identified integrity concerns or instances of bribery or illegal payments. The assurance letter is reviewed by the Audit & Risk Committee and supports representations made to the external auditors.

The assurance framework relies upon objective appraisals done through internal audits. The results of internal audit's risk-based reviews of operations provide an independent view regarding the effectiveness of risk and control management systems. These established reviews, reporting and assurance

Principle 5: Risk Governance and Internal Control (continued)

Key Elements of our Risk Management Set-Up (continued)

Risk identification, management and internal controls (continued)

processes enable Vivo Energy to regularly consider the overall effectiveness of the system of internal control and to perform a full annual review of the system's effectiveness.

Internal audits are conducted in response to identified risks and the findings of the internal audits are actioned by management and reported back to the Audit & Risk Committee on a regular basis. The Vivo Energy Group has an internal audit plan in place. The plan is set up such that internal controls are reviewed at regular intervals at all operating units.

A description of the key risks identified and managed during the financial year are outlined in the table below:

	Risk related to:	General definitions
Strategic	Reputation	Reputational risk is a threat or danger to the reputation, image or brand of an entity.
Financial	Credit	Credit risk is the possibility of a loss resulting from a customer's failure to repay a debt or meet its contractual obligations.
	Foreign exchange fluctuations	Foreign Exchange risk arises when there is a risk of an unfavourable movement in the exchange rate between the domestic currency and a foreign currency before or on the date when a foreign denominated transaction is completed.
	Fluctuating oil prices	Adverse movements in oil and oil products prices due to various factors, including natural disasters, political instability or conflicts, economic conditions or action taken by major oil-exporting countries.
	Market conditions	Unexpected changes to economic and financial market conditions to which the entity is subject to. These risks may arise from political and economic instability.
Operational & Compliance	Product availability	Risks due to product shortage or stock outs causing loss of sales, revenue and business.
	Health, Safety, Security & Environment (HSSE)	Risks associated with specific hazards on health, occupational safety, environment and security.
	Information security	Threats and vulnerabilities associated with the operation and use of information systems and the environments in which those systems operate.
	IT Governance	Risk related to information technology that can cause adverse impacts on the organisation's business processes.
	Operational hazards, natural disasters & pandemics	Risk related to operational hazards, natural disasters and pandemics, which could result in loss of life, adverse impact on the environment and cause disruption to business activities.
	Change in legislation, fiscal and regulatory policies	Risk of change in legislation, tax laws and regulations, that could have an adverse effect on the results and financial position of the Company.
	Effective governance	Risk of incorrect design and operation of internal control, which may result in damage to the Company's reputation, financial results and have a negative impact on its relationship with its stakeholders.
	Partners and ventures	Risk arising due to lack of influence and control over the operations, behaviours and performance of business activities of other parties with whom the Company is engaged.

How the key risks were addressed

Strategic risk related to reputation

VEML and the Vivo Energy Group value the perception of stakeholders as no Company or business operates in a vacuum. Our licence to operate and our very existence rely on the understanding, goodwill and emotion of stakeholders. As such, VEML addresses the interests, concerns and perceptions of key stakeholders through a variety of methods. The role of the Managing Director, in particular, is specifically designed to protect the reputation of Vivo Energy companies operating in a country with

Principle 5: Risk Governance and Internal Control (continued)

How the key risks were addressed(continued)

Strategic risk related to reputation (continued)

the support from communications both locally and at Vivo Energy Group level. Statements of commitments, policies and standards adopted by VEML include our Statement of General Business Principles, our Code of Conduct, our Anti-Bribery and Corruption policy, our Anti-Money Laundering policy, our HSSEQ and Social Performance policy, Diversity and Inclusiveness Standards, our Environmental policy, our Human Rights Statement, our Modern Slavery Statement, our Data Privacy statement and adoption of the Code of Corporate Governance for Mauritius.

Financial risk related to credit

Credit risk is one of the Company's key financial risk. Vivo Energy Group has devised a set of rules that is applied across the continent to manage this risk. The main activities involve customer credit risk assessment and controls have been put in place to ensure default risk is kept at a minimum.

Financial risk related to foreign exchange fluctuations

More than one third of the Company's business is carried out in foreign currency. The Company's risk mitigation policy with respect to foreign currency is to minimise exposure by matching payables against receivables of the same currency whenever feasible and entering into forward contracts whenever possible and economically viable.

Financial risk related to fluctuating oil prices

Oil prices can vary as a result of various factors, including natural disasters, political instability or conflicts, economic conditions or action taken by major oil-exporting countries. Fluctuations in the price of oil could have an adverse impact on VEML investment decisions, operational performance and financial position.

Management continuously monitors movements in oil prices and adjusts inventory levels and supply strategy to mitigate commodity price risk whilst reducing working capital requirements.

Financial risk related to changing market conditions

VEML operates in markets with rapidly changing economic and political environment. There are political and economic risks which could have an adverse impact on the financial performance and financial position of VEML. Management continuously monitors changes in economic and political conditions and adjusts its operational strategy to ensure that business objectives are realised.

Operational and Compliance risk related to product availability

Whilst product demand for inland trade is fairly predictable, with transfer prices that are regulated through the Automatic Pricing Mechanism and is managed by the State Trading Corporation (STC), international trade is not regulated, very seasonal and not easily predictable. In this respect, efficient stock management is critical to ensure continuity of supply to our customers given that we are limited by our storage capacity.

Operational and Compliance risk related to Health, Safety, Security, Environment and Quality (HSSEQ)

VEML operates under a common set of business principles, supported by policies and business controls. These include a Health, Safety, Security, Environment and Quality (HSSEQ) and Social Performance (SP) policy, which requires that the Company has a systematic approach to HSSEQ & SP management. VEML has put in place the Vivo Energy HSSEQ Management System (HSSEQ MS), which is a structured set of controls for managing the business that takes into account HSSEQ MS implementation requirements at business and operational level. The elements of this management system were implemented in accordance with guidance from the group.

Operational and Compliance risk related to Information Security

VEML has in place an Information Security programme that ensures it adheres to the Information security based on ISO 27001. Disaster recovery plans are in place and tested regularly to ensure that there is minimum business disruption in the event of a disaster. All new staff and contractors are continually coached to complete the mandatory e-learning on information security. The objective of the training is to enhance awareness, education and behaviour against information security threats.

Operational and Compliance risk related to IT Governance

The Company has an IT Security Policy in place and relevant parts of this policy are communicated to its team members. This is regularly reviewed by the Board and Executive Management to ensure it is up to date with changes in technology and security standards. The Board also approves all major IT expenditures to ensure value is obtained from the investments in Information technology.

The Company also actively pursued upgrades to its information systems to support its growth strategy across multiple locations whilst ensuring that the Company complies with relevant data protection laws and regulations notably the Data Protection Act of 2017.

Whistleblowing

VEML has a whistleblowing helpline available to all employees, third parties and members of the public who wish to seek advice or to raise a concern on matters relating to compliance with the law or with the Company's General Business Principles. The whistleblowing helpline is 802 044 0218 (Toll Free line).

Principle 6: Reporting with Integrity

Reporting
The Board of Directors is ultimately responsible for the preparation of the financial statements of the Company. These Financial statements and accompanying reports are prepared in accordance with IFRS Accounting Standards. A copy of the annual report is available at the Company's offices and on its website.

The policies that govern the operations of the Company, which ensure integrity in reporting are as outlined in the sections below:

Vivo Energy HR Performance, Rewards and Benefits Philosophy

People at VEML are critical to the achievement of the business objectives. VEML's compensation policies, practices, and systems are intended to recognise and support:

- Individual and business performance; both short and long term;
- Vivo Energy's core values, business principles and people principles;
- Business and people strategies;
- Our strong commitment to sustainable development;
- Market competitiveness and the importance of internal relationships; and
- Different economic, social, legal, and regulatory environments.

Performance and reward policies of the Company encourage people to excel in roles through fostering affiliation with VEML, and encourage behaviour that leads to the achievement of business and personal objectives. As a result, the Company is able to attract and retain top talents.

Business Integrity

The Company's commitment to business integrity is clear and unequivocal; VEML insists on honesty, integrity and fairness in all aspects of its business and expects the same in its relationships with all those with whom it does business. We do not bribe, nor do we accept bribes. We do not effect illegal payments of any kind and investigate all suspicious circumstances. Serious disciplinary action is taken against any employee found to have breached our firm 'no bribes' policy. Our policy is that the direct or indirect offer, payment, soliciting or acceptance of bribes in any form is unacceptable. Facilitation payments are also bribes and should not be made.

Code of Conduct

Reputation is the most important asset of VEML and we must ensure that we keep this to the highest standard by conducting business with integrity and with respect. Success means acting with the highest standards of corporate behaviour towards our employees, our customers, those with whom we do business, our stakeholders and our shareholders.

Our Code of Conduct represents our core values which underpin all the work that we do and are the foundation of our business. It is a single source of information about what those compliance requirements mean, with guidance on when to use them, how to use them and how to be sure. These values must always be upheld in whatever situation we find ourselves in. The Code of Conduct helps us to live by our business principles. We fully abide by the Vivo Energy General Business Principles which provide the foundation for how the Vivo Energy Group does business around the world. Many of these principles contain legal and ethical compliance requirements.

Our Code of Conduct and our General Business Principles are available on the Vivo Energy's website and are regularly reviewed by the Board to ensure compliance.

Responsibility to customers

We remain at the forefront of innovation, by consistently offering top quality products to our customers at very competitive prices.

Conflict of interest and related party transaction

Parties are considered to be related to VEML if they have the ability, directly or indirectly, to control VEML or exercise significant influence over VEML in making financial and operating decisions or vice versa, or if they and VEML are subject to common control. Related party transactions are disclosed in Note 29 in the financial statements. Related party transactions were conducted at arm's length.

Company's policies and practices with regard to social issues

VEML aims to be a good corporate citizen by continuously improving the ways in which it contributes directly or indirectly to the general well-being of the communities within which it operates. We manage the social impacts of our business activities carefully and work with our key stakeholders to enhance the benefits to local communities, and to mitigate any negative impacts from our activities.

In addition, Vivo Energy takes a constructive interest in societal matters which are directly or indirectly related to our business.

Corporate Social Responsibility

VEML is committed to being a responsible corporate citizen and caring for the communities in which it operates. To this end, the Company is fully engaged in Community Investment projects which promote road safety awareness, provide education opportunities for underprivileged learners, encourage environmental awareness, support health and sustainable development.

Political Donations

VEML does not make donations to political parties. Compliance to this policy is tracked and reported on an annual basis to the Vivo Energy Group. During the year, the Company made no political donations.

VEML has no mandate to participate in party politics, although, as a major generator of economic wealth, the energy industry clearly has considerable social and political

Principle 6: Reporting with Integrity (continued)

Political Donations (continued)

impact. However, when dealing with government, VEML has the right and responsibility to make its position known on any matter, which affects the Company, its employees, its customers, its shareholders or the wider community where it operates.

Additional information on the company's performance and governance that are not included in this report are available at the company's offices on demand.

Principle 7: Audit

The Audit & Risk Committee evaluates the independence and effectiveness of the external auditors on an ongoing basis before making a recommendation to the Board on their appointment and retention. The total duration of the audit assignment is for a period of one year with the possibility of reappointment of the selected firm annually, subject to the approval of the Shareholders at the Annual Meeting. The current auditors Messrs. Deloitte were appointed in 2020 through a tender exercise.

The Vivo Energy Group has a central internal audit function that is responsible for providing independent and objective assurance to the VEML Board regarding the implementation, operation and effectiveness of internal control systems and risk management. Additionally, the internal audit function ascertains the extent of compliance to procedures, policies, regulations and legislation, facilitates proper risk management practices and recommends improvements in control, performance and productivity within the Group.

The internal audit department uses a risk-based approach to design the internal audit work plan. This work plan and findings are shared with the Audit & Risk Committee. The actions resulting from the audits are regularly reviewed for progress by the Audit & Risk Committee. The Internal Audit function is independent and reports directly to the Audit & Risk Committee and has access to all employees of the Company including Directors.

The Vivo Energy Group Internal Audit function also drives the risk management and reporting processes as outlined in Principle 5.

Principle 8: Relations with shareholders and other key stakeholders

Shareholder Information/Shareholder Communications

The Board recognises the importance of two-way communications with its shareholders and, in addition to giving a balanced report of results and progress at each annual meeting, the board also responds to questions and issues raised by institutions and private shareholders. Information about VEML is available on the Company's website www.vivoenergy.com.

Shareholders' questions can be communicated to the organisation via:

Telephone	: +230 206 1234
Fax	: +230 240 1043
Facebook	: Vivo Energy Mauritius

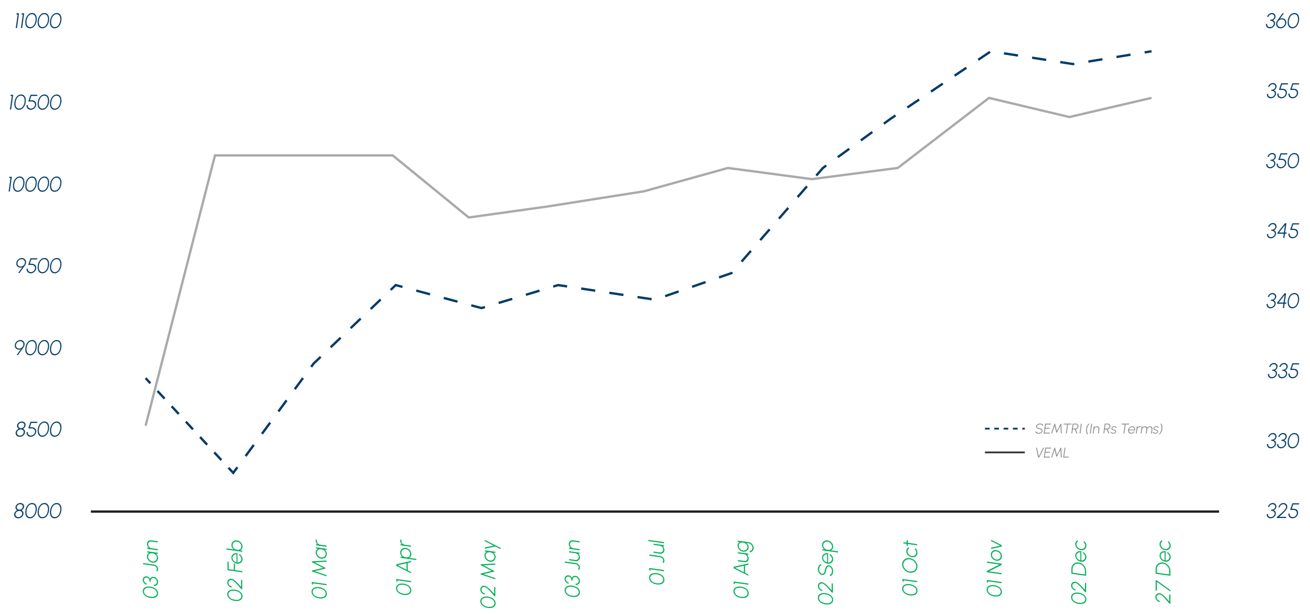
Annual Meeting of Shareholders

The Annual Meeting of Shareholders of VEML is held once a year to consider the annual report of the Company, to receive the auditors' report and approve the audited financial statements, to elect any new Directors, to appoint the auditors and authorise the Directors to fix their remuneration, and to ratify the dividends declared by the Board of directors. The Board of directors convenes and sets the Agenda of the Annual Meeting of Shareholders.

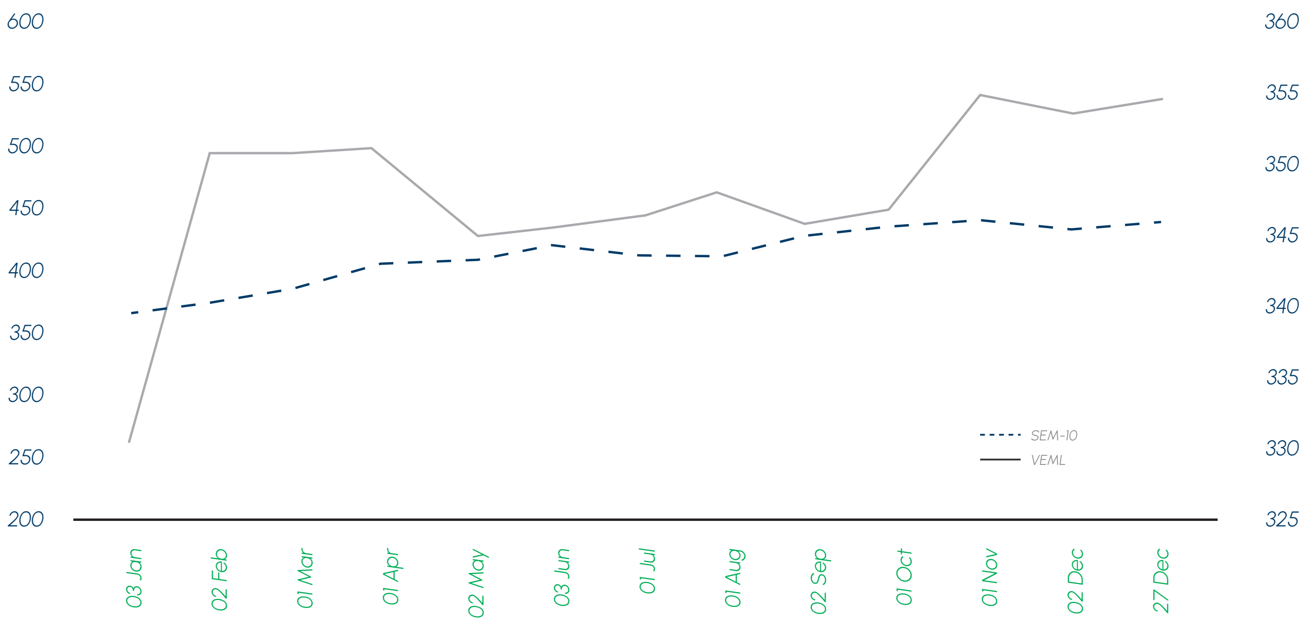
A Special Meeting of Shareholders may be called by the Board on written request of shareholders holding shares carrying together not less than 5% of the voting rights entitled to vote on an issue. The resolutions of the Annual Meeting of Shareholders shall, except in those cases where the law or the Constitution prescribes a larger majority, be passed by absolute majority of the votes cast.

Principle 8: Relations with shareholders and other key stakeholders (continued)

VEML share price compared to SEMTRI:
03 January 2024 to 27 December 2024



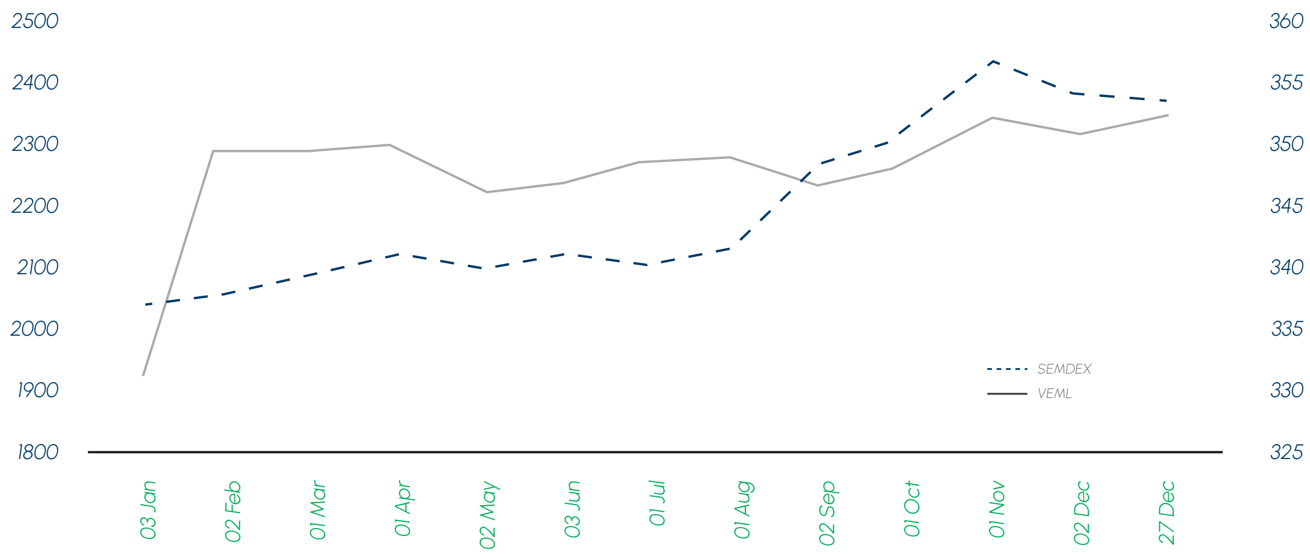
VEML share price compared to SEM-10:
03 January 2024 to 27 December 2024



STRATEGIC REPORT • GOVERNANCE • FINANCIAL STATEMENTS
Corporate governance report (continued)

Principle 8: Relations with shareholders and other key stakeholders (continued)

VEML share price compared to SEMDEX:
03 January 2024 to 27 December 2024



Data analysis on shareholding

Number of shares	Number of shareholders	Number of shares owned	% of total issued shares
1 - 500	2,478	433,260	1.48
501 - 1,000	486	428,686	1.46
1,001 - 5,000	459	1,139,347	3.89
5,001 - 10,000	87	644,167	2.20
10,001 - 50,000	88	1,906,631	6.50
50,001 - 100,000	6	444,058	1.51
100,001 - 250,000	8	1,247,836	4.26
250,001 - 500,000	1	273,935	0.93
500,001 - 1,000,000	1	812,643	2.77
Over 1,000,000	1	21,991,689	75.00
Total	**3,615**	**29,322,252**	**100.00**

List of 10 Major security holders as at 31 December 2024

Vivo Energy Mauritius Holdings B.V.	21,991,689
National Pensions Fund	812,643
Mr Limberg Lam Po Tang	273,935
Mr Lim Kwat Chow Lam Po Tang	228,652
The Mauritius Commercial Bank Ltd	215,000
Multiconsult Trustees Ltd – Trustee (A/C MCB Yield Fund)	178,400
Section Rolling Limited	137,100
Mrs Georgina Marie-Therese Rogers	133,900
National Savings Fund	128,439
The Mauritius Commercial Bank Ltd – Superannuation Fund	118,728

Only Vivo Energy Mauritius Holdings B.V, has more than 5% of the share capital of the Company.

Principle 8: Relations with shareholders and other key stakeholders (continued)

Shares held by each director as at 31 December 2024

The directors follow the principles of the model code for securities transactions by directors of listed companies as detailed in Appendix 6 of the listing rules of the Stock Exchange of Mauritius. The directors have not held or traded in any shares of the Company during the year.

Shareholders' diary

The company has planned the following forthcoming events:

Annual Meeting of Shareholders		June 2025
Reports and profits statement		
Income Statement for the year ended 31 December 2024	To be Published	March 2025
Condensed Interim Income Statement for the quarter ended 31 March 2025	To be Published	May 2025
Condensed Interim Income Statement for the six months ended 30 June 2025	To be Published	August 2025
Condensed Interim Income Statement for the nine months ended 30 September 2025	To be Published	November 2025
Income Statement for the year ended 31 December 2025	To be Published	March 2026
Dividend		
Final Dividend 2024	To be announced	March 2025
Interim Dividend Q1 2025	To be announced	May 2025
Interim Dividend Q2 2025	To be announced	August 2025
Interim Dividend Q3 2025	To be announced	November 2025
Final Dividend 2025	To be announced	March 2026

Key Stakeholders

The Company is committed to engage actively with its stakeholders to meet their expectations and interests in an effective and efficient manner. The Company's key stakeholders and the way it has responded to their expectations are described below:

Shareholders	VEML communicates with its shareholders through its Annual Report, Annual Meeting of Shareholders, press announcements, publication of unaudited quarterly financial statements, audited abridged financial statements and its website hosted at https://www.vivoenergy.com/Where-we-Operate/Mauritius.
Regulators, authorities and the government	VEML's business activities are conditional on meeting regulatory requirements meaning that regulators, authorities and the government have a high level of influence and interest in the Company's operations. The Company ensures that it complies with regulatory provisions and guidelines in the conduct of its activities.
Suppliers and Customers	VEML communicates regularly with its suppliers and customers to better understand their needs, interests and requirements.
Employees	VEML recognises that its workforce is key to its growth and development. During the year, an employee engagement survey was completed and the results show an improvement in all areas as compared to the last survey carried out in 2023.

Principle 8: Relations with shareholders and other key stakeholders (continued)

Constitution

The Company's constitution conforms with the provisions of the Mauritius Companies Act 2001 and the listing rules of the Stock Exchange of Mauritius.

Its salient features are:

- There are restrictions on pre-emptive rights attached to the shares;
- The Company may acquire and own its shares;
- The Company may not issue fractions shares;
- Shareholders may cast their votes by post;
- The Board consists of not less than two (2) but not more than eleven directors (11); and
- There is a rotation of directors every year except for the one who is elected as chairperson who retires every four years.

Dividend Policy

The Company pays an interim dividend to its shareholders on a quarterly basis and a final dividend is paid once the board has approved the annual financial statements. The timing of Board meetings is planned so as to meet this objective. Dividends are declared at Board meetings which are held during the year.

The solvency certificates are signed and approved by the Board of directors in accordance with the Mauritius Companies Act 2001.

Insider dealing

The directors, officers and senior management of the Company are strictly prohibited from dealing in the shares of VEML at any time when in possession of unpublished price-sensitive information, or for the period of one month prior to the publication of the Company's quarterly and yearly results and to the announcement of dividends and distributions to be paid or passed, as the case may be, and ending on the date of such publications/announcements. Moreover, directors, officers and senior management of the Company are required to observe the insider trading laws at all times even when dealing in securities within permitted trading periods. The directors, officers and senior management of the Company have also been informed of their responsibilities in disclosing to the Company any acquisition or disposal in the Company's securities, pursuant to the Company's Securities Dealings Code, the Securities Act 2005 and the Listing Rules of the SEM.

Related party transactions

Related party transactions are disclosed in Note 29 of the financial statements.

Non-audit services

During the year, the external auditors have not rendered non-audit related services.

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, as set out in the Director's report, and for this reason has adopted the going concern basis in preparing the annual financial statements.

Registered office

Vivo Energy Mauritius Limited
Cemetery Road
Roche Bois
Port Louis
www.vivoenergy.com

Signed by:

Sheila Ujoodha
Chairperson
(Corporate Governance Committee)

Fouad Khfifi
Director

24 March 2025

Statement of Compliance
(Section 75(3) of the Financial Reporting Act)

Name of PIE: Vivo Energy Mauritius Limited ("the Company")
Reporting Period: Year ended 31 December 2024

'We, the directors of Vivo Energy Mauritius Limited, confirm that to the best of our knowledge, Vivo Energy Mauritius Limited has complied with all of its obligations and requirements under the Code of Corporate Governance for Mauritius, in all material respects.

Signed by:
Sheila Ujoodha
Chairperson
(Corporate Governance Committee)

Fouad Khfifi
Director

24 March 2025

Secretary's Report to the Members of Vivo Energy Mauritius Limited
UNDER SECTION 166(d) OF THE MAURITIUS COMPANIES ACT 2001

We certify that we have been appointed by Vivo Energy Mauritius Limited to act as the Company Secretary since 08 June 1990.

We certify that we have filed with the Registrar of Companies all such returns as are required of the Company under the Mauritius Companies Act 2001.

Executive Services Limited
Christian Angseesing ACIS
CORPORATE SECRETARY

24 March 2025

Vivo energy
Mauritius

Financial Statements

Independent auditor's report

to the Shareholders of Vivo Energy Mauritius Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Vivo Energy Mauritius Limited (the "Company" and the "Public Interest Entity") set out on pages 52 to 88, which comprise the statement of financial position as at 31 December 2024, and the statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying 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 cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and comply with the requirements of the Mauritius Companies Act 2001 and the Financial Reporting Act 2004.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Other information

The directors are responsible for the other information. The other information comprises the Director's Report, the Corporate Governance Report, Statement of Compliance, Secretary's Report 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 any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, 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 directors for the financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the IASB, and in compliance with the requirements of the Mauritius Companies Act 2001 and the Financial Reporting Act 2004 and they are also responsible for such internal control as the directors determine is necessary to enable the preparation of the 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.

The directors 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 skepticism throughout the audit. We also:

– Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
– Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
– Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
– Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
– Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on other legal and regulatory requirements

Mauritius Companies Act 2001

In accordance with the requirements of the Mauritius Companies Act 2001, we report as follows:

- we have no relationship with, or interest in, the Company other than in our capacity as auditor;
- we have obtained all information and explanations that we have required; and
- in our opinion, proper accounting records have been kept by the Company as far as appears from our examination of those records.

Financial Reporting Act 2004

Corporate Governance Report

Our responsibility under the Financial Reporting Act 2004 is to report on the compliance with the Code of Corporate Governance disclosed in the annual report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance in the annual report, the Public Interest Entity has, pursuant to section 75 of the Financial Reporting Act 2004, complied with the requirements of the Code.

Use of this report

This report is made solely to the Company's shareholders, as a body, in accordance with section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Deloitte
Chartered Accountants

LLK Ah Hee, FCCA
Licensed by FRC

24 March 2025

Statement of profit or loss
for the year ended 31 December 2024

	Notes	2024 Rs'000	2023 Rs'000
Revenue from contracts with customers	7	**18,997,007**	17,580,584
Cost of sales		**(17,633,837)**	(16,275,564)
Gross profit		**1,363,170**	1,305,020
Other income	8	**44,007**	75,319
Gains/(Losses) on exchange		**15,885**	(16,050)
Distribution costs		**(77,325)**	(62,301)
Administrative expenses		**(717,119)**	(750,392)
Operating profit	9	**628,618**	551,596
Finance income	10	**11,701**	12,827
Finance costs	10	**(18,485)**	(23,859)
Finance costs - net	10	**(6,784)**	(11,032)
Share of profit of joint ventures and associate	18	**1,444**	4,194
Profit before income tax		**623,278**	544,758
Income tax expense	11	**(106,768)**	(72,180)
Profit for the year		**516,510**	472,578

The notes on pages 57 to 88 form an integral part of the financial statements.

Statement Of Comprehensive Income
for the year ended 31 December 2024

	Notes	2024 Rs'000	2023 Rs'000
Profit for the year		**516,510**	472,578
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Remeasurements of retirement benefit obligations	23	**(11,225)**	(20,159)
Effect of deferred tax on remeasurements of retirement benefit obligations	22	**1,714**	2,769
Other comprehensive loss for the year, net of tax		**(9,511)**	(17,390)
Total comprehensive income for the year		**506,999**	455,188
Basic & Diluted earnings per share (Rs)	12	**17.62**	16.12
Number of shares used in the calculation ('000)		**29,322**	29,322

The notes on pages 57 to 88 form an integral part of the financial statements.

Statement of Financial Position
as at 31 December 2024

	Notes	2024 Rs'000	2023 Rs'000
ASSETS			
Non-current assets			
Property, plant and equipment	14	**1,784,896**	1,695,723
Right-of-use assets	16	**99,332**	98,415
Intangible assets	15	**5,213**	6,299
Financial assets at amortised cost	17	**-**	1,949
Investment in joint ventures and associate	18	**42,297**	41,831
		1,931,738	1,844,217
Current assets			
Inventories	19	**853,645**	752,943
Trade and other receivables	20	**1,253,741**	1,455,862
Cash and cash equivalents	26(a)	**1,006,922**	954,195
		3,114,308	3,163,000
Total assets		**5,046,046**	5,007,217
EQUITY & LIABILITIES			
Equity			
Share capital	21	**293,223**	293,223
Retained earnings		**887,266**	884,610
Total equity		**1,180,489**	1,177,833
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities	22	**135,183**	115,862
Retirement benefit obligations	23	**2,143**	4,909
Lease liabilities	16	**111,070**	113,161
		248,396	233,932
Current liabilities			
Trade and other payables	24	**2,873,784**	2,951,774
Deposits on LPG cylinders	25	**683,022**	629,037
Current tax liabilities	11	**48,870**	9,090
Lease liabilities	16	**11,485**	5,551
		3,617,161	3,595,452
Total liabilities		**3,865,557**	3,829,384
Total equity and liabilities		**5,046,046**	5,007,217

Approved and authorised for issue by the Board of Directors on 24 March 2025
and signed on its behalf by:

Clairette Ah-Hen } DIRECTORS
Fouad Khfifi }

The notes on pages 57 to 88 form an integral part of the financial statements.

Statement of Changes in Equity
for the year ended 31 December 2024

	Share Capital Rs'000	Retained Earnings Rs'000	Total Equity Rs'000
At 01 January 2023	293,223	919,104	1,212,327
Profit for the year	-	472,578	472,578
Other comprehensive loss for the year	-	(17,390)	(17,390)
Total comprehensive income for the year	-	455,188	455,188
Transactions with owners			
Dividends declared (Note 27)	-	(489,682)	(489,682)
Total transactions with owners	-	(489,682)	(489,682)
At 31 December 2023	293,223	884,610	1,177,833
At 01 January 2024	**293,223**	**884,610**	**1,177,833**
Profit for the year	-	**516,510**	**516,510**
Other comprehensive loss for the year	-	**(9,511)**	**(9,511)**
Total comprehensive income for the year	-	**506,999**	**506,999**
Transactions with owners			
Dividends declared (Note 27)	-	**(504,343)**	**(504,343)**
Total transactions with owners	-	**(504,343)**	**(504,343)**
At 31 December 2024	**293,223**	**887,266**	**1,180,489**

The notes on pages 57 to 88 form an integral part of the financial statements.

Statement of Cash flows
For the year ended 31 December 2024

	Notes	2024 Rs'000	2023 Rs'000
Cash flows from operating activities			
Profit before income tax		**623,278**	544,758
Adjustments for:			
Depreciation on property, plant and equipment	14	**173,482**	166,949
Depreciation on right-of-use assets	16	**16,633**	14,134
(Decrease)/Increase in loss allowance for receivables	20	**(1,802)**	1,753
Amortisation of intangible assets	15	**1,611**	1,017
Interest expense	10	**18,485**	23,859
Profit on disposal of property, plant and equipment	8	**(1,704)**	(520)
Interest income	10	**(11,701)**	(12,827)
Share of profit of joint ventures and associate	18	**(1,444)**	(4,194)
Retirement benefit obligations	23	**(13,991)**	(19,259)
Increase/(Decrease) in provision for obsolete stock		**292**	(235)
Rebates to dealers	26(b)	**1,949**	2,189
Cash generated before working capital changes		**805,088**	717,624
(Increase)/decrease in inventories		**(100,994)**	369,979
Decrease/(increase) in receivables and prepayments		**220,254**	(453,111)
(Decrease)/increase in trade and other payables		**(94,556)**	591,279
Increase in deposits on LPG cylinders	25	**53,985**	48,015
Cash generated from operations		**883,777**	1,273,786
Interest paid	10	**(18,485)**	(23,859)
Income tax paid	11	**(45,953)**	(102,884)
Net cash generated from operating activities		**819,339**	1,147,043
Cash flows from investing activities			
Proceeds from disposal of property, plant and equipment		**1,715**	9,876
Investment in joint ventures and associate	18	**-**	(4,500)
Interest received	10	**11,701**	12,827
Dividends received from joint ventures and associate	18	**978**	6,585
Payments for purchase of property, plant and equipment and intangible assets	33	**(263,191)**	(344,339)
Net cash used in investing activities		**(248,797)**	(319,551)
Cash flows from financing activities			
Dividends paid to company's shareholders	27	**(504,343)**	(489,682)
Repayment of lease liabilities	26	**(13,472)**	(11,331)
Net cash used in financing activities		**(517,815)**	(501,013)
Net increase in cash and cash equivalents		**52,727**	326,479
Cash and cash equivalents at beginning of year		**954,195**	627,716
Cash and cash equivalents at end of year		**1,006,922**	954,195

The notes on pages 57 to 88 form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024

1. GENERAL INFORMATION

Vivo Energy Mauritius Limited (the "Company"), is a limited liability company listed on the Stock Exchange of Mauritius and is incorporated and domiciled in Mauritius.

The Company's principal activity is the marketing and distribution of fuel, lubricants and liquified petroleum gas ("LPG"). It has two joint ventures and one associate, namely: -

– Energy Storage Company Limited which is involved in the provision of LPG terminal usage facilities;
– E-Motion Recharge Solutions Ltd which provides electric charging facilities and commercialises electric charges; and
– Mer Rouge Oil Storage Terminal Co. Ltd which is involved in the storage of petroleum products.

These financial statements were authorised for issue by the Board of Directors on 24 March 2025.

2. APPLICATION OF NEW AND REVISED IFRS ACCOUNTING STANDARDS

In the current year, the Company has adopted all of the new and revised IFRS Accounting Standards and Interpretations issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") of the IASB that are relevant to its operations and effective for accounting periods beginning on 1 January 2024.

2.1 New and revised IFRS Accounting Standards and Interpretations that are effective for the current year

The following relevant Standards and Interpretations have been applied in these financial statements. However, they did not have any impact on the Company's financial statements but may impact the accounts for future transactions or arrangements.

IAS 1 Presentation of Financial Statements - Amendments regarding the classification of liabilities

IAS 1 Presentation of Financial Statements - Amendment regarding the classification of debt with covenants

IAS 1 Presentation of Financial Statements - Amendments to defer the effective date of the January 2020 amendments

IAS 7 Statement of cashflows – Amendments regarding supplier finance arrangements

IFRS 7 Financial Instruments: Disclosure Amendments regarding supplier finance arrangements

IFRS 16 Leases – Amendment to clarify how a seller – lessee subsequently measures sale and leaseback transactions

2.2. New and revised IFRS Accounting Standards and Interpretations issued but not yet effective

At the date of authorisation of these financial statements, the following relevant Standards and Interpretations were issued but effective on annual period on or after the respective dates as indicated:

IFRS 7 Financial Instruments: Disclosure – Amendments regarding the classification and measurement of financial instruments (effective 1 January 2026)

IFRS 9 Financial Instruments: Amendments regarding the classification and measurement of financial instruments (effective 1 January 2026)

IFRS 18 Presentation and Disclosure in Financial Statements original issue (1 January 2027)

The directors anticipate that these amendments will be applied in the annual financial statements for the annual periods beginning on the respective dates as indicated above. The directors have not yet assessed the potential impact of the application of these amendments.

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

Basis of preparation

The financial statements of Vivo Energy Mauritius Limited have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) ("IFRS Accounting Standards") and comply with the Mauritius Companies Act 2001 and the Financial Reporting Act 2004. The financial statements have been prepared on a historical cost basis, except for the retirement benefit obligations where the plan assets are measured at fair value. The financial statements are presented in Mauritian Rupees ('Rs'), rounded to the nearest thousand.

The preparation of financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are discussed in Note 4.

Segment reporting

The chief operating decision-maker (CODM) is the managing director. Information reported to the CODM for the purposes of resource allocation and assessment of segment performance is focused on the category of products. The principal categories of products are regulated and non-regulated. The Company's reportable segments under IFRS 8 – Operating Segments are therefore as follows:

– Regulated
– Non-regulated

For financial statements presentation purposes, these individual operating segments have been aggregated into a single operating segment taking into account the following factors:

– The operating segments have similar long-term gross profit margin.

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Segment reporting (continued)

- The nature of the products is similar.
- The methods to distribute the products to the customers are the same.

Foreign currency translation

– Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in thousands of Mauritian Rupee (Rs'000), which is the Company's functional and presentation currency.

– Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses are presented in profit or loss within 'Gains/(Losses) on exchange'.

Property, plant and equipment and depreciation

Property, plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

No depreciation is provided on freehold land and on assets in the course of construction. Freehold buildings are depreciated over the shorter of the lease term or useful economic life of the assets. Depreciation on other assets is calculated using the straight-line method to allocate their cost less their residual values over their estimated useful lives. The annual rates used are:

Freehold buildings	: 2.5% - 20.0%
Plant and equipment	: 3.3% - 20.0%
Motor vehicles	: 10.0% - 20.0%
Computer equipment	: 10.0% - 33.3%
Furniture and fittings	: 5.0% - 50.0%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is the higher of the asset's fair value less cost of disposal and value in use.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other income' in profit or loss.

Intangible assets

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives (not exceeding three years).

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company, are recognised as intangible assets, when the following criteria have been met:

- It is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the software product and use or sell it;
- There is an ability to use or sell the software product;
- It can be demonstrated how the software product will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- The expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development costs that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Computer software development costs recognised as assets are amortised over their estimated useful lives, not exceeding three years.

Impairment of non-financial assets

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

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Impairment of non-financial assets (continued)

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that have a finite useful life are subject to amortisation and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

Financial instruments

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

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

Financial assets

All regular way of purchase or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of financial assets.

Classification of financial assets

Debt instrument that meet the following conditions are measured subsequently at amortised cost:

- The financial asset is held within a business model whose objective is 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.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; 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.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit loss through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit adjusted effective interests rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of the financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Company recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically, financial assets measured at amortised cost and at FVTPL, exchange differences are recognised in profit or loss.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost and on other receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company recognises lifetime ECL for other receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical loss experience, adjusted for factors specific to the financial assets as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward looking information that is available.

Despite the foregoing, the Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

1. The financial instrument has a low risk of default,
2. The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
3. Adverse changes in economic and business condition in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Company considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes part due.

(ii) Definition of default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors in full.

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 180 days past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) Significant financial difficulty of the issuer or the borrower;
(b) A breach of contract, such as a default or past due event;
(c) The lender(s), for economic or contractual reasons relating to the borrower's financial difficulty, have granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
(d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
(e) The disappearance of an active market for that financial asset

(iv) Write off policy

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(v) Measurement and recognition of expected credit losses

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of expected credit losses (continued)

The Company recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial assets and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial assets measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised when the proceeds are received, net of direct issue costs.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in profit or loss.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct costs only. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and applicable variable selling expenses. The weighted average method is used to determine the cost of all inventories. Spares, accessories and supplies included under inventories consist of items which are regularly used for repairs, maintenance and new installations. They are stated at the lower of cost and net realisable value.

Trade receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components and are recognised at fair value. The Company holds trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Company's impairment policies and the calculation of the loss allowance are provided in the relevant notes.

Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown separately on the statement of financial position.

Share capital

Ordinary shares are classified as "Share Capital" in equity.

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (continued)

Leases

The Company as lessee

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

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

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

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the periods presented.

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

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

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

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Impairment of non-financial assets' policy.

Investment in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results, assets and liabilities of joint ventures are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5.

Under the equity method, an investment in a joint venture is recognised initially in the statement of financial position at cost and adjusted thereafter to recognise the Company's share of the profit or loss and other comprehensive income of the joint venture. When the Company's share of losses of a joint venture exceeds the Company's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Company's net investment in the joint venture), the Company discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the joint venture. An investment in a joint venture is accounted for using the

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Investment in joint ventures (continued)

equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Company's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Company's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Company discontinues the use of the equity method from the date when the investment ceases to be a joint venture. When the Company retains an interest in the former joint venture and the retained interest is a financial asset, the Company measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Company accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Company reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the joint venture is disposed of.

When the Company reduces its ownership interest in a joint venture but the Company continues to use the equity method, the Company reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When the Company transacts with a joint venture, profits and losses resulting from the transactions with the joint venture are recognised in the Company's financial statements only to the extent of interests in the joint venture that are not related to the Company.

The Company applies IFRS 9, including the impairment requirements, to long-term interests in a joint venture to which the equity method is not applied and which form part of the net investment in the investee. Furthermore, in applying IFRS 9 to long-term interests, the Company does not take into account adjustments to their carrying amount required by IAS 28 (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).

Current and deferred income tax

The tax expense for the period comprises current income tax, deferred income tax, Corporate Climate Responsibility levy and Corporate Social Responsibility contribution. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising from depreciation on plant and equipment, provision for loss allowance on trade and other receivables, provision for slow-moving inventory, provision for retirement benefit obligations and lease liabilities, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

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

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Employee benefits

- ***Pension and retirement plans***

The Company has both a defined benefit pension plan and a defined contribution pension plan.

A defined benefit plan is a pension plan that is not a defined contribution plan.

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation. The plan is funded by payments from the Company taking into account the recommendations of independent qualified actuaries.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.
Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

Past-service costs are recognised immediately in profit or loss.

A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate fund. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

- ***Other benefits***

Employee entitlement to annual leave and other benefits are recognised when they accrue to the employees.

- ***Termination benefits***

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. Included in provisions are restoration cost provision and vacation leave provision.

Deposits on LPG cylinders

Deposits on LPG cylinders are accounted for as part of current liabilities and are recognised on an amortised cost basis using the effective interest method.

Revenue from contracts with customers

The Company derives revenue from the sales of regulated and non-regulated products. Regulated products are products for which the prices are determined by the government.

Revenue recognition

Sales of goods such as fuel, lubricants and LPG (Regulated and non-regulated products)

Revenue is recognised when a customer obtains control of the goods after excluding amounts collected on behalf of third parties (i.e. VAT, excise duties and similar levies). The Company's control of the goods is transferred to the customer at the point in time when delivery and transfer of title to the customer occurs and when the performance obligation to the customer is fulfilled. The Company does not offer bundled products.

A receivable is recognised by the Company when the goods are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required.

Other income

Forecourt commission is recognised on an accrual's basis. It is charged to dealers of service stations based on volume sold. The charged commission rate varies for each dealer.

Expenses

Expenses are accounted for in the profit or loss on an accrual's basis.

Dividend distributions

Dividend distributions to the Company's shareholders are recognised as a liability in the Company's financial statements in the year in which the dividends are declared.

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Dividend distributions (continued)

Loyalty Programme

The Company has a customer loyalty programme whereby customers are awarded with reward credits (loyalty points) which can be effectively redeemed against gifts and/or e-vouchers at selected partner shops. Loyalty points granted to customers participating in the loyalty programme provide rights to customers that need to be accounted for as a separate performance obligation. The fair value of the consideration received under the loyalty programme is allocated between the sale of goods supplied and the loyalty points granted. The consideration allocated to the loyalty points is measured by reference to their relative stand-alone selling price which is calculated as the amount for which the loyalty points could be separately sold, adjusted for an expected forfeiture rate. Such consideration is not recognised as turnover at the time of the sales transaction but is recognised as a deferred revenue liability until the loyalty points have been redeemed or forfeited. The likelihood of redemption, based on management's judgment of expected redemption rates, is reviewed on a regular basis and any adjustments to the deferred revenue liability is recognised in turnover.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Assumptions used to determine the carrying amount of the Company's defined benefit obligation

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

The Company's actuary determines the appropriate discount rate at the end of each year in consultation with the management of the Company. This is the interest rate that should be used to determine the present value of estimated future cash outflows required to settle the retirement benefit obligations. In determining the appropriate discount rate, the Company considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in Note 23.

5. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and cash flow interest rate risk), credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management remains within the responsibility of the Board of Directors to whom the Audit and Risk Committee reports. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as currency risk, interest rate risk, credit risk, and investment of excess liquidity.

(a) Market risk

(i) Foreign exchange risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company transacts with international customers and suppliers and is exposed to currency risk arising from various currency exposures, primarily with respect to the United States dollar ('USD'). It is the Company's policy not to enter into any currency hedging transactions. To manage its foreign exchange risk arising from future commercial transactions and recognised assets and liabilities, the Company maintains sufficient liquid resources from its USD denominated receipts to meet its USD denominated obligations as they fall due.

5. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

The currency profile of the Company's USD-denominated financial assets and liabilities is summarised as follows:

	Financial assets 2024 Rs'000	**Financial liabilities 2024 Rs'000**	Financial assets 2023 Rs'000	Financial liabilities 2023 Rs'000
United States Dollar	**348,196**	**563,769**	834,483	255,241

At 31 December 2024, if the Mauritian rupee had weakened/strengthened by 5% (2023: 5%) against USD with all other variables held constant, pre-tax profit for the year would have increased/decreased by **Rs 10,779,000** (2023: pre-tax profit would have decreased/increased by Rs 28,962,000), mainly as a result of currency gains/losses on translation of US dollar-denominated trade receivables, cash and cash equivalents and trade payables.

Management considers a 5% (2023: 5%) shift in foreign currency exchange rate is appropriate to determine the sensitivity of USD denominated financial assets and liabilities vis a vis the Mauritian rupee.

(ii) Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices of equity (other than those arising from interest rate risk or currency risk). The Company is not exposed to equity price risk as it does not have any investment in equity securities at fair value.

The Company is also exposed to commodity price risk on purchase of non-regulated products. To manage this risk, the Company keeps its inventory level for non-regulated products at its optimum level. Split pricing is also used as a mitigation measure. At 31 December 2024, if the price of unregulated products had increased/decreased by 5% (2023: 5%) with all other variables held constant, pre-tax profit for the year would have decreased/increased by **Rs 1,801,983** (2023: Rs 826,784).

The Company is not exposed to commodity price risk on regulated products since their margins are fixed by the State Trading Corporation.

(iii) Cash flow and fair value interest rate risk

Cash flow interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of the assets. The Company's interest rate risk arises from cash and cash equivalents and short-term bank overdrafts which bear interest at variable rates. The Company does not have long-term borrowings. The Company mitigates this risk by holding enough cash resources that in turn earn variable interest rates and invests in financial institutions where it can earn the highest rates of interest.

The key rate has changed during 2024 and was at 4.00% at the end of the year. (2023: 4.50%).

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

Credit risk exposure

As at 31 December 2024, the Company's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Company due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Company arises from the carrying amount of the respective recognised financial assets as stated in the statement of financial position.

2024	**Note**	**Gross carrying amount Rs'000**	**Loss allowance Rs'000**	**Net carrying amount Rs'000**
Trade and other receivables	**20**	**1,276,095**	**24,553**	**1,251,542**
Cash at bank		**1,006,922**	**-**	**1,006,922**

2023	**Note**	**Gross carrying amount Rs'000**	**Loss allowance Rs'000**	**Net carrying amount Rs'000**
Trade and other receivables	20	1,480,257	26,355	1,453,902
Cash at bank		954,195	-	954,195
Financial asset at amortised cost		1,949	-	1,949

5. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(b) Credit risk (continued)

Credit risk exposure (continued)

The Company determines the expected credit losses on these items as described in the relevant notes. The bank balances are assessed to have low credit risk as it is held with reputable financial institutions. Credit risk arising on financial assets at amortised cost, consisting of loan to dealers, is considered to be minimal since repayment of the loans is through discount provided by the Company to the dealers. No ECL provision has been recognised on the above as the amount is not material.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability of liquid resources under committed credit lines.

The Company's financial liabilities, that are payable within 12 months, includes trade and other payables, deposit on LPG cylinders and lease liability. The table below analyses the financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position as at 31 December 2024 to the contractual maturity date.

	Less than 1 year Rs'000	**Between 1 and 2 years Rs'000**	**Between 2 and 5 years Rs'000**	**More than 5 years Rs'000**	**Total Rs'000**
Trade and other payables	**2,873,784**	**-**	**-**	**-**	**2,873,784**
Deposits on LPG cylinders	**683,022**	**-**	**-**	**-**	**683,022**
Lease liabilities	**11,485**	**30,166**	**60,193**	**20,711**	**122,555**
	3,568,291	**30,166**	**60,193**	**20,711**	**3,679,361**

The table below analyses the financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position as at 31 December 2023 to the contractual maturity date.

	Less than 1 year Rs'000	**Between 1 and 2 years Rs'000**	**Between 2 and 5 years Rs'000**	**More than 5 years Rs'000**	**Total Rs'000**
Trade and other payables	2,951,774	-	-	-	2,951,774
Deposits on LPG cylinders	629,037	-	-	-	629,037
Lease liabilities	5,551	30,265	60,391	22,505	118,712
	3,586,362	30,265	60,391	22,505	3,699,523

Refer to Note 30 for details of the Company's financial assets and financial liabilities. The Company adopts prudent liquidity risk management by maintaining sufficient cash and cash equivalents to meet its normal operating commitments.

Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital of the Company consists of equity and retained earnings. The Company does not have any debt and lease liabilities are recognised in accordance with IFRS 16. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders. There are no external capital requirements.

Fair value estimation

The carrying value of trade and other receivables, cash and cash equivalents, trade and other payables, deposits on LPG cylinders and lease liabilities are assumed to approximate their fair values due to their short term maturities.

Offsetting financial assets and liabilities

There were no financial asset and financial liability that were subject to offsetting at 31 December 2024.

6. SEGMENT INFORMATION

The directors are of the opinion that the segment information presented below gives a good reflection of how they decide to allocate resources as they consider that the main consideration in determining their strategy depends on whether they can control or not the price and margin of their products. Hence, the directors believe it is appropriate that the disclosure on segment analysis be separated between regulated and non-regulated.

The accounting policies of the reportable segments are the same as the Company's accounting policy described in note 3. Segment profits represent the profit earned by each segment without allocation of the share of profits of joint ventures and associate, central administrative costs including directors' salaries, finance income, non-operating gains and losses in respect of financial instruments and finance costs and income tax expense. This is the measure reported to the managing director for the purpose of resource allocation and assessment of segment performance.

The information provided to the chief operating decision-maker with respect to the total assets and total liabilities are measured in a manner consistent with that of the financial statements. The assets and liabilities are allocated based on the basis of revenues earned by individual reporting segments.

There are no sales between the different segments. Revenue from no single customer amounted to 10% or more of the Company's total revenue. Unallocated costs represent net expenses that do not directly relate to a segment. For the purpose of monitoring segment performance and allocating resources between segments, the managing director monitors the tangible, intangible and financial assets of each segment. Segment assets consist primarily of property, plant and equipment, right-of-use assets, financial assets at amortised cost, inventories, trade and other receivables and prepayments, investment in joint ventures and associate, and exclude cash and cash equivalents, VAT receivable, current income tax receivable, intercompany receivable and loans to dealers. Segment liabilities comprise operating liabilities and exclude items such as taxation. Capital expenditure comprises additions to property, plant and equipment. Unallocated assets and liabilities represent assets and liabilities that do not directly relate to a segment.

Year ended 31 December 2024

	Regulated Rs'000	Non-Regulated Rs'000	Total Rs'000
Revenue from contracts with customers	**12,825,969**	**6,171,038**	**18,997,007**
Segment results	**775,585**	**326,322**	**1,101,907**
Unallocated costs			**(473,289)**
Operating profit			**628,618**
Finance income			**11,701**
Finance cost			**(18,486)**
Share of profits of joint venture	**1,016**	**428**	**1,444**
Profit before income tax			**623,278**
Income tax expense			**(106,768)**
Profit for the year			**516,510**
Segment assets	**2,484,824**	**1,357,937**	**3,842,761**
Investment in Joint venture	**19,457**	**22,840**	**42,297**
Unallocated assets			**1,160,988**
Total assets			**5,046,046**
Segment liabilities	**2,180,027**	**1,481,831**	**3,661,858**
Unallocated liabilities			**203,699**
Total liabilities			**3,865,557**
Other segment items			
Capital expenditure	**199,604**	**66,759**	**266,363**
Depreciation on property, plant & equipment and right of use assets	**(65,159)**	**(124,956)**	**(190,115)**
Amortisation of intangible assets	**(1,531)**	**(80)**	**(1,611)**

6. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities are reconciled to the Company's assets and liabilities as follows:

	Assets Rs' 000	Liabilities Rs' 000
Segment assets/liabilities and interest in joint ventures/ associate	**3,885,058**	**3,661,858**
Unallocated:		
Other receivables and prepayments	**154,066**	**-**
Cash and cash equivalents	**1,006,922**	**-**
Retirement benefit obligations	**-**	**2,143**
Deferred tax liabilities	**-**	**135,183**
Other payables	**-**	**17,503**
Current tax liabilities	**-**	**48,870**
Total	**5,046,046**	**3,865,557**

Year ended 31 December 2023

	Regulated Rs'000	Non-Regulated Rs'000	Total Rs'000
Revenue from contracts with customers	12,024,317	5,556,267	17,580,584
Segment results	355,085	315,026	670,111
Unallocated costs			(118,515)
Operating profit			551,596
Finance income			12,827
Finance cost			(23,859)
Share of profits of joint venture	2,222	1,972	4,194
Profit before income tax			544,758
Income tax expense			(72,180)
Profit for the year			472,578
Segment assets	2,405,324	1,516,535	3,921,859
Investment in Joint venture	19,242	22,589	41,831
Unallocated assets			1,043,527
Total assets			5,007,217
Segment liabilities	2,404,917	1,279,164	3,684,081
Unallocated liabilities			145,303
Total liabilities			3,829,384
Other segment items			
Capital expenditure	258,037	86,302	344,339
Depreciation on property, plant & equipment and right of use assets	(63,989)	(117,094)	(181,083)
Amortisation of intangible assets	(978)	(39)	(1,017)

Segment assets and liabilities are reconciled to the Company's assets and liabilities as follows:

	Assets Rs' 000	Liabilities Rs' 000
Segment assets/liabilities and interest in joint ventures/ associate	3,963,690	3,684,081
Unallocated:		
Other receivables and prepayments	89,332	-
Cash and cash equivalents	954,195	-
Retirement benefit obligations	-	4,909
Deferred tax liabilities	-	115,862
Other payables	-	15,442
Current tax liabilities	-	9,090
Total	5,007,217	3,829,384

7. REVENUE FROM CONTRACTS WITH CUSTOMERS

	2024 Rs' 000	2023 Rs' 000
Disaggregation of revenue from contracts with customers		
Regulated	**12,825,969**	12,024,317
Non-regulated	**6,171,038**	5,556,267
	18,997,007	17,580,584

Timing of revenue recognition		
At a point in time	**18,997,007**	17,580,584

8. OTHER INCOME

	2024 Rs'000	2023 Rs'000
Forecourt commission	**29,891**	17,644
Management fees	**9,469**	12,573
Profit on disposal of property, plant and equipment	**1,704**	520
Non-fuel retailing income	**28,343**	27,443
Other customer fees	**5**	14,707
Throughput (expenses)/income	**(25,405)**	2,432
	44,007	75,319

9. OPERATING PROFIT

The following items have been (credited)/charged in arriving at operating profit:

	2024 Rs'000	2023 Rs'000
Profit on disposal of property, plant and equipment (Note 8)	**(1,704)**	(520)
Depreciation on property, plant and equipment (Note 14)		
- included in administrative expenses	**165,755**	161,427
- included in cost of sales	**7,727**	5,522
Depreciation on right-of-use assets (Note 16)	**16,633**	14,134
Amortisation of intangible assets (Note 15)	**1,611**	1,017
Fees paid to auditor		
- audit services	**1,620**	1,435
- audit related services	**1,425**	1,364
Repairs and maintenance:		
- included in cost of sales	**7,041**	3,246
- included in administrative expenses	**33,937**	24,946
Staff costs (Note 13)		
- included in cost of sales	**3,835**	3,660
- included in administrative expenses	**270,095**	257,756
- included in finance costs	**177**	189
Loss allowance for trade and other receivables	**(1,802)**	1,753
Write off of receivables	**161**	224
Cost of inventories recognised as expense		
- included in cost of sales	**17,459,204**	16,113,963

10. FINANCE COSTS - NET

	2024 Rs'000	2023 Rs'000
Finance costs:		
- Interest expense on bank overdrafts	**(5,774)**	(11,886)
- Interest expense for retirement benefit obligations	**(177)**	(189)
- Interest on lease liabilities (Note 16)	**(12,534)**	(11,784)
	(18,485)	(23,859)
Finance income:		
- Interest income	**11,701**	12,827
	11,701	12,827
Net finance costs	**(6,784)**	(11,032)

11. INCOME TAX EXPENSE

Income Tax is calculated at the rate of 3% for marine and aviation sectors (2023: 3%) and other sectors at the rate of 15% (2023: 15%) on its profit for the year as adjusted for income tax purposes. Corporate Social Responsibility (CSR) is calculated at a rate of 2% (2023: 2%). The Finance (Miscellaneous Provisions) Act 2024, which was gazetted on July 27, 2024, introduced a new Corporate Climate Responsibility (CCR) Levy at 2% of chargeable income as from year of assessment commencing on July 1, 2024.

	2024 Rs'000	2023 Rs'000
Charge for the year:		
Based on the profit for the year, as adjusted for tax purposes	**85,891**	56,587
Over provision of income tax in previous year	**(158)**	(296)
Under/(Over) provision of deferred tax in previous year	**13,093**	(1,335)
Deferred income tax (Note 22)	**7,942**	17,224
Charge to income statement	**106,768**	72,180

Current income tax liability:

	2024 Rs'000	2023 Rs'000
At 01 January	**9,090**	55,683
Charge for the year	**85,891**	56,587
Over provision of income tax in previous year	**(158)**	(296)
Tax deducted at source	**(2,666)**	(3,575)
Paid during the year, based on:		
- Previous year's profit	**(726)**	(44,762)
- Current year's profit	**(42,561)**	(54,547)
At 31 December	**48,870**	9,090

A reconciliation between the effective rate of income tax of the Company of **17.13%** (2023: 13.25%) and the applicable income tax rate of **15.28%** (2023: 13.74%) follows:

(As a percentage of profit before taxation)

	2024 %	2023 %
Applicable income tax rate	**15.28**	13.74
Impact of:		
- Other non-allowable expenses	**0.05**	0.06
- Share of profit of joint venture	**(0.04)**	(0.11)
- Exempt income	**(0.22)**	(0.25)
- Other non-taxable income/expense	**(0.01)**	0.11
- Under provision of income tax in previous year	**(0.03)**	(0.06)
- Under/(Over) provision of deferred tax in previous year	**2.10**	(0.24)
Effective income tax rate	**17.13**	13.25

OECD Pillar Two Taxation

The government of the United Kingdom, where the ultimate parent company, Vivo Energy Limited, is incorporated, enacted the Pillar Two income taxes legislation effective from 1 January 2024.

Under the legislation, the ultimate parent company will be required to pay top-up tax on profits of its subsidiaries that are taxed at an effective tax rate of less than 15 per cent. Exposures to this tax may exist for the Company in Mauritius if the Company has an effective tax rate lower than 15% for Pillar Two purposes.

The Company is currently taxed at the average effective tax rate applicable to those profits of 13.5%. The average Pillar Two effective tax rate for Mauritius is determined following the Pillar 2 simplified calculations approach. Under this approach, the accounting tax expense (income) and the accounting profit are adjusted for non-covered taxes, being dividend and related withholding taxes, uncertain tax positions and prior period adjustments.

The Company is in the process of assessing its exposure to the Pillar Two legislation and expects a top-up tax. However, due to the complexities in applying the legislation and calculating Global Anti-Base Erosion ("GloBE") income, the quantitative impact of the enacted legislation cannot be reasonably measured at this stage. The Company is continuing to assess the impact of the Pillar Two income taxes legislation on its future financial performance.
The Company has applied the temporary exception issued by the IASB in May 2023 from the accounting requirements for deferred taxes in IAS 12. Accordingly, the Company neither recognises nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

12. EARNINGS PER SHARE

The calculation of earnings per share is based on the Company's profit for the year of **Rs 516,510,000** (2023 – Rs 472,578,000) and on 29,322,252 ordinary shares in issue during the two years ended 31 December 2024 and 31 December 2023. There were no potentially dilutive shares outstanding at 31 December 2024 or 2023. Diluted earnings per share are therefore the same as basic earnings per share.

13. STAFF COSTS

	2024 Rs'000	2023 Rs'000
Wages and salaries	**224,155**	213,976
Social security costs	**8,891**	8,088
Pension costs - defined benefit plan	**177**	(2,527)
Pension costs - defined contribution plan	**15,072**	14,280
Other benefits	**73,563**	69,667
Termination benefits	**916**	3,920
Recharge of costs to related companies	**(48,667)**	(45,799)
	274,107	261,605

	2024 Number	2023 Number
Number of employees at year end	**117**	121

Directors' emoluments included in staff costs are as follows:

	2024 Rs'000	2023 Rs'000
Short-term benefits	**30,356**	28,857

The recharge of costs is in respect of **16** (2023 - 16) central staff based in Mauritius whose costs are incurred by the Company and recharged to VEIBV (Vivo Energy Investment BV).

Remuneration of Executive Directors are as follows:

	2024 Rs'000	2023 Rs'000
Matthias de Larminat	**-**	19,578
Fouad Khfifi	**24,005**	3,758
Jean-Lou Moutia	**6,351**	5,521
	30,356	28,857

STRATEGIC REPORT • GOVERNANCE • FINANCIAL STATEMENTS
NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

14. PROPERTY, PLANT AND EQUIPMENT

	Freehold land Rs'000	Freehold buildings Rs'000	Plant and equipment Rs'000	Motor vehicles Rs'000	Computer equipment Rs'000	Furniture and fittings Rs'000	Capital expenditure in progress Rs'000	Total Rs'000
Cost								
At 01 January 2023	96,065	641,459	2,304,236	13,514	51,339	51,421	63,797	3,221,831
Additions	-	-	1,143	-	-	-	342,649	343,792
Assets capitalised	-	16,713	277,913	-	6,464	4,778	(305,868)	-
Disposals	-	(3,880)	(26,634)	(1,165)	-	(11,338)	-	(43,017)
At 31 December 2023	**96,065**	**654,292**	**2,556,658**	**12,349**	**57,803**	**44,861**	**100,578**	**3,522,606**
Additions	**-**	**-**	**8**	**-**	**-**	**-**	**262,658**	**262,666**
Assets capitalised	**-**	**45,972**	**154,055**	**3,214**	**7,894**	**1,781**	**(212,916)**	**-**
Disposals	**-**	**-**	**(3,281)**	**(192)**	**-**	**-**	**-**	**(3,473)**
At 31 December 2024	**96,065**	**700,264**	**2,707,440**	**15,371**	**65,697**	**46,642**	**150,320**	**3,781,799**
Accumulated depreciation								
At 01 January 2023	-	303,774	1,315,441	8,824	32,579	32,977	-	1,693,595
Charge for the year	-	31,327	124,623	1,098	6,741	3,160	-	166,949
Disposals	-	(2,555)	(18,603)	(1,165)	-	(11,338)	-	(33,661)
At 31 December 2023	**-**	**332,546**	**1,421,461**	**8,757**	**39,320**	**24,799**	**-**	**1,826,883**
Charge for the year	**-**	**30,999**	**130,326**	**1,046**	**7,795**	**3,316**	**-**	**173,482**
Disposals	**-**	**-**	**(3,270)**	**(192)**	**-**	**-**	**-**	**(3,462)**
At 31 December 2024	**-**	**363,545**	**1,548,517**	**9,611**	**47,115**	**28,115**	**-**	**1,996,903**
Net book value								
At 31 December 2024	**96,065**	**336,719**	**1,158,923**	**5,760**	**18,582**	**18,527**	**150,320**	**1,784,896**
At 31 December 2023	96,065	321,746	1,135,197	3,592	18,483	20,062	100,578	1,695,723

Included in capital expenditure in progress are plant and equipment amounting to **Rs 150,320,000** (2023: Rs 100,578,000) in the course of construction. The directors are of the opinion that no impairment is required for property, plant and equipment.

15. INTANGIBLE ASSETS

	Computer software Rs'000
Cost	
At 01 January 2023	8,592
Additions	547
Work in progress	3,449
At 31 December 2023	12,588
Additions	**3,697**
Work in progress capitalised	**(3,172)**
At 31 December 2024	**13,113**
Accumulated amortisation	
At 01 January 2023	5,272
Charge for the year	1,017
At 31 December 2023	6,289
Charge for the year	**1,611**
At 31 December 2024	**7,900**
Carrying amount	
At 31 December 2024	**5,213**
At 31 December 2023	6,299

16. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Leases are recognised as a right-of-use asset and its corresponding liability at the date of which the leased asset is available for use by the Company. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and lease term on a straight-line basis.

The Company has leases for motor vehicles and land and buildings. Leases have remaining lease terms between 2 and 25 years, some of which may include options to extend the leases for up to 5 years, and some of which may include options to terminate the leases within 1 year.

The statement of financial position shows the following amounts relating to leases.

Right-of-use assets

	Land & Buildings Rs'000	Vehicles Rs'000	Total Rs'000
Cost			
At 01 January 2023	98,601	89,265	187,866
Additions	-	10,542	10,542
Terminations	-	(7,856)	(7,856)
At 31 December 2023	**98,601**	**91,951**	**190,552**
Additions	**-**	**17,550**	**17,550**
At 31 December 2024	**98,601**	**109,501**	**208,102**
Accumulated depreciation			
At 01 January 2023	45,163	40,696	85,859
Charge for the year	4,438	9,696	14,134
Terminations	-	(7,856)	(7,856)
At 31 December 2023	**49,601**	**42,536**	**92,137**
Charge for the year	**4,844**	**11,789**	**16,633**
At 31 December 2024	**54,445**	**54,325**	**108,770**
Carrying amount			
At 31 December 2024	**44,156**	**55,176**	**99,332**
At 31 December 2023	49,000	49,415	98,415

Prepaid leases represent upfront lease payments on certain lease of land.

Lease liabilities

	2024 Rs'000	2023 Rs'000
Maturity analysis:		
Year 1	**11,485**	5,551
Year 2	**30,166**	30,265
Year 3	**22,143**	22,216
Year 4	**19,454**	19,518
Year 5	**18,596**	18,657
Onwards	**70,544**	70,776
	172,388	166,983
Less unearned interest	**(49,833)**	(48,271)
	122,555	118,712
Analysed as:		
Non-current	**111,070**	113,161
Current	**11,485**	5,551
	122,555	118,712

STRATEGIC REPORT • GOVERNANCE • FINANCIAL STATEMENTS
NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

16. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

The statement of profit or loss shows the following amounts relating to leases:

	2024 Rs'000	2023 Rs'000
Depreciation of right-of-use asset	**16,633**	14,134
Interest on lease liability	**12,534**	11,784
Total lease cost	**29,167**	25,918

The total cash outflow for leases was as follows:

	2024 Rs'000	2023 Rs'000
Supplemental Cash Flows Information		
Repayment of lease liabilities	**13,472**	11,331
Other Information		
Weighted average remaining lease term	**8.70**	8.73

17. FINANCIAL ASSETS AT AMORTISED COST

	2024 Rs'000	2023 Rs'000
Loans to dealers	**-**	1,949

Loans to dealers relate to loan agreements between the Company and several retailers for the construction of service stations. The loans are interest free and are offset against the volume rebate.

18. INVESTMENT IN JOINT VENTURES AND ASSOCIATE

	ESCOL		MOST		E-MOTION		Total	
	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000
Cost								
At 01 January	**15,000**	15,000	**19,125**	19,125	**4,500**	-	**38,625**	34,125
Addition during the year	**-**	-	**-**	-	**-**	4,500	**-**	4,500
At 31 December	**15,000**	15,000	**19,125**	19,125	**4,500**	4,500	**38,625**	38,625
Share of post-acquisition reserves								
At 01 January	**2,478**	2,080	**2,772**	3,710	**(2,044)**	(193)	**3,206**	5,597
Share of profit/(loss) after income tax	**1,128**	1,275	**2,772**	4,770	**(2,456)**	(1,851)	**1,444**	4,194
Dividends received	**(978)**	(877)	**-**	(5,708)	**-**	-	**(978)**	(6,585)
At 31 December	**2,628**	2,478	**5,544**	2,772	**(4,500)**	(2,044)	**3,672**	3,206
Carrying amount								
At 31 December	**17,628**	17,478	**24,669**	21,897	**-**	2,456	**42,297**	41,831

Nature of investment in joint ventures/ associate 2024 and 2023

Name of entity	Place of incorporation / business	Activity	Description of shares held	% holding 2024	% holding 2023
Energy Storage Co. Ltd	Mauritius	LPG storage	Ordinary	**50.0**	50.0
Mer Rouge Oil Storage Terminal Co. Ltd	Mauritius	Storage of petroleum products	Ordinary	**20.0**	20.0
E-motion Recharge Solution Ltd	Mauritius	Electric vehicle recharge solutions	Ordinary	**50.0**	50.0

Energy Storage Company Limited (ESCOL), Mer Rouge Oil Storage Terminal Co. Ltd (MOST) and E-Motion Recharge Solution Ltd (E-Motion) are private companies. There are no contingent liabilities and restrictions relating to the Company's interest in its joint ventures/ associate.

18. INVESTMENT IN JOINT VENTURES AND ASSOCIATE (CONTINUED)

Summarised financial information for joint ventures/associate:

The summarised financial information below represents amounts in joint ventures/associate financial statements prepared in accordance with IFRS accounting standards.

Summarised balance sheet

	ESCOL As at 31 December		MOST As at 31 December		E-MOTION As at 31 December	
	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000
Current						
Cash and cash equivalents	**10,018**	13,995	**95,190**	33,731	**921**	8,276
Other current assets (excluding cash)	**8,901**	4,178	**42,821**	49,358	**10,311**	8,187
Total current assets	**18,919**	18,173	**138,011**	83,089	**11,232**	16,463
Other current liabilities (including trade payables)	**(17,748)**	(11,118)	**(10,821)**	(11,694)	**(15,118)**	(16,505)
Total current liabilities	**(17,748)**	(11,118)	**(10,821)**	(11,694)	**(15,118)**	(16,505)
Non-current						
Assets	**39,212**	40,326	**572,317**	578,344	**1,666**	374
Other liabilities	**(5,029)**	(11,592)	**(277,660)**	(241,754)	**-**	-
Total non-current liabilities	**(5,029)**	(11,592)	**(277,660)**	(241,754)	**-**	-
Net assets/(liabilities)	**35,354**	35,789	**421,847**	407,985	**(2,220)**	332

Summarised statement of comprehensive income

	ESCOL		MOST		E-MOTION	
	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000
Revenue	**25,377**	20,697	**77,170**	80,671	**9,756**	6,715
Depreciation and amortisation	**(4,668)**	(4,668)	**(15,065)**	(15,032)	**(204)**	(6)
Interest expense	**(583)**	(631)	**(16,742)**	(14,304)	**-**	-
Pre-tax profit/(loss) from continuing operations	**2,726**	2,244	**24,892**	27,819	**(5,158)**	(3,781)
Income tax expense	**(472)**	(429)	**(4,729)**	(4,729)	**-**	-
Post-tax profit/(loss) from continuing operations	**2,254**	1,815	**20,163**	23,090	**(5,158)**	(3,781)
Total comprehensive income	**2,254**	1,815	**20,163**	23,090	**(5,158)**	(3,781)

Reconciliation of summarised financial information

Reconciliation of the summarised financial information to the carrying amount of its interest in the joint ventures/associate:

Summarised financial information

	ESCOL		MOST		E-MOTION	
	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000	2024 Rs'000	2023 Rs'000
Opening net assets - 1 January	**34,956**	34,160	**407,989**	392,949	**4,912**	(386)
Adjustments	**-**	735	**(6,302)**	20,491	**246**	79
Addition during the year	**-**	-	**-**	-	**-**	9,000
Profit/(loss) for the period	**2,254**	1,815	**20,163**	23,090	**(5,158)**	(3,781)
Dividend paid	**(1,954)**	(1,754)	**-**	(28,541)	**-**	-
Closing net assets – 31 December	**35,256**	34,956	**421,850**	407,989	**-**	4,912
Interest in joint ventures/associate @50% (2023: 50%); **20%** (2023:20%); **50%** (2023: 50%)	**17,628**	17,478	**84,370**	81,598	**-**	2,456

* The 2024 data reported for MOST, E-Motion and ESCOL are as per the unaudited financial statements. The share of net asset for MOST excludes the share application monies of **Rs. 298,500,000** (2023: Rs. 298,500,000).

STRATEGIC REPORT • GOVERNANCE • FINANCIAL STATEMENTS
NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

19. INVENTORIES

	2024 Rs'000	2023 Rs'000
Goods for resale (NRV)	**840,072**	746,242
Spares, accessories and supplies (NRV)	**13,573**	6,701
	853,645	752,943

Inventories include provision for slow moving products amounting to **Rs 6,445,000** (2023: Rs 6,153,000).

20. TRADE AND OTHER RECEIVABLES

	2024 Rs'000	2023 Rs'000
Trade receivables	**1,043,695**	1,326,636
Loss allowance	**(23,711)**	(25,513)
Trade receivables - net	**1,019,984**	1,301,123
Other receivables	**59,026**	63,040
Loss allowance	**(842)**	(842)
Other receivables - net	**58,184**	62,198
Trade receivables from related companies (Note 29 (vi))	**173,374**	90,581
VAT receivable	**1,439**	1,289
Prepayments	**760**	671
	175,573	92,541
	1,253,741	1,455,862

The carrying amount of receivables and prepayments approximate their fair values. Included in other receivables is an amount due from Mer Rouge Oil Storage Terminal (MOST) amounting to **Rs 58,556,856** (2023: Rs 58,556,856). This balance is unsecured and interest free and repayable on demand.

Movements on the Company's loss allowance for trade and other receivables are as follows:

	2024 Rs'000	2023 Rs'000
At 01 January	**26,355**	24,602
(Decrease)/Increase in allowance for trade and other receivables	**(1,802)**	1,753
At 31 December	**24,553**	26,355

The creation and release of loss allowance for impaired receivables have been included in 'administrative expenses' in profit or loss. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable. At 31 December 2024, the Company held bank guarantees as security on receivables amounting to **Rs 59,119,000** (2023: Rs 62,877,000).

To measure the expected credit losses, trade receivables and other receivables have been grouped based on shared credit risk characteristics and the days past due. The Company has therefore concluded that the expected loss rates for trade receivables are reasonable.

The expected loss rates are based on the payment profiles of customers over a period of 36 months before 31 December 2024 or 01 January 2024 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

20. TRADE AND OTHER RECEIVABLES (CONTINUED)

Expected credit loss rate as at 31 December 2024 is as follows:

		Current	1-3 Months	3-6 Months	Above 6 months	Total
Expected loss rate		**0.01%**	**0.80%**	**2.91%**	**26.28%**	
Gross carrying amount	**Rs'000**	**1,172,556**	**7,286**	**3,982**	**92,271**	**1,276,095**
Expected allowance for impairment	**Rs'000**	**131**	**58**	**116**	**24,248**	**24,553**

Expected credit loss rate as at 31 December 2023 is as follows:

		Current	1-3 Months	3-6 Months	Above 6 months	Total
Expected loss rate		0.01%	0.39%	6.20%	43.19%	
Gross carrying amount	Rs'000	1,394,522	13,534	13,462	58,739	1,480,257
Expected allowance for impairment	Rs'000	102	52	834	25,367	26,355

In cases where credit limits were exceeded during the year, this was done in accordance with the Company's procedures and management does not expect any major losses from non-performance by these counterparties. In the event of default of customers, who require timely delivery of petroleum products, LPG & Lubricants to run their operations, the Company reserves the right to stop delivery of these products until the outstanding debt is recovered.

Individual credit limits are set based on internal or external ratings and in accordance with Vivo Energy Group credit policy. The compliance with credit limits by customers is regularly monitored by management and the Vivo Energy Group.

The carrying amounts of the Company's trade and other receivables are denominated in the following currencies:

	2024 Rs'000	2023 Rs'000
Currency		
Mauritian rupee	**975,481**	1,125,170
United States dollar	**278,260**	330,692
	1,253,741	1,455,862

21. SHARE CAPITAL

	2024 Number	2023 Number	2024 Rs'000	2023 Rs'000
Authorised, Issued and fully paid:				
Ordinary shares of Nil par value	**29,322,252**	29,322,252	**293,223**	293,223

22. DEFERRED TAX LIABILITIES

The gross movement on the deferred tax account is as follows:

	2024 Rs'000	2023 Rs'000
At 01 January	**115,862**	102,742
Under/(Over) provision of deferred tax in prior year	**13,093**	(1,335)
Deferred tax asset on remeasurements of retirement benefit obligations charged to other comprehensive income	**(1,714)**	(2,769)
Charge for the year (Note 11)	**7,942**	17,224
At 31 December	**135,183**	115,862

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The movements in deferred income tax assets and liabilities during the year are shown below:

	Accelerated capital allowances Rs'000	Provision for loss allowance on receivables Rs'000	Provision for slow-moving inventory Rs'000	Retirement benefit obligations Rs'000	Lease obligations Rs'000	Total Rs'000
At 01 January 2023	109,941	(3,365)	(874)	(548)	(2,412)	102,742
Credit to other comprehensive income	-	-	-	(2,769)	-	(2,769)
(Over)/under-provision of deferred tax in prior year	(879)	(15)	(450)	(2)	11	(1,335)
Charge/(credit) for the year to income statement	15,728	(241)	(519)	2,646	(390)	17,224
At 31 December 2023	124,790	(3,621)	(1,843)	(673)	(2,791)	115,862
Credit to other comprehensive income	**-**	**-**	**-**	**(1,714)**	**-**	**(1,714)**
(Over)/under provision of deferred tax in prior year	**14,092**	**(405)**	**(206)**	**(75)**	**(313)**	**13,093**
Charge/(credit) for the year to income statement	**6,127**	**275**	**(151)**	**2,137**	**(446)**	**7,942**
At 31 December 2024	**145,009**	**(3,751)**	**(2,200)**	**(325)**	**(3,550)**	**135,183**

23. RETIREMENT BENEFIT OBLIGATIONS

The amounts recognised in the statement of financial position:

	2024 Rs'000	2023 Rs'000
Funded defined benefit scheme	**-**	1,353
Residual retirement gratuities	**2,143**	3,556
	2,143	4,909

Amount recognised in statement of profit or loss and other comprehensive income:

	2024 Rs'000	2023 Rs'000
Amount recognised in profit or loss	**1,587**	(3,030)
Amount recognised in other comprehensive income	**(11,225)**	(20,159)
	(9,638)	(23,189)

23. RETIREMENT BENEFIT OBLIGATIONS (CONTINUED)

(a) Defined benefit plan

The Company contributes to a defined benefit pension plan for some of its employees. The defined benefit pension plan is closed to new entrants and existing employees have stopped accruing services under the plan as from 31 December 2014. The assets of the plan are held and administered by Swan Pensions.

The retirement benefit obligations reporting figures have been based on the latest actuarial report dated 21 February 2025.

Amount recognised in statement of profit or loss and other comprehensive income:

	2024 Rs'000	2023 Rs'000
Scheme expenses	**738**	682
Net interest cost	**(303)**	(533)
Total included in staff costs	**435**	149

The movement in the liability recognised in the statement of financial position is as follows:

	2024 Rs'000	2023 Rs'000
At 01 January	**1,353**	-
Total expense - as shown above	**435**	149
Employer's contributions	**(15,378)**	(15,700)
Remeasurements recognised in other comprehensive income	**13,590**	16,904
At 31 December	**-**	1,353

The movement in present value of funded obligations is as follows:

	2024 Rs'000	2023 Rs'000
At 01 January	**553,868**	466,915
Scheme expenses	**738**	682
Interest cost	**25,825**	28,479
Remeasurement (gains)/losses from changes in financial assumptions and experience (gains)/ losses	**(21,418)**	80,868
Benefits paid	**(21,691)**	(23,076)
At 31 December	**537,322**	553,868

The movement in fair value of plan assets is as follows:

	2024 Rs'000	2023 Rs'000
At 01 January	**552,515**	525,912
Interest income	**26,128**	32,847
Employer's contribution	**15,378**	15,700
Remeasurements- return on plan asset	**112,918**	1,132
Benefits paid	**(21,691)**	(23,076)
At 31 December	**685,248**	552,515

Analysis of amount recognised in other comprehensive income:

Gains on pension scheme assets	**112,918**	1,132
Experience gains/(losses) on the liabilities	**21,418**	(80,868)
Effect on asset ceiling	**(147,926)**	62,832
Remeasurements recognised in other comprehensive income	**(13,590)**	(16,904)

Reconciliation of the effect of asset ceiling is as follows:

Opening balance	**-**	58,997
Amount recognised in profit or loss	**-**	3,835
Amount recognised in other comprehensive income	**147,926**	(62,832)
Closing balance	**147,926**	-

23. RETIREMENT BENEFIT OBLIGATIONS (CONTINUED)

(a) Defined benefit plan (continued)

Plan assets

None of the plan assets are invested in shares of the Company or in property used by the Company.

Plan assets are comprised as follows:

	2024 Rs'000	2024 %	2023 Rs'000	2023 %
Local equities	**246,689**	**36**	104,978	19
Overseas equities	**438,559**	**64**	325,984	59
Fixed income	**-**	**-**	121,553	22
	685,248	**100**	552,515	100

The assets of the Fund are mainly invested overseas in the Global Aggregate Bond Index Fund B and Blackrock World Index Subfund. Part of the fund is invested locally through MCB Investment Management Co. Ltd. The expected return on plan assets is determined by considering the expected returns available on the assets underlying the current investment policy. Expected returns on overseas equities reflect long-term government bond yields plus an approximate equity risk premium. Expected yields as fixed interest securities are based on government bond yields of approximately 5.06% per annum.

In case of the funded plans, the Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the pension schemes. Within this framework, the Company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency. The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligations. The Company has not changed the processes used to manage its risks from previous periods. The Company does not use derivatives to manage its risk. A large portion of assets in 2024 consists of equities and bonds, although the Company also invests in bonds and cash. The Company believes that equities offer the best returns over the long term with an acceptable level of risk. The majority of equities are in a globally diversified portfolio of international blue-chip entities.

Vivo Energy Mauritius Limited is expected to contribute around **Rs 15,793,000** to the pension scheme for the year ending 31 December 2025.

The duration (i.e. mean term) of the liabilities as at 31 December 2024 is 13 years.

The principal actuarial assumptions used were as follows:

	2024 %	2023 %
Discount rate	**5.00**	4.75
Future salary increases	**2.70**	3.20
Price inflation	**2.70**	3.20
Rate of pension increases	**3.00**	3.00

Mortality rates

Assumptions regarding future mortality experience are set based on actuarial advice in accordance with published statistics and experience. The average life expectancy in years of a pensioner retiring at age 65 on the reporting date is as follows:

	2024	2023
Male	**17**	17
Female	**20**	20

23. RETIREMENT BENEFIT OBLIGATIONS (CONTINUED)

(a) Defined benefit plan (continued)

Sensitivity analysis

The sensitivity of the retirement benefit obligation to changes in the weighted principal assumption have been determined based on sensibly possible changes of the discount rate or salary increase rate occurring at the end of the reporting period if all other assumptions remained unchanged and are as follows:

	Change in assumption	Increase in pension obligation due to a decrease in assumption Rs' 000	Decrease in pension obligation due to an increase in assumption Rs' 000
Discount rate	1.0%	70,750	63,904

The above sensitivity analysis has been carried out by recalculating the present value of obligation at end of period after increasing or decreasing the discount rate while leaving all other assumptions unchanged. Any similar variation in the other assumptions would have shown smaller variations in the defined benefit obligation.

The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to the previous period.

Through its pension plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Investment risk

The plan liability is calculated using a discount rate determined by reference to government bond yields; if the return on plan assets is below this rate, it will create a plan deficit and if it is higher, it will create a plan surplus.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this may be partially offset by an increase in the return on the plan's debt investments and a decrease in inflationary pressures on salary and pension increases.

Longevity risk

The plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary risk

The plan liability is calculated by reference to the future projected salaries of plan participants. As such, an increase in the salary of the plan participants above the assumed rate will increase the plan liability whereas an increase below the assumed rate will decrease the liability.

(b) Defined contribution plan

	2024 Rs'000	2023 Rs'000
Contribution paid	**15,578**	16,229

(c) Retirement Gratuities

Retirement Gratuities relate to unfunded obligations in respect to The Workers' Rights Act 2019. The unfunded retirement obligations provide for lump sum based on company service and final salary to be paid at retirement.

The retirement benefit obligations reporting figures have been based on latest actuarial report dated 21 February 2025.

23. RETIREMENT BENEFIT OBLIGATIONS (CONTINUED)

(c) Retirement Gratuities (continued)

The amounts recognised in profit or loss are as follows:

	2024 Rs'000	2023 Rs'000
Scheme expenses	**998**	666
Past Service Cost	**-**	(4,064)
Net interest cost	**154**	219
Total included in staff costs	**1,152**	(3,179)

The movement in the (asset)/liability recognised in the statement of financial position is as follows:

	2024 Rs'000	2023 Rs'000
At 01 January	**3,556**	4,009
Total expense - as shown above	**1,152**	(3,179)
Employer's contributions	**(200)**	(529)
Remeasurements recognised in other comprehensive income	**(2,365)**	3,255
At 31 December	**2,143**	3,556

The movement in fair value of plan assets as follows:

	2024 Rs'000	2023 Rs'000
At 01 January	**(932)**	(403)
Interest Income	**(59)**	(41)
Employer Contribution	**(200)**	(529)
Benefits Paid	**420**	-
Return on plan assets excluding interest income	**59**	41
At 31 December	**(712)**	(932)

The movement in present value of the obligation is as follows:

	2024 Rs'000	2023 Rs'000
At 01 January	**4,488**	4,412
Scheme expenses	**998**	666
Interest cost	**213**	260
Past Service Cost	**-**	(4,064)
Other benefit paid	**(420)**	-
Remeasurement (gains)/losses from changes in financial assumptions and experience losses/(gains)	**(2,424)**	3,214
At 31 December	**2,855**	4,488

Analysis of amount recognised in other comprehensive income:

	2024 Rs'000	2023 Rs'000
Return on plan assets (above)/ below interest income	**(59)**	(41)
Experience (gains)/losses on the liabilities	**559**	1,169
Liability (gains)/losses due to change in financial assumptions	**1,865**	(4,383)
Remeasurements recognised in other comprehensive income	**(2,365)**	3,255

The duration (i.e. mean term) of the liabilities as at 31 December 2024 is 16 years.

The principal actuarial assumptions used were as follows:

	2024 %	2023 %
Discount rate	**5.00**	4.75
Future salary increases	**2.70**	3.20
Price inflation	**2.70**	3.20
Rate of pension increases	**3.00**	3.00

23. RETIREMENT BENEFIT OBLIGATIONS (CONTINUED)

(c) Retirement Gratuities (continued)

Mortality rates

Assumptions regarding future mortality experience are set based on actuarial advice in accordance with published statistics and experience. The average life expectancy in years of a pensioner retiring at age 65 on the reporting date is as follows:

	2024	2023
Male	**n/a**	n/a
Female	**n/a**	n/a

if all other assumptions remained unchanged and are as follows:

	Change in assumption	Increase in pension obligation due to a decrease in assumption Rs' 000	Decrease in pension obligation due to an increase in assumption Rs' 000
Discount rate	1.0%	2,150	928

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some assumptions may be correlated. When calculating the sensitivity of the retirement benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to the previous period.

Through its pension plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Investment risk

The plan liability is calculated using a discount rate determined by reference to government bond yields; if the return on plan assets is below this rate, it will create a plan deficit and if it is higher, it will create a plan surplus.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this may be partially offset by an increase in the return on the plan's debt investments and a decrease in inflationary pressures on salary and pension increases.

Longevity risk

The plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary risk

The plan liability is calculated by reference to the future projected salaries of plan participants. As such, an increase in the salary of the plan participants above the assumed rate will increase the plan liability whereas an increase below the assumed rate will decrease the liability.

STRATEGIC REPORT • GOVERNANCE • FINANCIAL STATEMENTS
NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2024 (CONTINUED)

24. TRADE AND OTHER PAYABLES

	2024 Rs'000	2023 Rs'000
Trade payables	**2,448,232**	2,654,541
Payable to related parties (Note 29 (vi))	**81,646**	33,213
Other payables and accruals	**343,906**	264,020
	2,873,784	2,951,774

25. DEPOSITS ON LPG CYLINDERS

	2024 Rs'000	2023 Rs'000
At 01 January	**629,037**	581,022
Deposits - net	**53,985**	48,015
At 31 December	**683,022**	629,037

26. NOTES TO THE CASH FLOW STATEMENT

(a) Cash and cash equivalents

Cash and cash equivalents include the following for the purposes of the cash flow statement:

	2024 Rs'000	2023 Rs'000
Bank balance	**1,006,922**	954,195

(b) Non-cash transactions

Movement in loan to dealers relate to non-cash investing transactions amounting to **Rs 1,949,000** (2023- Rs 2,189,000).

(c) Changes in liabilities arising from financing activities

The table below details changes in the Company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Company's cash flow statement as cash flows from financing activities.

			Non-cash changes		
2024	01 January 2024 Rs'000	Financing cash flows Rs'000	Dividend declared Rs'000	Other changes (i) Rs'000	31 December 2024 Rs'000
Dividends paid to Company's shareholders	**-**	**(504,343)**	**504,343**	**-**	**-**
Lease liabilities	**118,712**	**(13,472)**	**-**	**17,315**	**122,555**
Total liabilities from financing activities	**118,712**	**(517,815)**	**504,343**	**17,315**	**122,555**

			Non-cash changes		
2023	01 January 2023 Rs'000	Financing cash flows Rs'000	Dividend declared Rs'000	Other changes (i) Rs'000	31 December 2023 Rs'000
Dividends paid to Company's shareholders	-	(489,682)	489,682	-	-
Lease liabilities	119,502	(11,331)	-	10,541	118,712
Total liabilities from financing activities	119,502	(501,013)	489,682	10,541	118,712

27. DIVIDENDS

The Company declared the following dividends during the year.

	2024 Rs'000	2023 Rs'000
Rs 7.73 per ordinary share (2023 - Rs 8.31)	**226,659**	243,666
Rs 9.47 per ordinary share (2023 - Rs 8.39)	**277,684**	246,016
	504,343	489,682

The dividend of **Rs 7.73** declared in 2024 represents the final dividend in respect of the financial year ended 31 December 2023. The dividend of **Rs 9.47** declared in 2024 represents the interim dividend in relation to the financial year ended 31 December 2024.

28. CONTINGENT LIABILITIES

At 31 December 2024, the Company had no contingent liabilities (31 December 2023: Rs Nil).

29. RELATED PARTY TRANSACTIONS

At 31 December 2024, the Company was controlled by Vivo Energy Mauritius Holdings BV which owns 75% of the Company's shares. The remaining 25% of the shares are widely held and are listed on the Stock Exchange of Mauritius. The intermediate parents of the Company are Vivo Energy Investment B.V. (incorporated in the Netherlands) and Vivo Energy Holding B.V. (incorporated in the Netherlands). Vivo Energy Ltd (incorporated in the UK) is the company's ultimate parent. Fellow subsidiaries are entities which are controlled by the ultimate parent directly or indirectly through one or more intermediaries. Associates are entities in which the Company has significant influence but which it does not control. The following transactions were carried out with related parties:

	2024 Rs'000	2023 Rs'000
(i) Purchases of goods and services from fellow subsidiaries		
Purchases of goods:		
Vivo Energy Supply BV	**-**	289,141
	-	289,141
Purchases of services:		
Vivo Energy Africa Services Sàrl	**179,709**	143,853
Vivo Energy Zambia	**1,373**	-
	181,082	143,853

The above transaction with Vivo Energy Africa Services Sàrl represents the Company's share of central service cost for business support services and as per the intra group services agreement (contribution agreement) between Vivo Energy Mauritius Limited and Vivo Energy Africa Services Sàrl (VEAS).

(ii) Sales of goods and services	2024 Rs'000	2023 Rs'000
Sales of goods to fellow subsidiary:		
Vitol Aviation (fuels)	**19,474**	20,163
	19,474	20,163
Sales of services:		
Energy Storage Company Ltd (joint venture)	**14,485**	9,457
Vivo Energy Madagascar Holdings	**4,307**	2,305
Vivo Energy Uganda	**573**	-
Vivo Energy Gabon	**-**	1,901
Vivo Energy Botswana Ltd	**6,811**	1,761
Somagaz Mayotte	**6,737**	-
Societe Malgache des Petroles Vivo Energy	**2,825**	133
Vivo Energy Morocco	**-**	3,472
Vivo Energy Power Holding	**17,711**	17,146
Vivo Energy Reunion	**236**	10,437
Vivo Energy Namibia	**-**	87
Vivo Energy Tanzania	**-**	11
Vivo Energy Kenya	**-**	37
	53,685	46,747

29. RELATED PARTY TRANSACTIONS (CONTINUED)

The above transactions were carried out on normal commercial terms and conditions.

	2024 Rs'000	2023 Rs'000
(iii) Key management personnel (including full time directors)		
Emoluments	**53,375**	50,325
Post employment benefits	**4,486**	3,656
	57,861	53,981

	2024 Rs'000	2023 Rs'000
(iv) Expenses		
Expenses paid on behalf of fellow subsidiaries:		
Vivo Energy Investments BV (VEIBV)	**54,053**	38,688
Vivo Energy Power Holding BV (VE Power)	**16,471**	16,024
	70,524	54,712

	2024 Rs'000	2023 Rs'000
(v) Dividends paid		
Vivo Energy Mauritius Holdings BV (parent)	**378,257**	367,262

	2024 Rs'000	2023 Rs'000
(vi) Outstanding balances		
Other receivables:		
Mer Rouge Oil Storage Terminal (Associate)	**58,557**	58,557
Receivable from related parties:		
Vitol Aviation	**94**	171
Vivo Energy Investments BV (VEIBV) (fellow subsidiary)	**112,766**	54,864
Energy Storage Company Ltd (joint venture)	**3,676**	908
Vivo Energy Cote D'Ivoire (fellow subsidiary)	**-**	344
Vivo Energy Gabon (fellow subsidiary)	**3,337**	3,118
Vivo Energy Madagascar Holdings (fellow subsidiary)	**2,168**	-
Vivo Energy Botswana (fellow subsidiary)	**-**	445
Société Malgache des Pétroles Vivo Energy (fellow subsidiary)	**-**	128
Somagaz Mayotte (fellow subsidiary)	**4,562**	-
Vivo Energy Power Holding (fellow subsidiary)	**35,928**	16,822
Vivo Reunion (fellow subsidiary)	**10,607**	10,307
Vivo Tanzania (fellow subsidiary)	**-**	11
Vivo Kenya (fellow subsidiary)	**-**	37
Vivo Energy Morocco (fellow subsidiary)	**-**	3,426
Vivo Energy Uganda (fellow subsidiary)	**236**	-
	173,374	90,581
Payable to related parties:		
Vivo Energy Africa Services (fellow subsidiary)	**80,273**	33,213
Vivo Energy Supply B.V Ltd (fellow subsidiary)	**1,373**	-
	81,646	33,213

The amounts receivable from, and payable to related parties are unsecured, interest free and have no fixed repayment terms and approximate their fair values.

30. FINANCIAL INSTRUMENTS BY CATEGORY

The Company classifies its financial assets and liabilities at amortised cost only if the following criteria are met:

- the asset or liability is held within a business model with the objective of collecting the contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

	2024 Rs'000	2023 Rs'000
Financial assets at amortised cost		
Trade and other receivables	**1,251,542**	1,453,902
Cash and cash equivalents	**1,006,922**	954,195
Financial assets at amortised cost	**-**	1,949
	2,258,464	2,410,046

Trade and other receivables exclude prepayments of **Rs 760,000** (2023: Rs 671,000) and VAT receivable amounting to **Rs 1,439,000** (2023: Rs 1,289,000).

	2024 Rs'000	2023 Rs'000
Financial liabilities at amortised cost		
Trade and other payables	**2,873,784**	2,951,774
Lease liability (current)	**11,485**	5,551
Lease liability (non-current)	**111,070**	113,161
	2,996,339	3,070,486

31. PARENT COMPANIES AND ULTIMATE SHAREHOLDERS

At 31 December 2024, the directors consider Vivo Energy Mauritius Holdings B.V. (incorporated in the Netherlands) as the parent company. The intermediate parents of the Company are Vivo Energy Investment B.V. (incorporated in the Netherlands) and Vivo Energy Holding B.V. (incorporated in the Netherlands). Vivo Energy Ltd (incorporated in the UK) is the company's ultimate parent. The group's shareholders are VIP II Blue B.V. and Vitol Africa B.V. (both incorporated in the Netherlands).

32. INCORPORATION AND REGISTERED OFFICE

The Company is incorporated and domiciled in Mauritius as a public company with limited liability. The address of its registered office is Roche Bois, Port Louis.

33. PAYMENT FOR PURCHASE OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

	2024 Rs'000	2023 Rs'000
Additions to property, plant and equipment	**262,666**	343,792
Additions to intangible assets	**525**	547
	263,191	344,339

34. SUBSEQUENT EVENTS

There are no events which occurred after the end of the reporting period and which are expected to impact on the financial statements of Vivo Energy Mauritius Limited.

Vivo energy
Mauritius

VIVO ENERGY MAURITIUS LIMITED
Cemetery Road, Roche Bois
Republic of Mauritius
www.vivoenergy.com