The Tourist Company of Nigeria Plc

Annual Report

31 December 2024

Contents

NOTICE OF ANNUAL GENERAL MEETING

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Company Profile

The Tourist Company of Nigeria ("the Company") was incorporated on 10 April 1964 as The Tourist Company of Nigeria Limited, at that stage wholly-owned by the Federal Government of Nigeria, to acquire the Federal Palace Hotel ("the Palace Hotel"). The Palace Hotel, built at the dawn of Nigeria's independence in 1960, was previously owned by Victoria Beach Hotel Limited, a member of the AG Leventis group. The Company was converted to a public liability company on 20 April 1994, when it also assumed its present name.

The Palace Hotel was designed and built to a very high standard: it was to be, and indeed it was, the premier international hotel in the Country at the time. It is worth noting that the celebration of Nigeria's independence from the United Kingdom took place in the Hotel's Independence Hall in 1960.

The 15 floor Suites Hotel (also known as the Towers) was built to coincide with the Summit of the Heads of State of the African Union and the Festival of African Arts and Culture, held in Nigeria in 1977.

In 1992, Ikeja Hotel Plc, in association with another investor (collectively the "Ikeja Hotel Group") acquired The Tourist Company of Nigeria Plc from the Federal Government. In 2009 and 2010, Sun International Limited acquired a substantial shareholding in the Company, thereby becoming an equal shareholder with the Ikeja Hotel Group of shareholders.

Following the acquisition of the Company from the Federal Government, a comprehensive and phased refurbishment of the Palace Hotel was undertaken and it was re-opened in July 2008. The Towers Hotel was closed for refurbishment in June 2009 and has yet to be re-opened. A modern casino was opened in December 2009, a new banqueting facility in January 2010, and the Pool Club in September 2010.

The Federal Palace Hotel & Casino complex currently incorporates a casino, two restaurants and bars, meeting rooms, a banqueting and conference centre, and extensive recreational facilities. It is set on a large property with picturesque gardens and a panoramic view of the Lagos harbour.

In 2024 Rutam Finance Company Limited acquired a substantial shareholdings in the Company, thereby becoming a major shareholder with 43.33% shareholding.

Financial highlights

	2024	2023	% Increase / (Decrease)
	₦'000	₦'000	
Major statement of financial position items			
Non-current assets	53,847,854	54,790,713	(2)
Current assets	1,380,180	1,541,813	(10)
Total equity	(53,087,860)	(7,772,268)	583
Non-current liabilities	105,098,664	61,497,826	71
Current liabilities	3,217,230	2,606,968	23
Net assets per share (kobo)	(2,363)	(346)	583

	2024	2023	% Increase / (Decrease)
	₦'000	₦'000	
Major statement of profit or loss and other comprehensive income items			
Revenue	5,693,567	4,261,141	34
Loss before taxation	(45,315,592)	(31,650,418)	43
Taxation	-	(577)	(100)
Total comprehensive loss for the year	(45,315,592)	(27,353,928)	66
Loss per share- basic (kobo)	(2,017)	(1,409)	43
Stock Exchange Information			
Stock exchange quotation			
In Naira per share	2.50	2.84	(12)
Number of shares issued ('000)	2,246,437	2,246,437	-
Market capitalisation	5,616,093	6,379,881	(12)

Corporate information

Board of directors
Chief Anthony Idigbe, SAN - Chairman
Mr. Abatcha Bulama
Mr. Toke Alex-Ibru
Ms. Anita Ibru
Mr. Kofi Duncan
Mr. Theophilus Eniola Netufo
Mr. A. Akporugo
Mr M.M Gbadebo

Secretary
O.T.T Nominees Limited
International Law Centre
Plot 45 Oyibo Adjarho Street
Off Ayinde Akinmade Street
Off Admiralty Way
Lekki Peninsula Phase 1
Lagos
Tel: +234 (1) 2704789, 2704791

Independent auditor
BDO Professional Services
ADOL House
15 CIPM Avenue
Central Business District
Alausa,Ikeja
Lagos

Registration number
RC 3781

Tax Identification Number
00275919-0001

Members of the audit committee
Representing the shareholders:
Mr. Peter A Soares
Mr Amusa-Oseni Adekunle
Mr Salau M. Adebanjo

Representing the board of directors:
Mr. Theo Eniola Netufo
Mr. Abatcha Bulama

Solicitors
GM Ibru & Co
Circular Suite, 10th floor
Federal Palace Hotel
6-8 Ahmadu Bello Way
Victoria Island

Dentons ACAS-Law
9th Floor, St Nicholas House
Catholic Mission Street
Lagos

Aluko & Oyebode
1, Murtala Muhammed Drive
Ikoyi, Lagos

Registrar
Greenwich Registrars & Data Solutions
274 Murtala Muhammed Way
Yaba
Lagos

Hotel and casino operators
Mount Garden FZ-LLC
B19-624, Emirates Islamic Bank Building
RAKEX Business Zone ZF UAE

Principal bankers
Stanbic IBTC Bank Plc
Plot 1712
Idejo Street
Victoria Island
Lagos

United Bank for Africa Plc
UBA House
57 Marina
Lagos Island
Lagos

Shareholder Information

HISTORY OF SHARE CAPITAL CHANGES

	Authorised (Naira)		Issued and fully paid		
Date	Increase	Cumulative	Increase	Cumulative	Consideration
11 April 1964	200	200	200	200	Cash
8 July 1985	10,699,800	10,700,000	10,699,800	10,700,000	Cash
6 June 1991	16,920,000	27,620,000	16,920,000	27,620,000	Cash
14 November 1991	602,280	28,222,280	602,280	28,222,280	Cash
3 December 1993	471,777,720	500,000,000	452,703,720	480,926,000	Cash
31 May 2000	500,000,000	1,000,000,000	-	480,926,000	
18 June 2002	-	1,000,000,000	88,223,412	569,149,412	Cash
1 December 2008	1,000,000,000	2,000,000,000	-	569,149,412	
10 May 2010	-	2,000,000,000	554,071,324	1,123,220,736	Cash

SHARE CAPITAL ANALYSIS AS AT 31 DECEMBER 2024

Range of shareholding	Number of shareholders	% of total shareholders	Total number of shares held	% shareholding
1 - 1,000	3,611	0.72	2,148,818	0.10
1,001 - 5,000	1,126	0.23	2,927,320	0.13
5,001 - 10,000	122	0.02	1,078,948	0.05
10,001 - 50,000	83	0.02	2,018,938	0.09
50,001 - 100,000	17	0.003	1,487,677	0.07
100,001 - 500,000	22	0.004	6,293,385	0.28
500,001 - 1,000,000	3	0.001	2,117,394	0.09
1,000,001 - and above	11	0.002	2,228,364,992	99.20
	4,995	**100**	**2,246,437,472**	**100**

Chairman's report

For the year ended 31 December 2024

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Directors' report

For the year ended 31 December 2024

The board of directors is pleased to present its report to the members of the Company, together with the audited annual financial statements of the Company for the year ended 31 December 2024.

Legal form & principal activities

The Company was incorporated in Nigeria as a private limited liability company on 10 April 1964 and was converted to a public limited liability company on 20 April 1994.

Principal activities

The principal activities of the Company are the operation of gaming and hospitality businesses.

Operating results for the year

The Company's results for the year are as follows:

	2024	2023
	₦'000	₦'000
Revenue	5,693,567	4,261,141
Loss before taxation	(45,315,592)	(31,650,417)
Total comprehensive loss for the year	(45,315,592)	(27,353,928)

Property, plant and equipment

New capital work in progress during the year amounted to ₦404 million (2023: ₦275 million). Completed capital work in progress transferred to property, plant and equipment during the year totalled ₦292 million (2023: ₦239 million). Details of movements in the property, plant and equipment are shown in Note 11(a) to the financial statements. The directors are of the view that the Company's property, plant and equipment are valued at amounts not lower than the recoverable amount.

Dividend

The Company has not declared or paid any dividends for the period under review, and no dividend is proposed (2023: Nil).

Retirement of directors by rotation

In accordance with the articles of association of the Company, one-third of the directors longest in office are to retire by rotation at the annual general meeting. However, the appointment of new directors are yet to be ratified at the AGM. In addition, based on the SEC's letter to the Company, two directors (the chairman and Mr Abatcha Bulama) are not subject to retirement. Consequently, no director is due for retirement.

Substantial shareholdings

As at 31 December 2024, the following shareholders held more than 5% of the issued share capital of the Company.

	No. of shares	%
Rutam Finance Company Limited	973,335,921	43.33
Toveki Investment Limited	419,408,169	18.67
Oma Investments Limited	405,614,547	18.06
Ikeja Hotel Plc	273,529,085	12.18
Sun International Limited	134,802,726	6

Directors' interests in contracts

Directors are required to disclose any interests they may have in contracts to be entered into by the Company, prior to the consideration of those proposed contracts by the board. The directors have notified the Company, for the purpose of Section 303 of the Companies and Allied Matters Act (CAMA) 2020, of their interest in new contracts deliberated upon during the period under review.

The Chairman of the Company is a Director of Punuka Nominess Ltd, that acts as Company Secretary to the Company

Further information on directors' interests in contracts entered into in the current and prior years is provided in Note 24 to the annual financial statements.

Directors' interests in shares

The direct and indirect interests of directors in the issued share capital of the Company, as recorded in the register of members at year end, are as follows:

	31 December 2024		31 December 2023	
	Number of shares held		**Number of shares held**	
	Direct	**Indirect**	**Direct**	**Indirect**
Chief Anthony Idigbe	-	-	-	-
Ms Anita Athena Ibru	-	-	-	-
Mr. Abatcha Bulama	-	-	-	-
Mr. Toke Alex-Ibru	-	-	-	-
Mr. Andy Akporugo	-	-	-	-
Mr. Theophilus Netufo	-	-	-	-
Mrs Erejuwa Marie Gbadebo	-	-	-	-
Mr. Kofi Joseph Duncan	-	-	-	-

Corporate governance

The Company continues to subscribe to the highest principles of good corporate governance. An outline of the Company's current corporate governance structure and practices is provided below:

– **Board of directors**

The directors are responsible for the corporate governance of the Company.

The directors have a responsibility to ensure that proper accounting records are kept and that the financial status of the Company is at all times disclosed with reasonable accuracy. The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards (IFRS) and in the manner required by the Companies and Allied Matters Act, (CAMA) 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023. In this regard, the responsibility of the directors includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The directors are also responsible for protecting the Company's assets and taking reasonable steps for preventing and detecting fraud and other malpractices with regard to the Company's affairs.

The affairs of the Company are structured for management by a board of eight directors. As at the date of this report the board consisted of eight directors. The board meets regularly to decide on policy matters and direct the affairs of the Company. During these meetings, the directors also review the Company's performance, operations and finances, and set standards for the ethical conduct of the Company's business.

– **Process of appointment of board members**

The Company's nomination and governance committee ("committee") has the responsibility, per the Company's board charter, the committee's mandate and terms of reference and best corporate governance practices, to nominate members for appointment to the board. The Committee regularly reviews the structure, size, composition and commitment of the board members having regard to, among others, the Company's memorandum and articles of association, plus shareholders agreement and makes recommendations on any proposed changes to the board. The committee identifies suitable candidates to fill any vacancy that may arise on the board. The committee recommends these individuals to the board for board approval. Thereafter, the board recommends these individuals to shareholders for election or re-election, as the case may be, at each Annual General Meeting (AGM).

The directors who served during the financial year and to the date of this report were:

Chief Anthony Idigbe, SAN - Chairman
Mr. Abatcha Bulama
Mr. Ufuoma Ibru *
Mr. Toke Alex-Ibru
Mr. D. Ramakhatela Mokhobo *
Mr. T. J. David Kliegl *
Mr. Andrew G. Johnston *
Mr. Graham I. Wood *
Mr. Andy Akporugo
Mrs Anita Athena Ibru
Mrs. Erejuwa Gbadebo
Mr. Kofi Duncan
Mr. Theophilus Netufo

**Resigned*

The board met ten times during the financial year (on January 30, 2024, March 20, 2024, April 3, 2024, April 26, 2024, July 24, 2024, July 26, 2024, July 31, 2024, August 2, 2024, September 2, 2024, and October 17, 2024. In accordance with Section 284(2) of the Companies and Allied Matters Act, 2020, the record of directors' attendance at board meetings held during the financial year under review is set out below:

Name	30.01.2024	20.03.2024	03.04.2024	26.04.2024	24.07.2024	26.07.2024	31.07.2024	02.08.2024	02.09.2024	17.10.2024
Chief Anthony Idigbe, SAN	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Abatcha Bulama	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Ufuoma Ibru	✓	✓	✓	✓	✓	×	R	R	R	R
Mr. Toke Alex-Ibru	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. D Ramakhatela Mokhobo	✓	✓	✓	✓	✓	✓	R	R	R	R
Mr. T. J. David Kliegl	✓	✓	✓	✓	✓	✓	R	R	R	R
Mr. Andrew G. Johnston	✓	✓	✓	✓	✓	✓	R	R	R	R
Mr. Graham I. Wood	✓	✓	×	✓	✓	✓	R	R	R	R
Mr. Andy Akporugo	NYA	NYA	NYA	NYA	NYA	NYA	✓	×	✓	✓
Mr. Theophilus Netufo	NYA	NYA	NYA	NYA	NYA	NYA	✓	✓	✓	✓
Mrs Anita Athena Ibru	NYA	NYA	NYA	NYA	NYA	NYA	✓	✓	✓	✓
Mrs. Erejuwa Gbadebo	NYA	NYA	NYA	NYA	NYA	NYA	✓	✓	✓	✓
Mr. Kofi Duncan	NYA	NYA	NYA	NYA	NYA	NYA	✓	✓	✓	✓

✓- Present | × - Absent | R - Resigned | NYA - Not Yet Appointed

- **Audit committee**

In accordance with Section 404(2) of the Companies and Allied Matters Act (CAMA) 2020, the Company has an audit committee comprising three directors and three representatives of the shareholders. The audit committee carries out its functions as set out in section 404(7) of the Companies and Allied Matters Act (CAMA) 2020 and according to its approved terms of reference. During the financial period under review, the audit committee members were comprised as follows:

• *Representing the shareholders:*
Mr. Peter A. Soares (Chairman)
Mr. Amusa-Oseni Adekunle
Mr. Salau M Adebanjo

• *Representing the board of directors:*
Mr. Abatcha Bulama
Mr Kofi Duncan
Mr. Toke Alex-Ibru
Mr. D. Ramakhatela Mokhobo*

The audit committee met five times during the financial period under review. The number of meetings attended by each member is indicated below:

Name	24.01.2024	19.03.2024	25.04.2024	22.07.2024	15.10.2024
Mr. Peter A. Soares (Chairman)	✓	✓	✓	✓	✓
Mr. Mr Amusa-Oseni A. Adekunle	✓	✓	✓	✓	✓
Mr. Salau M Adebanjo	✓	✓	✓	✓	✓
Mr. D Ramakhatela Mokhobo	✓	✓	✓	✓	NR
Mr. Kofi Duncan	NYA	NYA	NYA	NYA	✓
Mr. Abatcha Bulama	✓	✓	✓	✓	✓
Mr Toke Ibru	✓	✓	✓	✓	NR

✓- Present | × - Absent | NYA - Not Yet Appointed | NR - Not Re-elected

- **Other committees**

In addition to the audit committee, the board has a finance and risk committee and a nomination and governance committee. The composition of the committees and the number of meetings attended by each member is as follows:

Finance and risk committee:

Committee member	18.03.2024	15.10.2024	09.12.2024
Mr. Abatcha Bulama (Chairman)	✓	✓	✓
Mr. Ufuoma Ibru *	×	R	R
Mr. Toke Alex-Ibru	✓	✓	✓
Mr. D. Ramakhatela Mokhobo *	✓	R	R
Mr. T. J. David Kliegl *	✓	R	R
Mr. Graham Wood *	×	R	R
Mr. Andrew G. Johnston *	×	R	R
Mr. Theophilus E. Netufo	NYA	✓	✓
Mr. Kofi Duncan	NYA	✓	✓
Mr. Andy Akporugo	NYA	✓	✓

Nomination and governance committee:

The Board also set up an Ad-hoc committee to oversee the Company's strategy

Committee member	18.03.2024	19.08.2024	14.10.2024
Ms Anita Athena Ibru (Chairman)	NYA	✓	✓
Mr. Abatcha Bulama	✓	✓	✓
Mr. Kofi Duncan	NYA	✓	✓
Mr. Toke Alex-Ibru	NYA	✓	✓
Mrs Erejuwa Gbadebo	NYA	✓	✓
Mr Andrew Johnston *	✓	R	R
Mr Ufoma Ibru *	✓	R	R
Mr D. Ramakhatela Mokhobo *	✓	R	R

✓- Present | × - Absent | NYA - Not Yet Appointed | R - Resigned

** resigned*

Steering Committee:

Committee member	12.08.2024	26.08.2024	08.10.2024	04.11.2024
Mr Toke Ibru	✓	✓	✓	✓
Mr Abatcha Bulama	✓	✓	✓	✓
Mr Kofi Duncan	✓	✓	✓	✓
Mr Theophilus Netufo	✓	✓	✓	✓

✓- Present | × - Absent | NYA - Not Yet Appointed | R - Resigned

Internal audit

The internal audit function is performed by the firm of Grant Thornton. A systematic, disciplined and risk-based approach is adopted to evaluate and improve the effectiveness of internal controls and governance processes in the areas that are audited (generally twice per annum).

Risk management

The Company's executive management has established a finance and risk committee, which is overseen by the board of directors of the Company. The finance and risk committee assesses the risks to the Company on an annual basis and reviews the effectiveness of any mitigating actions and controls for risks identified, quarterly. This is reported to meetings of the audit committee and the board of directors.

Delegation of authority

The Company has an approved delegation of authority framework for matters that can be delegated to Sun International (South Africa) Limited and the Company's executive management, and those matters reserved for the board.

Going concern assessment

The directors have made an assessment of the Company's ability to continue to trade despite ongoing losses, and borrowings exceeding available cash resources. However, the repayment of the borrowings is governed by the Second Shareholders Agreement, which specifies repayments of the borrowings would only be triggered by the Company achieving specific profitability targets, and provided adequate funding is available. The profitability targets will not be realised for the foreseeable future. Despite the economic indicators, the directors remain concerned with the challenging trading environment. The directors have assessed the cash flows position and subject to trading conditions normalizing, the Naira not being devalued further against the US Dollar and the Board being able to secure additional funding for the business, believe the Company has sufficient resources to continue to trade for the immediately foreseeable future. The directors will continue to closely monitor the liquidity position of the Company and keep shareholders apprised thereof.

NGX policy requirements

The Company has developed a Security Trading Policy guiding its related parties (directors, employees and insiders) in compliance with section 14 of the NGX Amended Rules. The directors have complied with the Company's Securities Trading Policy regarding securities transactions. The Company has in place a Complaints Management Policy Framework in compliance with the Securities & Exchange Commission rules, which is located on the Company's website at www.tcn.com.ng.

Management, technical and service agreements

Following the exit of Sun International Limited, the Company entered into an interim operating management agreement with Westmont, with effect from October 1, 2024, which is subject to a finalized Operating Management Agreement and NOTAP's approval thereon.

Delisting from the Nigerian Exchange Group

On 1 July 2015, the Nigerian Exchange Group (NGX), formerly known as the Nigerian Stock Exchange (NSE) notified the Company of its intention to delist TCN due to the free float deficiency. A board resolution was passed on 13 July 2015 authorising the delisting and communicated the same in a letter to the NGX on 20 July 2015. The Company sent a reminder letter to the NGX on 27 April 2016. The NSE responded on 31 May 2017 that the delisting process had been placed on hold until the governance issues at Ikeja Hotel Plc had been resolved. The Company has now been delisted from the NGX effective 27 January 2025.

Employment and employees

(a) *Employment of physically challenged persons*

There were 2 physically challenged employees as at 31 December 2024 (2023: 2). The Company has an employment policy that precludes discrimination against the physically challenged. For employees of the Company who become physically challenged, arrangements are available to retrain them for alternative work within the Company.

(b) *Health and safety*

All staff are members of an approved medical aid scheme. A daily meal is provided to staff while on duty. The Company is also very conscious of the safety requirements both of its guests and employees, and stringent precautions are taken to ensure this. It has a Health and Safety Committee (comprising management and staff), whose members receive regular training in the areas of health and safety.

(c) *Employees' involvement and training*

Employees are regularly provided with information on matters concerning the Company and their welfare. Management holds regular formal and informal meetings with the staff, aimed at ensuring positive labour relations throughout the year. Two Unions, namely the Hotel and Personal Services Senior Staff Association (HAPSSSA) and National Union of Hotels and Personal Services Workers (NUHPSW), were formally recognised by Zschlater Nigeria Limited, the substantive employer of the employees on 1 February 2015. Zschlater Nigeria Limited is the company providing staff to TCN. Employees are given regular on the job and classroom training, to equip them with the requisite skills and knowledge required for the efficient performance of their duties.

Shareholder dispute

In terms of a settlement agreement brokered by the Securities Exchange Commission (SEC) in 2017, the reconstituted board of the Company remains representative of its major shareholders, namely Sun International Limited, Associated Ventures International Limited, Ikeja Hotel Plc and Oma Investments Limited.

The settlement agreement included, inter alia, the commissioning by the SEC of a forensic audit conducted by Deloitte into Ikeja Hotel Plc and its subsidiaries and investee companies. The forensic audit was completed in January 2018. Subsequent to the completion of the forensic audit, the SEC requested certain further clarifications in 2019 and again in 2020, which were duly provided by, among others, the Company. The Company and its shareholders now await the SEC to issue its final report incorporating its findings and recommendations (if any). An express, alternatively, an implied term of the settlement agreement, was that on the conclusion of the forensic audit and following the SEC's final determination regarding the matter, the various actions and applications previously instituted by certain of the shareholders against the other shareholder/s and/or the Company, following the acquisition by Sun International Limited of an equity interest in the Company, would be withdrawn. However, a settlement agreement reached amongst the disputing shareholders saw the exit of Sun International Limited and Associated Ventures International Limited from the Company.

Donations

The Company did not make any donations or gifts in the year (2023: Nil) . In compliance with Section 43(2) of the Companies and Allied Matters Act, 2020, the Company did not make any donation or gift to any political party, political association or for any political purpose during the 2024 financial year (2023: Nil).

Independent Auditor

BDO Professional Services, having satisfied the relevant corporate governance rules on their tenure in office, have indicated their willingness to continue in office as independent auditors to the Company. In accordance with Section 401(2) of the Companies and Allied Matters Act (CAMA) 2020, therefore, the auditors will be re-appointed at the next annual general meeting of the Company without any resolution being passed.

Events after reporting period

The Company was delisted from the Nigerian Stock Exchange on January 27, 2025.

By Order of the Board

LOVELYN ANIEKWE
PUNUKA NOMINEES LIMITED
FRC/2022/COY/160581
Company Secretary
26 March 2025

Statement of corporate responsibility for the financial statements

For the year ended 31 December 2024

Further to the provisions of section 405 of the Companies and Allied Matters Act (CAMA), 2020, we the Acting Managing Director/CEO and Group Financial Controller, hereby certify the financial statements of The Tourist Company of Nigeria Plc ("The Company") for the year ended 31 December 2024 as follows:

(a) That we have reviewed the audited financial statements of the Company for the year ended 31 December 2024.

(b) That the audited financial statements do not contain any untrue statement of material fact or omit to state a material fact which would make the statements misleading, in the light of the circumstances under which such statement was made.

(c) That the audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Company as of and for, the year ended 31 December 2024.

(d) That we are responsible for establishing and maintaining internal controls and have designed such internal controls to ensure that material information relating to the Company is made known to the officer by other officers of the company, during the period ending 31 December 2024.

(e) That we have evaluated the effectiveness of the Company's internal controls within 90 days prior to the date of audited financial statements, and certify that the Company's internal controls are effective as of that date

(f) That there were no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our evaluation, including any corrective action with regard to significant deficiencies and material weaknesses.

(g) That we have disclosed the following information to the Company's Auditors and Audit Committee:

(i) *there are no significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarise and report financial data, and have identified for the Company's auditors any material weaknesses in internal controls, and*

(ii) *there is no fraud that involves management or other employees who have a significant role in the Company's internal control*

Signed

Mr. Theophilus E. Netufo FCA
Managing Director/CEO
FRC/2013/PRO/DIR/003/00000004775

Adeyemo

Mr. Zacchaeus O. Adeyemo FCA
Group Chief Finance Officer
FRC/2018/PRO/ICAN/001/00000017858

Statement of directors' responsibilities in relation to financial statements

for the year ended 31 December 2024

The directors accept responsibility for the preparation of the annual financial statements that give a true and fair view in accordance with the International Financial Reporting Standards (IFRS) and in the manner required by the Companies and Allied Matters Act of Nigeria (CAMA), 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

The directors further accept responsibility for maintaining adequate accounting records as required by the Companies and Allied Matters Act (CAMA), 2020 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement whether due to fraud or error.

As indicated in Note 31, a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern in the foreseeable future. The Directors have estimated the cash flow projections based on assumptions that represent the directors' best estimate of the economic conditions in the short to medium term and they have a reasonable expectation that the Company will continue to trade into the year ahead.
Accordingly, based on the directors' assessment of the Company's ability to continue as a going concern, the directors have no reason to believe the Company will not remain a going concern in the year ahead.

SIGNED ON BEHALF OF THE
BOARD OF DIRECTORS BY:

Chief Anthony Idigbe (Chairman)
FRC/2014/PRO/DIR/003/0000010414

26 March 2025

Mr. Abatcha Bulama (Director)
FRC/2014/PRO/DIR/003/0000006535

26 March 2025

Report of the audit committee

For the year ended 31 December 2024

In compliance with Section 404 (7) of the Companies and Allied Matters Act (CAMA), 2020 we have reviewed the Auditor's Report for the year ended 31 December 2024. We hereby report that:

1. The accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices.

2. The scope and planning of the external audit for the year ended 31 December 2024 were, in our opinion, adequate.

3. The Company maintained effective systems of accounting and internal controls during the year.

4. The external Auditor's findings and recommendations on management matters were satisfactorily dealt with by management.

5. With the exception of rental services which have not been charged for mostly due to litigation, the methods adopted in determining the pricing of related party transactions are appropriate and reasonable, and not prejudicial to the interests of the Company and its minority securities holders.

The Independent Auditor confirmed management's full cooperation in the course of the performance of their duties and that they were not limited in any way by the Company and its management.

Mr. Peter A Soares (Chairman)
FRC/2013/PRO/ANAN/004/00000004356
Chairman, Audit Committee
26 March 2025

Members of the Committee:
Representing the shareholders:
Mr. Peter A Soares (Chairman)
Mr Amusa-Oseni Adekunle
Mr Salau M. Adebanjo

Representing the board of directors:
Mr. Kofi Duncan
Mr. Abatcha Bulama

Management's Annual Assessment of, and Report on, the Company's Internal Control over Financial Reporting

In compliance with the provisions of Section 1.3 of Securities and Exchange Commission (SEC) guidance on implementation of section 60-63 of Investments and Securities Acts, 2007 (Section 61(2)).

The management of The Tourist Company of Nigeria Plc hereby report on internal control for the year ended 31 December 2024 thus:

That The Tourist Company of Nigeria Plc management is responsible for establishing and maintaining adequate system of internal control over financial reporting ("ICFR") that provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in line with International Financial Reporting Standards.

That The Tourist Company of Nigeria Plc adopted Committee of Sponsoring Organization of the treadway Commission (COSO) internal control-integrated framework to conduct the required evaluation of the effectiveness of the company's internal control over financial reporting;

That Management of The Tourist Company of Nigeria Plc has assessed the effectiveness of the Company's internal control over financial reporting (ICFR) as of the end of 31 December 2024 and that the internal control is effective. There are no material weaknesses in the internal control system of the Company.

The Tourist Company of Nigeria Plc external auditor, BDO Professional Services. audited the financial statements and have issued an attestation report on management's assessment of the Company's internal control over financial reporting.

Theophilus E. Netufo FCA
Ag.Managing Director/CEO
FRC/2013/PRO/DIR/003/00000004775
March 26 2025

Zacchaeus O. Adeyemo FCA
Group Chief Finance Officer
FRC/2018/PRO/ICAN/001/00000017858
March 26 2025

Certification of management's assessment on internal control over financial reporting

In compliance with the provisions of Section 1.1 of Securities and Exchange Commission (SEC) guidance on implementation of section 60-63 of Investments and Securities Acts, 2007, we, the undersigned hereby make the following statements with respect to internal control over financial reporting of The Tourist Company of Nigeria Plc for the year ended 31 December 2024.

We, Theophilus E. Netufo (Ag.Managing Director/CEO) and Zacchaeus O. Adeyemo (Group Chief Finance Officer) of The Tourist Company of Nigeria Plc certify that:

a) We, the undersigned have reviewed this management assessment on internal control over financial reporting of The Tourist Company of Nigeria Plc

b) Based on our knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

c) Based on our knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

d) We, the undersigned:

1) are responsible for establishing and maintaining internal controls;

2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the Company is made known to us by others particularly during the period in which this report is being prepared:

3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

4) have evaluated the effectiveness of the Company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.

a) We, the undersigned have disclosed, based on our most recent evaluation of internal control system, to the Company's auditor and the audit committee of the Company's board of directors:

1) that there are no significant deficiencies or material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

2) that there is no record of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system.

b) We the undersigned have ascertained, that there were no significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation.

Theophilus E. Netufo FCA	**Zacchaeus O. Adeyemo FCA**
Ag.Managing Director/CEO	Group Chief Finance Officer
FRC/2013/PRO/DIR/003/00000004775	FRC/2018/PRO/ICAN/001/00000017858
26 March 2025	26 March 2025

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P.O.Box 4929, GPO, Marina
Lagos, Nigeria

Assurance Report of Independent Auditor
To the Shareholders of The Tourist Company of Nigeria Plc
Assurance Report on Management's Assessment of Controls over Financial Reporting

We have performed a limited assurance engagement on The Tourist Company of Nigeria Plc ("the Company") internal control over financial reporting as of 31 December 2024, based on Financial Reporting Council (FRC) Guidance on Management Report on Internal Control Over Financial Reporting and Securities and Exchange Commission (SEC) Guidance on Management Report on Internal Control Over Financial Reporting. The Tourist Company of Nigeria Plc's Board of Directors and Management are responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's Internal Control over Financial Reporting based on our Assurance engagement.

In our opinion, nothing has come to our attention that the internal control procedures over financial reporting put in place by management are not adequate as of the specified date, based on the FRC Guidance on Management Report on Internal Control Over Financial Reporting/SEC Guidance on Management Report on Internal Control Over Financial Reporting.

We have complied with independence and other ethical requirements of the Code of Ethics for professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behaviour.

The firm applies the International Standard on Quality Management 1, Quality Management for firms that perform audit or review of financial statements, or other assurance or related services engagement which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

We conducted our Assurance engagement in accordance with FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting. That Guidance requires that we plan and perform the Assurance engagement and provide a limited assurance report on the entity's internal control over financial reporting based on our assurance engagement.

As prescribed in the Guidance, the procedures we performed included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our engagement also included performing such other procedures as we considered necessary in the circumstances. We believe the procedures performed provide a basis for our report on the internal control put in place by management over financial reporting.

A Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal control over financial reporting includes those policies and procedures that:

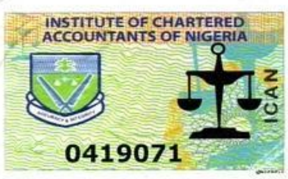
(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

BDO Professional Services - FRC/2024/COY/398515
Olugbemiga A. Akibayo, FCA - FRC/2013/PRO/ICAN/004/00000001076
For: BDO Professional Services
Lagos, Nigeria
7 April 2025



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Lagos, Nigeria

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF THE TOURIST COMPANY OF NIGERIA PLC
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of The Tourist Company of Nigeria Plc which comprise, the statement of financial position as at 31 December 2024, the statement of profit or loss and other comprehensive income, statement of changes in equity, and statement of cash flows for the year then ended; and notes to the financial statements, including a summary of significant accounting policies and other explanatory notes.

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 International Financial Reporting Standards issued by the International Accounting Standards Board, and in compliance with the relevant provisions of the Financial Reporting Council of Nigeria (Amendment) Act, 2023 and the Companies and Allied Matters Act, 2020.

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' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to our audit of the financial statements in Nigeria, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the International Ethics Standards Board Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter-Forensic Investigation

We draw attention to Note 30 of the financial statements which indicates that the final report of the forensic investigation which was initiated by the Securities and Exchange Commission (SEC) is yet to be made available to the Board of Directors of the Company. Therefore, the ultimate outcome of the investigation cannot presently be determined, accordingly, no provision for any effects on the Company has been made in the financial statements. Our opinion is not modified in respect of this matter.

Material uncertainty related to Going Concern

We draw attention to Note 31 of the financial statements which indicates that the Company incurred a loss before taxation of ₦45.29 billion during the year ended 31 December 2024 (2023: ₦31.63 billion) and as at that date, the Company's current liabilities exceeded its current assets by ₦1.84 billion (2023: ₦1.07 billion), it had accumulated losses of ₦104.48 billion (2023: ₦59.16 billion) and negative shareholders' funds of ₦53.09 billion (2023: ₦7.77 billion) . These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the financial statements of the current year. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Revenue recognition-casino operations

Risk

On a monthly basis, the slots/table revenue is transferred via a journal to the general ledger by Casino Accountant, hence a risk that not all slots/table revenue is transferred from DR Gaming Technology (DRGT) system to the General Ledger.

Our response

Our audit procedures in response to the risk included, amongst others:

- For both (slots and table):
  Reconciled the total slots/table revenue as per the general ledger to the total slots/table revenue per the Financial Detailed report.
- For journal vouchers posted from DRGT to General Ledger:
  Ascertained that segregation of duties existed
  Ascertained that slots/table revenue is completely transferred from the DRGT system into the General Ledger
  Agreed the monthly statistical reports from DRGT and traced to the General Ledger

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Chairman's statement and Directors' 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 during 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 information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, and in compliance with the relevant provisions of the Financial Reporting Council of Nigeria (Amendment) Act, 2023 and the Companies and Allied Matters Act, 2020 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a 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 International Standards on Auditing 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 International Standards on Auditing, we exercise professional judgment 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 the directors.

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

* Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on other legal and regulatory requirements

The Companies and Allied Matters Act, 2020 requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

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

ii) in our opinion, proper books of account have been kept by the Company, and

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

Akibayo

Olugbemiga A. Akibayo, FCA
FRC/2013/PRO/ICAN/004/00000001076
For: BDO Professional Services
Chartered Accountants

Lagos, Nigeria
7 April 2025

INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
ICAN
0419100

Statement of financial position

As at 31 December

	Notes	2024 ₦'000	2023 ₦'000
ASSETS			
Non-Current Assets			
Property, plant and equipment	11(a)	53,830,434	54,763,536
Intangible assets	12	8,121	472
Tax assets	13	9,299	26,705
Total non-current assets		53,847,854	**54,790,713**
Current Assets			
Inventories	14	210,132	160,854
Trade and other receivables	15(a)	363,720	219,552
Prepayments	16	96,856	100,998
Cash and cash equivalents	21	709,472	1,060,409
Total current assets		**1,380,180**	**1,541,813**
Total assets		**55,228,034**	**56,332,526**
EQUITY AND LIABILITIES			
Equity			
Share capital	17(a)	1,123,220	1,123,220
Share premium	17(b)	4,132,763	4,132,763
Revaluation reserve	17(c)	46,136,431	46,136,431
Accumulated losses	17(d)	(104,480,274)	(59,164,682)
Total equity		**(53,087,860)**	**(7,772,268)**
NON- CURRENT LIABILITIES			
Loans and borrowings	18(a)	105,098,664	61,497,826
Total non- current liabilities		**105,098,664**	**61,497,826**
Current liabilities			
Trade and other payables	20(a)	3,178,955	2,594,749
Loans and borrowings	18(a)	9,675	9,675
Current tax liabilities	9(b)	28,600	2,544
Total current liabilities		3,217,230	**2,606,968**
Total liabilities		**108,315,894**	**64,104,794**
Total equity and liabilities		**55,228,034**	**56,332,526**

Approved by the Board of Directors on 26 March 2025 and signed on its behalf by:

_______________________) Chief Anthony Idigbe (Chairman)
FRC/2014/PRO/DIR/003/00000010414

_______________________) Mr. Abatcha Bulama (Director)
FRC/2014/ICAN/00000006535

Additionally certified by;

_______________________) Mr. Theophilus E. Netufo FCA (Ag. Managing Director/CEO)
FRC/2013/PRO/DIR/003/00000004775

_______________________) Mr. Zacchaeus O. Adeyemo FCA (Group Chief Finance Officer)
FRC/2018/PRO/ICAN/001/00000017858

The accompanying notes to the financial statements form an integral part of these financial statements.

Statement of profit or loss and other comprehensive income

For the year ended 31 December

	Notes	2024 ₦'000	2023 ₦'000
Revenue			
Gaming		1,744,088	1,336,101
Hospitality		3,949,479	2,925,040
		5,693,567	**4,261,141**
Expenditure			
Amortisation of intangible assets	12	(809)	(375)
Consumables and services	8(b)	(999,962)	(651,181)
Depreciation of property, plant and equipment	11(a)	(1,356,014)	(1,193,254)
Employee costs	6(a)	(2,282,557)	(1,412,408)
Management and support fees	23(b)	(226,577)	(137,422)
Promotional and marketing costs	8(d)	(69,057)	(45,366)
Property and administrative costs	8(c)	(2,924,735)	(2,174,981)
Impairment loss on financial assets	26(b)	(22,250)	(21,376)
Impairment loss on withholding tax receivable credit note	13	(27,602)	-
Impairment loss on other receivable	15(a)	(3,883)	-
		(7,913,446)	**(5,636,363)**
Operating loss		**(2,219,879)**	**(1,375,222)**
Finance income	7(a)	540,856	9,387
Finance costs	7(b)	(5,007)	(32,788)
Foreign exchange loss on borrowings	7(c)	(43,605,506)	(30,230,442)
Net finance cost		(43,069,657)	(30,253,843)
Loss before minimum taxation		**(45,289,536)**	**(31,629,065)**
Minimum tax	9(d)	(26,056)	(21,353)
Loss before taxation	8	**(45,315,592)**	**(31,650,418)**
Taxation	9(a)	-	(577)
Loss for the year		**(45,315,592)**	**(31,650,995)**
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
Revaluation of property, plant and equipment	11(d)	-	4,297,067
Total other comprehensive income		-	**4,297,067**
Total comprehensive loss for the year		**(45,315,592)**	**(27,353,928)**
Loss per share (kobo)			
Basic and diluted loss per share	10	(2,017)	(1,409)

The accompanying notes to the financial statements form an integral part of these financial statements.

Statement of changes in equity

Attributable to equity holders of the Company

	Share capital	Share premium	Revaluation reserve	Accumulated losses	Total equity
	₦'000	₦'000	₦'000	₦'000	₦'000
Balance at 1 January 2023	1,123,220	4,132,763	41,841,790	(27,513,687)	19,584,086
Loss for the year	-	-	-	(31,650,995)	(31,650,995)
Transfer of revaluation surplus on disposed assets	-	-	(2,426)	-	(2,426)
Other comprehensive income	-	-	4,297,067	-	4,297,067
Total comprehensive income/(loss)	-	-	**4,294,641**	**(31,650,995)**	**(27,356,354)**
Balance at 31 December 2023	**1,123,220**	**4,132,763**	**46,136,431**	**(59,164,682)**	**(7,772,268)**
Balance at 1 January 2024	1,123,220	4,132,763	46,136,431	(59,164,682)	(7,772,268)
Loss for the year	-	-	-	(45,315,592)	(45,315,592)
Total comprehensive loss	-	-	-	**(45,315,592)**	**(45,315,592)**
Balance at 31 December 2024	**1,123,220**	**4,132,763**	**46,136,431**	**(104,480,274)**	**(53,087,860)**

The accompanying notes to the financial statements form an integral part of these financial statements.

Statement of cash flows

For the year ended

	Notes	2024 ₦'000	2023 ₦'000
Cash flows from operating activities:			
Loss for the year		(45,315,592)	(31,650,995)
Adjustments for:			
Depreciation	11(a)	1,356,014	1,193,254
Amortisation	12	809	375
Operating equipment usage	11(a)	34,366	20,657
Net finance cost	7(d)	43,069,658	30,253,843
Tax expense	9(a)	-	577
Impairment loss on financial assets	26(b)	22,250	21,376
Write off of property, plant and equipment	11(e)	309	14,932
Discount on lease (Lease concession)	18(b)	-	(1,677)
Minimum taxation	13(a)	26,056	21,353
		(806,130)	**(126,305)**
Changes in:			
Inventories		(49,278)	72,946
Trade and other receivables	15(b)	(166,418)	(27,166)
Tax assets	13(a)	17,406	(11,044)
Prepayments		4,142	(15,953)
Trade and other payables	20	503,553	474,574
Cash generated from operating activities		**(496,725)**	**367,052**
Value Added Tax (VAT) paid	20(b)	(266,605)	(207,480)
Tax paid	9(b)	-	(14,329)
Net (absorbed by)/cash generated from operating activities		**(763,330)**	**145,243**
Cash flows from investing activities			
Interest income received	7(a)	540,856	9,387
Acquisition of property, plant and equipment	11(f)	(457,588)	(273,085)
Acquisition of intangible assets	12	(8,458)	-
Net cash used in investing activities		**74,810**	**(263,698)**
Cash flows from financing activities			
Payment on lease liability	18(b)	(9,675)	(7,138)
Net cash used in financing activities		**(9,675)**	**(7,138)**
Net decrease in cash and cash equivalents		**(698,195)**	**(125,593)**
Cash and cash equivalents, beginning of the year		1,060,409	1,165,416
Effect of movements in exchange rate on cash held	20(b)	347,258	20,586
Cash and cash equivalents, end of the year		**709,472**	**1,060,409**

The accompanying notes to the financial statements form an integral part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2024

1. Reporting entity

The Tourist Company of Nigeria Plc is a company listed on the Nigerian Stock Exchange. The address of the Company's registered office is 6-8 Ahmadu Bello Way, Victoria Island, Lagos. The Company converted from a private company to its current form on 20 April 1994. The Company operates a gaming and hospitality business in Victoria Island, Lagos.

2. Basis of accounting

(a) Statement of compliance

The financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and in the manner required by the Companies and Allied Matters Act (CAMA) 2020 and International Financial Reporting Standards (IFRS) and Financial Reporting Council of Nigeria (Amendment) Act, 2023. The financial statements were authorised for issue by the board of directors on 26 March 2025.

(b) Basis of measurement

The financial statements have been prepared under the historical cost convention except for financial liabilities initially measured at fair value and subsequently at amortised cost, financial assets initially measured at amortised cost and leasehold land and building measured at revalued amount less accumulated depreciation.

(c) Critical accounting estimates and judgements

The preparation of the financial statements in conformity with IFRS Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

• Note 11 - Asset useful lives and residual values

Property, plant and equipment are depreciated over their useful lives, taking into account residual values where appropriate. The actual useful lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re–assessing asset useful lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the assets and projected disposal values.

• Note 19 - Deferred tax

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

• Note 27 - Contingencies (including taxation)

Management made certain key assumptions about the likelihood and magnitude of the outflow of economic resources.

• Note 31 - Going concern

Management has made estimates on future economic and business realities as they relates to forecasts and budgets used in the assessment of the Company's ability to continue as a going concern and the appropriateness of the going concern assumption in the preparation of the financial statements for the year ended 31 December 2024.

(d) Functional and presentation currency

The financial statements are presented in Nigerian Naira, which is the Company's functional currency. All financial information presented in Naira has been rounded to the nearest thousand except where otherwise indicated.

3. Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, unless otherwise indicated.

(a) Foreign currency transactions

Transactions denominated in foreign currencies are translated at the rate of exchange ruling on the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Foreign exchange gains or losses arising on translation are recognised in profit or loss and are presented within net finance costs/income.

(b) Property, plant and equipment

I. Recognition and measurement

Property, plant and equipment are initially recorded at cost. Land is subsequently carried at revalued amount being the fair value at the date of revaluation, while buildings are subsequently carried at revalued amount being the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are made with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

All other property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Any increase in an asset's carrying amount, as a result of revaluation is credited to other comprehensive income and accumulated in Revaluation Surplus within Revaluation reserves in equity. The increase is recognized in profit or loss to the extent that it reverses a decrease of the same asset previously recognised in profit or loss. Property, plant and equipment not yet available for use are disclosed as capital-work-in-progress.

Purchased software that is integral to the functionality of related equipment is capitalised as part of the equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

When the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

II Subsequent costs

Costs arising subsequent to the acquisition of an asset 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 then de-recognised. All other repairs and maintenance costs are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

III. Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values over their useful lives, using the straight-line method. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term, in which case the assets are depreciated over the useful life. Depreciation of an asset begins when it is available for use, i.e, when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

The principal useful lives over which the assets are depreciated are as follows:

Buildings and infrastructure		
- Casino and hotel premises	–	36 - 40 years
- Infrastructure	–	10 - 40 years
Plant and machinery		
- Pumps, pipes, tanks and compressors	–	10 years
- Generating set equipment	–	2 years
- Generators	–	10 years
Hotel and office equipment	–	10 years
Motor vehicles	–	9 years

Furniture and fittings	–	10 years
Casino equipment	–	10 years

The Company does not depreciate its leasehold land

Assets held under lease in line with IFRS 16 are depreciated over the shorter of the term of the relevant lease and the estimated useful lives of the assets.

Usage of operating equipment (which includes casino chips, kitchen utensils, crockery, cutlery and linen) is recognised as an expense.

The assets' residual values and useful lives are reviewed annually and adjusted if appropriate, at the reporting date.

Capital work-in-progress is not depreciated. The attributable cost of each asset is transferred to the relevant asset category immediately after the asset is available for use and depreciated accordingly.

IV Borrowing costs

Borrowing costs and certain direct costs relating to major capital projects are capitalised during the period of development or construction.

V Derecognition

The carrying amount of an item or PPE shall be derecognised on disposal or when no future economic benefit is expected from its use or disposal.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the profit or loss component of the statement of profit or loss and other comprehensive income.

(c) Intangible assets

Recognition, measurement and amortisation

Expenditure on computer software is capitalised and amortised using the straight line method over 4 years. Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

When the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Subsequent costs

Costs arising subsequent to the acquisition of an asset 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 then de-recognised. All other repairs and maintenance costs are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

Derecognition

The carrying amount of an item is derecognised on disposal or when no future economic benefit are expected from its use or disposal.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and is recognised in profit or loss in the statement of profit or loss and other comprehensive income.

(d) Inventories

Inventories comprise of merchandise held for sale and consumables and are measured at the lower of cost and net realisable value on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less any costs necessary to make the sale. The cost of inventories includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition.

(e) Cash and cash equivalents

Cash and cash equivalents are classified as financial assets measured at amortised cost. Cash and cash equivalents comprise cash in hand and deposits held on call with banks with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purposes of the cash flows statement.

(f) Financial instruments

Financial instruments carried at the reporting date include trade receivables, cash and cash equivalents, borrowings, and trade payables.

Financial instruments are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, financial instruments are measured as described below.

I Recognition and derecognition

All financial assets and liabilities are initially recognised at fair value, which is usually the transaction price including, where appropriate, transaction costs, with the exception of trade receivables without a significant financing component, which is measured at their transaction price, determined in accordance with the Company's accounting policies for revenue. Subsequently, measurement depends on the financial assets/liabilities classification as follows:

– *Financial assets measured at fair value through profit or loss (FVPL)*

Non-equity financial assets are classified at fair value through profit or loss if they arise from contracts which do not give rise to cash flows which are solely principal and interest, or otherwise where they are held in a business model which mainly realises them through sale. Such assets are re-measured to fair value at the end of each reporting period. Gains and losses arising from re-measurement are taken to profit or loss, as are transaction costs.

– *Financial assets measured at FVOCI*

Non-equity financial assets are classified at fair value through other comprehensive income where they arise from contracts which give rise to cash flows which are solely principal and interest and which are held in a business model which realises some through sale and some by holding them to maturity. They are recognised initially at fair value plus any directly attributable transaction costs, or in the case of trade receivables, at the transaction price.

At the end of each reporting period, they are re-measured to fair value, with the cumulative gain or loss compared to their amortised cost being recognised in other comprehensive income and the fair value reserve, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gain and losses. When these assets are derecognised, the cumulative gain or loss is reclassified from equity to profit or loss.

– *Financial assets measured at amortised cost*

Financial assets are held at amortised cost when they arise from contracts which give rise to contractual cash flows which are solely principal and interest and are held in a business model which mainly holds the assets to collect contractual cash flows.

These assets are measured at amortised cost using the effective interest method and are also subject to impairment losses. Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated on the amortised cost (i.e., gross carrying amount less loss allowance). Interest income is included in finance income.

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

- *Financial liabilities*

(a) *Initial recognition and measurements*

All financial liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method. Short term trade and other payables with no stated rates of interest are measured at original invoice amounts where the effect of discounting is not significant.

(b) *Derecognition*

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

II Offsetting

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

(g) Impairment

I Financial assets (Non-derivative financial assets)

The Company recognises loss allowance for expected credit loss (ECLs) on financial assets measured at amortised cost. Loss allowance is measured at an amount equal to lifetime ECLs, with the exception of the following which are measured at 12 month ECLs:

– debt securities that are determined to have low credit risk at the reporting date; and

– other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs using a simplified impairment methodology adjusted for current conditions and forward looking information.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or

- the financial asset is more than 90 days past due

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over when the Company is exposed to credit risk.

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

Evidence that a financial asset is credit-impaired includes the following observable data:
- the significant financial difficulty of the debtor or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of amounts due on terms that the Company would not consider otherwise;

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

II Non-financial assets
Intangible assets that have an indefinite useful life are not subject to depreciation or amortisation and are tested annually for impairment. Other assets with finite useful life that are subject to depreciation or amortisation 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 to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate.

Impairment losses are recognised in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.
The Company has presented impairment of financial assets as a separate line item in the statement of profit or loss and OCI in accordance with the requirements of IAS 1 as a consequence of applying IFRS 9.

(h) Capital and other reserves
Share capital and share premium
The Company has only one class of shares, ordinary shares. Ordinary shares are classified as equity. When new shares are issued, they are recorded in share capital at their par value. The excess of the issue price over the par value is recorded as a share premium. All ordinary shares rank equally with regard to the Company's residual assets. Holders of these shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.
Retained earnings
Retained earnings represent the Company's accumulated earnings since its inception, less any distributions to shareholders, and net of any prior period adjustments. A negative amount of retained earnings is reported as a deficit or accumulated deficit.
Revaluation reserves
The revaluation reserve relates to the revaluation surplus arising from the revaluation of the leasehold land and building included in the Company's property, plant and equipment. It is the policy of the Company to transfer the revaluation surplus arising from the revaluation of land and building to retained earnings upon disposal of the related assets.

(i) Income tax
Income tax for the year comprises current and deferred tax. Taxation is recognised in the statement of profit or loss and other comprehensive income, except to the extent that it relates to a business combination, or items recognised directly in equity or other comprehensive income.

Current Tax
Current tax is the expected tax payable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The Company is subject to the following types of current income tax:

Company Income Tax - This relates to tax on revenue and profit generated by the Company during the year, to be taxed under the Companies Income Tax Act Cap C21, Laws of the Federation of Nigeria 2004 as amended, to date.

Tertiary Education Tax - Tertiary education tax is based on the assessable income of the Company and is governed by the Tertiary Education Trust Fund (Establishment) Act Laws of the Federation of Nigeria 2011.

Deferred Tax
Deferred tax is provided in full, using the liability method and using tax rates enacted or substantively enacted at the reporting date, for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes.

Deferred tax assets relating to the carry forward of unused tax losses, tax credits and deductible temporary differences are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

The Company offsets the tax assets arising from withholding tax (WHT) credits and current tax liabilities if, and only if, the entity has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously. The tax asset is reviewed at each reporting date and written down to the extent that it is no longer probable that future economic benefit would be realised.

(j) Minimum Tax

The Company is subject to the Finance Act, 2023 which amends the Company Income Tax Act (CITA). The total amount of tax payable under the Finance Act is determined based on the higher of two components; Company Income Tax (based on taxable income (or loss) for the year); and Minimum Tax (determined based on 0.5% of qualifying Company's turnover less franked investment income). Taxes based on taxable profit for the period are treated as income tax in line with IAS 12; whereas Minimum tax which is based on a gross amount is outside the scope of IAS 12 and therefore, is not presented as part of income tax expense in the profit or loss. The liability is recognised under trade and other payables in the statement of financial position.

Where the Minimum Tax charge is higher than the Company Income Tax (CIT), a hybrid tax situation exists. In this situation, the CIT is recognised in the income tax expense line in the profit or loss and the excess amount is presented above the income tax line as Minimum Tax.

(k) Leased assets

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

i. **As a lessee**

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

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

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

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

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

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

– fixed payments, including in-substance fixed payments;

– variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

– amounts expected to be payable under a residual value guarantee; and

– the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

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

The Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short term leases and leases of low - value asset

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

(l) **Employee benefits**

Short-term employee benefits

Short-term employee benefit obligations are measured on an un-discounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Defined contribution plans

The Company operates a contributory scheme in line with the Pension Reform Act of 2014. The Company and the employees respectively contribute 10% and 8% of the employees' current salaries and designated allowances into a separate entity.

The Company's contributions are charged to profit or loss in the period to which the contributions relate. The Company has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee services in the current and prior periods.

(m) **Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation.

(n) **Contingent liabilities**

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company, or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are only disclosed and not recognised as liabilities in the statement of financial position. If the likelihood of an outflow of resources is remote, the possible obligation is neither a provision nor a contingent liability and no disclosure is made.

(o) **Statement of cash flows**

The statement of cash flows is prepared using the indirect method. Changes in the statement of financial position items that have not resulted in cash flows such as translation differences, fair value changes and other non-cash items, have been eliminated for the purpose of preparing the statement. Interest paid is also included in financing activities while finance income is included in investing activities.

(p) **Revenue**

Revenue is recognised at the transaction price when control of a good or service is transferred to a customer in the ordinary course of the Company's activities.

Revenue includes net gaming win, hotel, entertainment and restaurant revenues, other service fees, rental income and the invoiced value of goods and services sold less returns and allowances. Taxes levied on casino winnings are included in revenue and treated as overhead expenses, as these are borne by the Company and not by its customers.

Value added tax (VAT) on all other revenue transactions is considered to be a tax collected by the Company as an agent on behalf of the revenue authorities and is excluded from revenue. Customer loyalty points are provided against revenue when points are earned.

(q) **Finance income and finance costs**

Interest income and interest expense on all interest bearing financial instruments are recognised using the effective interest method. The effective interest rate is the rate that exactly discounts the expected future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised cost of the financial liability. Net finance costs include interest expense on borrowings as well as interest income on bank balances. Net finance costs also include other finance income and expense items, such as exchange differences arising on borrowings and the settlement of foreign currency creditors. Foreign currency gains and losses are reported on a net basis.

(r) **Loss per share**

The Company presents basic and diluted loss per share (LPS) data for its ordinary shares. Basic LPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held. Diluted LPS is determined by adjusting the loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

(s) **Segment reporting**

Segment results that are reported to the Company's Board of Directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, shared services and tax assets and liabilities.

(t) Related parties

Related parties include the ultimate holding company and other major shareholders, directors, their close family members and any employee who is able to exert a significant influence on operating policies or the Company, are also considered to be related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling activities of the entity directly or indirectly.

(u) Accounting policy developments

Accounting policy developments include new standards issued, amendments to standards and interpretations issued on current standards.

***Changes in accounting* policies**

i) New standards, interpretations and amendments adopted from 1 January 2024

The following amendments are effective for the period beginning 1 January 2024:

- *Supplier Finance Arrangements* (Amendments to IAS 7 & IFRS 7);
- *Lease Liability in a* Sale *and Leaseback* (Amendments to IFRS 16);
- *Classification of Liabilites as Current or Non-Current* (Amendments to IAS 1); *and*
- *Non-current Liabilities with Covenants* (Amendments to IAS 1).

These amendments to various IFRS Accounting Standards are mandatorily effective for reporting periods beginning on or after 1 January 2024.

Supplier Finance Arrangements (*Amendments to *IAS 7 & IFRS 7)

On 25 May 2023, the IASB issued *Supplier Finance* Arrangements, which amended IAS 7 *Statement of Cash Flows and* IFRS 7 *Financial Instruments:Disclosures.*

The amendments require entities to provide certain specific disclosures (qualitative and quantitative) related to supplier finance arrangements. The amendments also provide guidance on characteristics of supplier finance arrangements.

Lease Liability in a* Sale *and leaseback* (Amendments *to IFRS 16);

On 22 September 2022, the IASB issued amendments to IFRS 16 — *Lease Liability in* a Sale *and Leaseback* (the Amendments).

Prior to the Amendments, IFRS 16 did not contain specific measurement requirements for lease liabilities that may contain variable lease payments arising in a sale and leaseback transaction. In applying the subsequent measurement requirements of lease liabilities to a sale and leaseback transaction, the Amendments require a seller-lessee to determine 'lease payments' or 'revised lease payments' in a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee.

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

Classification of Liabilities as* Current *or Non-Current and* Non-current *Liabilities with Covenants (Amendments to IAS 1)

The IASB issued amendments to IAS 1 in January 2020 *Classification of Liabilities* as Current or *Non-current* and subsequently, in October 2022 *Non-current* Liabilities *with Covenants.* The amendments clarify the following:

- An entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period.
- If an entity's right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.
- The classification of a liability as current or non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement.
- In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity's own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

These amendments have no effect on the measurement of any items in the financial statements of the Company. However, the classification of certain borrowings has changed from non- current to current as result of the application of the amendments for the current financial year as well as the comparative period.

ii) New standards, interpretations and amendments not yet effective

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Company has decided not to adopt early.

The following amendments are effective for the annual reporting period beginning 1 January 2025:

- *Lack of Exchangeability (*Amendment to *IAS 21* the Cfects *of Changes in Foreign Exchange Rates);*

The following amendments are effective for the annual reporting period beginning 1 January 2026:

- *Amendments to the Classification and Measu*rement *of Financial Instruments* (Amendments to IFRS 9 *Financial* instruments and IFRS 7)
- *Contracts Referencing Nature* -dependent Electricity(Amendments to IFRS 9 and IFRS 7)

The following standards and amendments are effective for the annual reporting period beginning1 January 2027:

- IFRS 18 Presentation *and Disclosure in Financial* Statements
- IFRS 19 *Subsidiaries without Public Accountability:Disclosures.*

The Company is currently assessing the effect of these new accounting standards and amendments.

IFRS 18 *Presentation and Disclosure in Financial Statements,* which was issued by the IASB in April 2024 supersedes IAS 1 and will result in major consequential amendments to IFRS Accounting Standards including IAS 8 *Basis of Preparation of Financial Statements* (renamed from *Accounting Policies, Changes in Accounting Estimates and Errors).* Even though IFRS 18 will not have any effect on the recognition and measurement of items in the financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

The Company does not expect to be eligible to apply IFRS 19.

(v) Changes in material accounting policies

The Company has consistently applied the accounting policies as set out in Note 3 to all periods presented in these financial statements. The Company has adopted the above new amendments to IFRS Standards and Interpretations but these standards do not have a material effect on the Company's financial statements.

4. Determination of fair values

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(a) Trade and other receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes. For short term receivables, no disclosure of fair value is presented when the carrying amount is a reasonable approximation of fair value.

(b) Borrowings

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

(c) Property, plant and equipment

The fair value of leasehold land and buildings which were revalued in the current year was determined based on the observable market price for similar property in the same location with consideration for the cost required to ensure the sale at the date of the revaluation.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

**Level 1* : quoted prices (unadjusted) in active markets for identical assets or liabilities.
**Level 2* : input other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e as prices) or indirectly (i.e. as derived from prices).
**Level 3* : Inputs for the asset or liability that are not based on observable market data (unobservable inputs).
If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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

Further information about the assumptions made in measuring fair values is included in Note 26 - Financial risk management and fair values.

5. Revenue

Revenue includes net gaming win, hotel, entertainment and restaurant revenues, other service fees, rental income and the invoiced value of goods and services sold less returns and allowances. (Please refer to Note 25 for more information)

6. Employee costs

(a) Employee costs for the year comprise:

	2024	2023
	₦'000	₦'000
Salaries, wages, bonuses and other benefits	1,559,305	898,816
Defined contribution pension fund costs	45,077	80,500
Other personnel costs	678,175	433,092
	2,282,557	**1,412,408**

(b) Employees of the Company, whose duties were wholly or mainly discharged in Nigeria, received remuneration (excluding pension costs and certain benefits) in the following ranges:

₦	₦	2024 Number	2023 Number
400,001	- 600,000	-	39
600,001	- 800,000	5	45
800,001	- 1,000,000	124	81
1,000,001	- 2,000,000	108	81
2,000,001	- Above	51	48
		288	294

The number of full-time persons employed per function as at year end was as follows:

	2024	2023
	Number	Number
Gaming	53	54
Hospitality	195	195
Administration and support services	40	45
	288	294

(c) Pension payable

The balance of the pension payable account represents the amount due to the Pension Fund Administrator which is yet to be remitted at the year end. The movement on this account during the year was as follows:

	2024	2023
	₦'000	₦'000
Balance at beginning of the year	3,701	3,509
Charge for the year	111,220	81,395
Payments during the year	(111,631)	(81,203)
Balance as at end of the year	**3,290**	**3,701**

The Company's employees belong to Nigerian employee nominated defined contribution funds. Contributions are made by both the Company and its employees to these funds.

(d) Directors' remuneration

Remuneration, excluding certain benefits of directors of the Company, who discharged their duties mainly in Nigeria, is as follows:

	2024	2023
	₦'000	₦'000
Executive director	299,092	220,280
Non-executive directors	16,112	3,320
	315,204	**223,600**

The directors' remuneration shown above includes:

	2024 ₦'000	2023 ₦'000
Chairman's fees	2,778	500
Highest paid director	299,092	220,280

Other directors received emoluments in the following ranges;

₦ ₦	2024 Number	2023 Number
0 - 100,000	-	-
100,001 - Above	8	8
	8	**8**

7. Finance income and costs

(a) Finance income comprises:

	2024 ₦'000	2023 ₦'000
Interest income on bank balances	(26,486)	(9,387)
Gain on other foreign currency transactions (Note20(b))	(514,370)	-
	(540,856)	**(9,387)**

(b) Finance costs comprise:

	2024 ₦'000	2023 ₦'000
Interest expense on lease (Note 18(b))	5,007	2,344
Loss on other foreign currency transactions (Note20(b))	-	30,444
	5,007	**32,788**

(c) Foreign exchange loss on borrowings

Loss on foreign currency loan balance (Note 18(e))	43,605,506	30,230,442

(d) Net finance costs:

Finance income	(540,856)	(9,387)
Finance costs	5,007	32,788
Foreign exchange loss on borrowings	43,605,506	30,230,442
	43,069,657	**30,253,843**

8. Loss before taxation

(a) Loss before taxation is stated after charging the following:

	2024 ₦'000	2023 ₦'000
Depreciation of property, plant and equipment (Note 11(a))	1,356,014	1,193,254
Amortisation of intangible assets (Note 12)	809	375
Lease rentals**	28,094	6,284
Audit fees	14,400	14,400
Non-Audit fees*	-	-
Write off of property, plant and equipment (Note 11(d))	309	14,932
Minimum tax	26,056	21,353
Education tax	-	2,544
Employee costs (Note 6(a))	2,282,557	1,412,408
Loss on foreign currency loan balance (Note 18e))	43,605,506	30,230,442
(Loss)/ gain on other foreign currency transactions	-	30,444
Management and support fees (Notes 23(b))	226,577	137,422

** Lease rentals recognised during the year include the variable component of the lease on printer that the Company has elected to expense and the lease rentals on table game which is short term of less than 12 months. The Company has elected not to recognise the right of use on the table rentals.

* During the year 2024, the audit firm did not provide any services other than the audit of the financial statements.

(b) Consumables and services comprise the following:

	2024	2023
	₦'000	₦'000
Cost of sales - food & beverage	467,597	215,148
Cost of sales - other	9,838	3,767
Amortisation of casino licence fees	89,633	71,524
Other operating expenditure	123,462	94,707
Card commission	11,873	7,550
Printing and Stationery	18,759	12,827
Gaming - taxes	137,281	109,841
Entertainment	6,298	6,763
Repairs and maintenance	23,257	79,474
General expenses*	68,116	32,732
Other casino related expenses	43,848	16,848
	999,962	**651,181**

* Included in General expenses are various expenses for; communication, laundry expenses, complimentary expenses & training.

(c) Property and administrative costs comprise the following:

	2024	2023
	₦'000	₦'000
Power, fuel and other utilities	1,684,280	1,058,148
Card commission	10,159	9,767
Repairs and maintenance	340,274	306,787
Information technology and related expenses	239,347	161,944
Outsourced contracts	90,349	49,332
Professional fees	167,032	290,137
Audit fees	14,400	14,400
Lease rentals	28,094	6,284
Write off of property, plant and equipment and operating equipment usage (Note 11(d))	309	14,932
Write off of financial assets	56,259	-
Insurance	107,125	165,376
Licenses and permits	33,735	44,996
Stationery	18,200	15,497
Transportaion - Local Airfares	55,510	1,998
Other general expenses*	79,662	35,383
	2,924,735	**2,174,981**

* Included in other general expenses are various expenses for; bank charges, medical expenses,cleaning expenses, minor repairs, plants & decorations, complimentary expenses & training.

(d) Promotional and marketing costs comprise the following:

	2024	2023
	₦'000	₦'000
Gaming promotion and marketing	19,568	21,756
Resort marketing, promotion and advertisement	15,956	6,287
Complimentary services	15,577	7,401
Other promotional expenses	17,956	9,922
	69,057	**45,366**

9. Taxation

(a) **The tax charge for the year comprises:**

(i) *Amounts recognised in profit or loss*

	2024	2023
	₦'000	₦'000
Current tax expense		
Minimum tax	28,600	-
Prior year overprovision	(2,544)	(1,967)
Tertiary education tax expense	-	2,544
Charge for the year	26,056	577
Deferred tax credit	-	-
Total income tax credit recognised in P/L	26,056	577

(b) **Movement in current tax liability**

	2024 ₦'000	2023 ₦'000
Balance at 1 January	2,544	16,296
Charge for the year (Note 9(a))	-	2,544
Minimum tax (Note 9(d))	28,600	21,353
Set off of current tax asset (Note 13)	-	(21,353)
Prior year overprovision	(2,544)	(1,967)
Cash payment during the year	-	(14,329)
Balance at 31 December	**28,600**	**2,544**

(c) **Reconciliation of effective tax rate**

	2024 %	2024 ₦'000	2023 %	2023 ₦'000
Loss from continuing operations		(45,315,592)		(31,650,995)
Minimum tax		26,056		21,353
Loss before minimum taxation		(45,289,536)		(31,629,642)
Taxation		-		577
Loss before tax		(45,289,536)		(31,629,065)
Income tax using the company's tax rate	0%	-	30%	(9,488,719)
Adjusted for:				
Tertiary education tax	0%	-	3%	(948,889)
Prior year overprovision	0%	-	0%	1,967
Non deductible expenses	0.0%	-	-1.2%	377,584
Unrecognised deferred tax	0%	-	-32%	10,058,634
	0%	-	0%	577

(d) **Minimum Tax**

Minimum tax in the current year has been computed based on 0.5% of revenue in line with the Finance Act of 2023 and this amounts to ₦28.6 million. Minimum tax in the prior year was computed based on the Finance Act, 2023 and this amounted to ₦21.4 million.

10. Loss per share

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

	2024	2023
Net loss attributable to ordinary shareholders for basic and diluted EPS (NGN)	(45,315,592)	(31,650,995)
Weighted average number of ordinary shares for EPS	2,246,437	2,246,437
Basic Loss Per Share (kobo)	(2,017)	(1,409)
Diluted Basic Loss Per Share (kobo)	(2,017)	(1,409)

(i) There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these financial statements

11. Property, plant and equipment (PPE)

(a) The movement on these accounts was as follows:

	Leasehold Land	Buildings	Infrastructure	Plant & Machinery	Casino Equipment	Hotel & Office Equipment	Motor Vehicles	Furniture & Fittings	Operating Equipment	Right of use asset	Capital Work in Progress	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Deemed cost												
Balance at 1 January 2023	27,536,266	25,209,453	443,726	743,635	481,835	824,743	59,857	541,342	208,401	-	65,676	56,114,934
Additions	-	-	-	-	-	-	-	-	21,182	-	274,631	295,814
Revaluation	1,156,374	3,140,693		-	-	-	-	-	-	-	-	4,297,067
Elimination/write off on revaluation	-	(3,382,168)	-	-	-	-	-	-	-	-	-	(3,382,168)
Operating equipment usage	-	-	-	-	-	-	-	-	(20,657)	-	-	(20,657)
Disposal/write off	-	(7,322)	(46,219)	(121,985)	(133)	(24,167)	(290)	(13,715)	-	-	-	(213,829)
Transfers	-	1,931	53,059	116,271	220	35,566	593	6,166	-	25,155	(238,962)	-
Balance at 31 December 2023	**28,692,640**	**24,962,587**	**450,566**	**737,921**	**481,923**	**836,142**	**60,161**	**533,794**	**208,926**	**25,155**	**101,345**	**57,091,161**
Balance at 1 January 2024	28,692,640	24,962,587	450,566	737,921	481,923	836,142	60,161	533,794	208,926	25,155	101,345	57,091,160
Additions	-	-	-	-	-	-	-	-	53,210	-	404,378	457,588
Operating equipment usage	-	-	-	-	-	-	-	-	(34,366)	-	-	(34,366)
Write off	-	-	-	(23,104)	(778)	-	(258)	-	-	-	-	(24,140)
Transfers	-	-	-	244,510	3,721	33,788	463	3,285	6,240	-	(292,007)	-
Balance at 31 December 2024	**28,692,640**	**24,962,587**	**450,566**	**959,327**	**484,865**	**869,930**	**60,365**	**537,078**	**234,010**	**25,155**	**213,716**	**57,490,242**
Depreciation												
Balance at 1 January 2023	-	2,383,446	178,720	449,006	426,267	684,395	57,848	535,754	-	-	-	4,715,436
Revaluation -2023 Accum Depr Set off	-	(3,382,168)	-	-	-	-	-	-	-	-	-	(3,382,168)
Depreciation for the year	-	999,106	15,455	121,268	13,410	40,078	279	1,561	-	2,096	-	1,193,254
Disposals	-	(384)	(44,474)	(112,152)	(55)	(27,430)	(630)	(13,771)	-	-	-	(198,897)
Balance at 31 December 2023	**-**	**-**	**149,701**	**458,122**	**439,622**	**697,043**	**57,497**	**523,544**	**-**	**2,096**	**-**	**2,327,625**
Balance at 1 January 2024	-	-	149,701	458,122	439,622	697,043	57,497	523,544	-	2,096	-	2,327,625
Depreciation for the year	-	1,132,916	16,696	156,975	13,410	27,525	403	1,800	-	6,289	-	1,356,014
Write off	-	-	-	(23,095)	(614)	-	(122)	-	-	-	-	(23,831)
Balance at 31 December 2024	**-**	**1,132,916**	**166,397**	**592,002**	**452,418**	**724,568**	**57,778**	**525,344**	**-**	**8,385**	**-**	**3,659,808**
Carrying amounts												
At 1 January 2023	**27,536,266**	**22,826,007**	**265,006**	**294,629**	**55,568**	**140,348**	**2,009**	**5,588**	**208,401**	**-**	**65,676**	**51,399,498**
At 31 December 2023	**28,692,640**	**24,962,587**	**300,865**	**279,799**	**42,300**	**139,099**	**2,663**	**10,249**	**208,926**	**-**	**101,345**	**54,763,536**
At 31 December 2024	**28,692,640**	**23,829,671**	**284,169**	**367,325**	**32,447**	**145,362**	**2,587**	**11,734**	**234,010**	**16,770**	**213,716**	**53,830,434**

(b) There was no property, plant and equipment that were pledged as security for borrowings as at year end (31 December 2023: Nil).

(c) Information on capital expenditure commitment is presented in Note 22 of the financial statements.

(d) **Summary of property,plant and equipment movement schedule**

	2024	2023
	₦'000	₦'000
Balance at the beginning of the year	54,763,536	51,399,498
Depreciation	(1,356,014)	(1,193,254)
Additions (Note 11(a))	457,588	295,814
Write-offs	(309)	(14,932)
Operating equipment usage (Note 11(a))	(34,366)	(20,657)
Changes in Revaluation surplus (Note 17(c))	-	4,297,067
Balance at the end of the year	**53,830,435**	**54,763,536**

(e) **Property,plant and equipment additions in statement of cash flows**

	2024	2023
	₦'000	₦'000
Additions (Note 11(a))	457,588	295,814
Less: Non-cash addition to right of use asset	-	(25,155)
Add: Transfer of revaluation surplus on disposed assets	-	2,426
PPE additions in statement of cash flows	**457,588**	**273,085**

(f) **Capital work in progress**
Additions to capital work in progress during the year is analysed as follows:

	2024	2023
	₦'000	₦'000
Infrastructure	13,955	25,155
Plant and machinery	158,482	73,746
Casino equipment	36,584	-
Hotel and office equipment	4,695	2,444
Property, plant and equipment	213,716	101,345

(g) Right-of-use assets included in the property, plant and equipment schedule in Note 11(a) represent leased printers. Associated lease liabilities are disclosed in Note 18(b).

12. Intangible assets

Intangible assets represent the purchase costs and installation of software licences. The movement in the intangible assets account during the year was as follows:

	2024	2023
	₦'000	₦'000
Cost		
Balance at the beginning of the year	21,571	23,740
Additions	8,458	-
Disposals	-	(2,169)
Balance at the end of the year	**30,029**	**21,571**
Amortisation		
Balance at the beginning of the year	21,099	22,893
Amortisation	809	375
Amortization on disposal	-	(2,169)
Balance at the end of the year	**21,908**	**21,099**
Carrying amounts		
Balance at the beginning of the year	472	847
Balance at the end of the year	**8,121**	**472**

13. Tax assets

Tax assets comprise withholding tax credit notes available for utilisation against income tax payable.

	2024	2023
	₦'000	₦'000
Balance at the beginning of the year	26,705	37,014
Additions	10,196	11,044
Set off of tax liability (Note 9(b))	-	(21,353)
Less: Impairment (Note 13(a)i)	(27,602)	-
Balance at the end of the year	**9,299**	**26,705**

(a) Tax assets in statement of cash flows	2024	2023
	₦'000	₦'000
Tax assets movement	17,406	10,309
Set off of tax liability (Note 9(b))	-	(21,353)
	17,406	**(11,044)**

(a)(i)) The movement in impairment in respect of tax assets during the year was as follows:

	₦'000	₦'000
Balance at beginning of the year	-	-
Addition (Note 13)	27,602	-
Balance at end of the year	27,602	-

14. Inventories

	2024	2023
	₦'000	₦'000
Consumables	214,626	165,348
Inventory written down	(4,494)	(4,494)
	210,132	**160,854**

The value of food and beverage consumables included in consumables and services as the cost of sale amounted to ₦467 million (2023: ₦215 million).

15. Trade and other receivables

	2024	2023
	₦'000	₦'000
(a) ***Financial instruments***		
Trade receivables	387,963	273,246
Less: impairment (Note 26(b))	(146,818)	(124,568)
Net trade receivables	241,145	148,678
Credit card receivables	12,660	32,819
Non-financial instruments		
Advance payment to suppliers	45,183	2,072
Other receivables	68,615	35,983
Impairment of other receivables (Note 15(a)i))	(3,883)	-
	363,720	**219,552**

(a)(i)) The movement in the allowance for impairment in respect of other receivables during the year was as follows:

	₦'000	₦'000
Balance at beginning of the year	-	-
Addition (Note 15(a))	3,883	-
Balance at end of the year	3,883	-

The carrying values of trade and other receivables approximate their fair value as at the reporting date.

The Company's exposure to credit and market risks and impairment losses related to trade and other receivables are disclosed in Note 26.

(b) Trade and other receivables in statement of cash flows	2024	2023
	₦'000	₦'000
Trade and other receivables movement	(144,168)	(5,790)
Impairment loss on financial assets (Note 26(b))	(22,250)	(21,376)
	(166,418)	**(27,166)**

16. Prepayments

	2024	2023
	₦'000	₦'000
Licenses prepayments	66,059	58,785
General prepayments - subscription and maintenance fees	16,543	35,121
Service contracts prepayments	14,254	7,092
	96,856	**100,998**

17. Share capital and premium

(a) Issued and fully paid ordinary shares of 50K each

	2024	2023
	₦'000	₦'000
Balance at the beginning of the year	1,123,220	1,123,220
Balance at the end of the year	**1,123,220**	**1,123,220**

There are 2,246,437,472 ordinary shares of 50 Kobo each at 31 December 2024 (2023: 2,246,437,472).
All issued shares are fully paid.

Holders of these shares are entitled to dividends from time to time and are entitled to one vote per share at the general meetings of the Company.

(b) Share premium

The share premium on the 2,246,437,472 ordinary shares of 50 Kobo each is as follows:

	2024	2023
	₦'000	₦'000
Balance at the beginning and end of the year	4,132,763	4,132,763

(c) Revaluation reserve

The revaluation reserve relates to the revaluation surplus arising from the revaluation of the leasehold land and building included in the Company's property, plant and equipment, which is as follows:

	2024	2023
	₦'000	₦'000
Revaluation reserve	46,136,431	46,136,431

	2024	2023
	₦'000	₦'000
The movement in revaluation reserve is as follows:		
Balance at the beginning of the year	46,136,431	41,841,790
Revaluation of land and buildings during the year (Note 11(d))	-	4,297,067
Transfer of revaluation surplus on disposed assets	-	(2,426)
Balance at the end of the year	**46,136,431**	**46,136,431**

(d) Accumulated losses

Balance at the beginning of the year	(59,164,682)	(27,513,687)
Results for the year	(45,315,592)	(31,650,995)
Balance at the end of the year	**(104,480,274)**	**(59,164,682)**

18. Loans and borrowings

	2024	2023
	₦'000	₦'000
(a) Shareholder and related party loan (Note 18(c) & (e))	105,089,186	61,483,680
Lease liabilities (Note 18(b))	19,153	23,821
	105,108,339	**61,507,501**
Split into:		
Non-current liabilities		
Shareholder and related party loan	105,089,186	61,483,680
Lease liabilities	9,478	14,146
	105,098,664	**61,497,826**
Current liability		
Lease liabilities	9,675	9,675
	9,675	**9,675**
	105,108,339	**61,507,501**

(b) Lease liabilities relate to the present value of the future fixed lease payments on the Company's leased printers. The movement in the lease liabilities in the year was as follows:

	2024	2023
	₦'000	₦'000
Balance at the beginning of the year	23,821	5,137
Lease liability recognised	-	25,155
Interest on lease liability (Note 7(b))	5,007	2,344
Payment in the year	(9,675)	(7,138)
Discount on lease (Lease concession)	-	(1,677)
Balance at the end of the year	**19,153**	**23,821**

(c) Shareholder and related party loans

	2024	2024	2023	2023
	US$'000	₦'000	US$'000	₦'000
Non-current, unsecured				
Shareholders:				
Ikeja Hotel Plc				
At the beginning of the year	22,188	20,126,474	22,188	10,230,641
Interest capitalised	-	-	-	-
Exchange difference	-	14,120,400	-	9,895,833
Related tax on interest	-	-	-	-
At the end of the year	**22,188**	**34,246,874**	**22,188**	**20,126,474**
Sun International Limited				
At the beginning of the year	23,817	21,604,028	23,817	10,981,708
Interest capitalised	-	-	-	-
Exchange difference	-	14,246,689	-	10,622,320
Related tax on interest	-	-	-	-
Reclassification/Settlement by Rutam Finance Company	(23,817)	(35,850,717)	-	-
At the end of the year	-	-	**23,817**	**21,604,028**
Rutam Finance Company Limited				
At the beginning of the year	-	-	-	-
Interest capitalised	-	-	-	-
Reclassification/Settlement to Sun International Limited	23,817	35,850,717	-	-
Exchange difference	-	784,749	-	-
Related tax on interest	-	-	-	-
At the end of the year	**23,817**	**36,635,466**	-	-
Total shareholders	**46,005**	**70,882,340**	**46,005**	**41,730,502**
Other:				
Omamo Investment Corporation				
At the beginning of the year	21,776	19,753,178	21,776	10,040,889
Interest capitalised	-	-	-	-
Exchange difference	-	14,453,668	-	9,712,289
Related tax on interest	-	-	-	-
At the end of year	**21,776**	**34,206,846**	**21,776**	**19,753,178**
	67,781	**105,089,186**	**67,781**	**61,483,680**

Terms of the above loans:

(i) They are unsecured.

(ii) Repayment is subject to the board of directors' discretion, taking into account the availability of funds and the Company's working capital requirements provided specific profitability and EBITDA targets have been met.

(iii) The loans are denominated in US Dollars.

(iv) Interest is capitalised at 5% per annum. However, the interest was waived from 1 March 2020 until otherwise agreed by the shareholders (Note 18 (d)).

(d) **Modification of shareholder and related party loans**

The board of directors approved the proposal for a Company Voluntary Arrangement ("CVA") between Sun International Limited, Ikeja Hotels Plc (shareholders and creditors of the Company) and Omamo Investment Corporation Limited (a creditor of the Company) on 28 July 2021, in respect of the waiver of interest which would have accrued on the shareholders and related party loans from 1 March 2020 until otherwise agreed to by the shareholders and/or creditors. The CVA procedure is prescribed under Chapter 17 of the Companies and Allied Matters Act (CAMA), 2020.

In accordance with the CVA procedures, the proposal was considered at separate court-ordered meetings of the shareholders and creditors on 8 December 2021. The shareholders and creditors present at the meetings voted unanimously in favour of the resolution authorizing the implementation of the CVA process. Therefore, in terms of section 438(2)(a) of the CAMA 2020, the CVA has taken effect on the terms of the proposal and the shareholders and related party loans are modified accordingly.

Consequently, the Company has not recognised interest expense on shareholders and related party loans for the period of 1 March 2020 to 31 December 2024.

In terms of its articles of association, the directors, on behalf of the Company are empowered to borrow or obtain loans in the ordinary course of business and in the overall best interest of the Company but subject to the approval of shareholders for a foreign loan.

The loan from Omamo Investment Corporation is currently subject to a legal dispute (Note 29).

(e) **Summary of movement in Shareholder and related party loan**

	2024	2023
	₦'000	₦'000
Balance at the beginning of the year	61,483,680	31,253,238
Interest expense	-	-
Related tax on interest	-	-
Effect of changes in exchange rate (Note 7(b))	43,605,506	30,230,442
Balance at the end of the year	**105,089,186**	**61,483,680**

19 **Deferred tax**

Unrecognised deferred tax assets

The Company has a net deferred tax asset amounting to ₦18.9 billion as at 31 December 2024 (2023: ₦10.1 million), arising mainly from unutilised tax losses of ₦5.7 billion (2023: ₦3.1 billion) and unutilized deductible temporary differences of ₦18.9 billion (2023: ₦9.2 billion) that may be available for offset against future taxable income. The Company did not recognise the deferred tax asset due to uncertainties relating to the amount and timing of future taxable income.

20. **Trade and other payables**

	2024	2023
(a) Trade and other payables	₦'000	₦'000
Financial instruments		
Trade payables	240,349	137,948
Other payables	200,927	171,075
Amount due to related parties (Note 24(b)(i)&(ii))	741,107	508,800
Accrued expenses	423,678	196,845
Casino loyalty programme liability	55,856	54,872
	1,661,917	1,069,540
Non-financial instruments		
Employee related accruals	206,817	246,256
Pension payable	3,291	3,702
Deposits received	87,816	28,623
Other payables *	1,219,114	1,246,628
	3,178,955	**2,594,749**

* Other payables comprise non-income tax liabilities such as withholding tax, consumption tax and VAT as well as provisions for open tax audits.

(b) Trade and other payables in statement of cash flows	2024	2023
	₦'000	₦'000
Trade and other payables movement	584,206	318,124
Value Added Tax (VAT) paid	266,605	207,480
Unrealised exchange differences (Note 7(b))	-	(30,444)
Effect of movements in exchange rate on cash held	(347,258)	(20,586)
Trade and other payables in statement of cash flows	**503,553**	**474,574**

21. Cash and cash equivalents

Cash and cash equivalents consist of:

	2024	2023
	₦'000	₦'000
Cash at bank	680,218	1,025,071
Cash in hand	29,254	35,338
Cash and cash equivalents in the statement of cash flows	**709,472**	**1,060,409**

The Company's exposure to credit risk and market risk related to cash and cash equivalents are disclosed in Note 26.

22. Capital expenditure commitments

	2024	2023
	₦'000	₦'000
Capital commitments		
Contracted	2,187	2,187
Authorised by the board of directors but not contracted	2,961,832	2,889,058
	2,964,019	**2,891,245**
To be spent in the forthcoming financial year	382,325	373,441
To be spent thereafter	2,581,694	2,517,804
	2,964,019	**2,891,245**

Future capital expenditure will be funded by both internally generated cash flows and short term financing from the Company's bankers.

23. Management and support fees

(a) Operating services agreement

The Company has an agreement with Sun International (South Africa) Limited (a subsidiary of Sun International Limited) until 30 September 2027 to manage the Company's business. The agreement was approved by the National Office for Technology Acquisition and Promotion (NOTAP) on 14 June 2023 with certificate number CR007946. In terms of this agreement, the Company is obligated to pay the following annual fees to Sun International (South Africa) Limited. Sun International (South Africa) Limited ceased to manage the Company from 1 October 2024, this is subsequent to the sale and purchase of Sun International (South Africa) Limited shares by Rutam Finance Company Limited:

This agreement was terminated by the company on 30 September 2024.

A new interim management agreement was signed with Westmont Development S.à r.l a foreign company from 1 October 2024 and Ikeja Hotel Plc.,a Nigerian company with significant shareholding.

Structure of management fees

Sun International (South Africa) Limited

(i) Basic fee

A basic fee equal to 2% per annum of the net sales of the Company. This is exclusive of any taxes and is denominated and payable in Naira.

(ii) Marketing fee

A marketing fee equal to 1% per annum of the net sales of the Company. This is exclusive of any taxes and is denominated and payable in Naira.

(iii) Incentive fee

An incentive fee of 8% per annum of the gross operating profit of the Company. This fee is exclusive of any taxes and is denominated and payable in Naira.

The management fees include Value Added Tax

Westmont Development S.à r.l.

(i) Basic fee

A basic fee equal to 3% per annum of the gross revenues of the Company. This is exclusive of any taxes and is denominated and payable in Naira.

(ii) Incentive fee

An incentive fee of 8% per annum of the gross operating profit of the Company. This fee is exclusive of any taxes and is denominated and payable in Naira.

The management fees include Value Added Tax

Ikeja Hotel Plc.

(i) Basic fee

A basic fee equal to 1.5% per annum of the revenues of the Company. This is exclusive of any taxes and is denominated and payable in Naira.

The management fees include Value Added Tax

(b)(i) Management and support fees
(based on the structure above)

	2024	2023
	₦'000	₦'000
Sun International (South Africa) Limited		
Basic fees	91,924	106,060
Marketing fees	27,701	31,362
	119,625	**137,422**

(ii) Management and support fees
(based on the structure above)

	2024	2023
	₦'000	₦'000
Westmont		
Basic fees	61,638	-
Incentive fees	14,495	-
	76,133	-

(iii) Management and support fees
(based on the structure above)

	2024	2023
	₦'000	₦'000
Ikeja Hotel		
Basic fees	30,819	-
	30,819	-
	226,577	**137,422**

24. Related parties

(a) Material major shareholder

The Company is an associate company of Rutam Finance Company Limited which holds 43.3% of the issued and fully paid share capital of the Company as at 31 December 2024. (Sun International Limited held 49.3% of the issued and fully paid share capital of the Company as at 31 December 2023).

(b) Related party transactions

The transaction values and balances with related parties below exclude borrowings, the values of which are disclosed below:

	Value of goods and services supplied (to)/from the company		Amount due (to)/from the company	
	2024	2023	2024	2023
	₦'000	₦'000	₦'000	₦'000
(i) Accounts payable				
Sun International (South Africa) Limited Is a subsidiary of Sun International Limited, which is a shareholder in the Company. It has an operating service agreement with the Company.	(309,835)	(225,229)	(727,104)	(498,689)
(ii) Other related party transactions include:				
Ikeja Hotel Plc Is one of the shareholders of the Company. It has an operating service agreement with the Company.	(11,587)	-	(11,587)	-
AVI Services Limited Mr. Ufuoma Ibru is a director at the company. AVI Services Ltd provides staff transport service to the Company. AVI also operates a car hire business at the hotel.	(201,397)	(140,272)	-	-
GM Ibru & Co Is a firm of attorneys controlled by Goodie M. Ibru, OON, the former Chairman of the Company. It provides legal services to the Company and rents offices from the Company. Mr Ufuoma Ibru, a director of the Company, is also a partner with GM Ibru & Co.	(10,404)	(10,756)	(2,390)	(4,710)
Punuka Nominees Limited Is controlled by a director and the Chairman of the Company. It provides company secretarial services to the Company.	(4,031)	(5,375)	-	(5,375)
Guardian Press Limited The Guardian Press Limited is controlled by Lady Maiden Ibru. The Company purchases newspapers from The Guardian Press Limited. Mr Toke Ibru is a director of the Company and also a director at Guardian Press Limited.	-	-	(26)	(26)
Guy Saries Limited This company is controlled by Goodie Ibru, the former Chairman of the Company. It provides a media agency to facilitate regulatory announcements on behalf of the Company. This company has been liquidated and the amount due has been written back to expenses.	-	50	-	-
	(537,254)	(381,582)	(741,107)	(508,800)

(c) Transactions with key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any director (whether executive or otherwise) of that Company. Refer to Note 6(d) for amounts paid to directors of the Company during the year.

Key management personnel compensation

Key management personnel compensation comprised:

	2024	2023
	₦'000	₦'000
Short-term employee benefits	464,170	411,303
Post-employment benefit	37,076	20,149
	501,246	**431,452**

25. Segment information

The Company has two reportable segments, as described below.

Gaming:

This includes the provision of tables and slots gaming facilities.

Hospitality:

This consists of the sale of hotel room accommodation, the sale of food and beverages in the Company's restaurants and bars, as well as venue hire, pool club subscriptions and entrance fees, parking and laundry charges, and other miscellaneous revenue.

Unallocated costs represent support services to the above segments and include finance and administration, human resources, information technology, security and other property related services.

Information regarding the results of each reportable segment is provided below. Performance is measured based on segment profit before tax, as included in the Company's internal management reports that are reviewed by the Company's General Manager.

	Gaming		Hospitality		Unallocated		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
Revenue								
Total revenue for reportable segments	1,744,088	1,336,101	4,163,799	3,055,633	-	-	5,907,887	4,391,734
Elimination of inter-segment revenue *	-	-	(214,320)	(130,593)	-	-	(214,320)	(130,593)
Reportable segment revenue	**1,744,088**	**1,336,101**	**3,949,479**	**2,925,040**	-	-	**5,693,567**	**4,261,141**
Profit/(Loss) before minimum tax								
Reportable segment revenue	1,744,088	1,336,101	3,949,479	2,925,040	-	-	5,693,567	4,261,141
Expenses	(981,108)	(564,249)	(1,366,417)	(979,879)	(4,423,418)	(3,029,200)	(6,770,943)	(4,573,327)
Elimination of inter-segment expenses	214,320	130,593	-	-	-	-	214,320	130,593
Depreciation and amortisation	-	-	-	-	(1,356,823)	(1,193,629)	(1,356,823)	(1,193,629)
Net finance costs	-	-	-	-	(43,069,657)	(30,253,843)	(43,069,657)	(30,253,843)
Profit/(loss) before minimum tax	**977,300**	**902,445**	**2,583,062**	**1,945,161**	**(48,849,898)**	**(34,476,672)**	**(45,289,536)**	**(31,629,065)**
Reportable segment assets					**55,228,034**	**56,332,526**	**55,228,034**	**56,332,526**
Reportable segment liabilities					**108,315,894**	**64,104,794**	**108,315,894**	**64,104,794**

Major customer

Revenue from one customer does not represent up to or exceed 10% of the Company's total revenue. Therefore, information on major customers is not presented.

* Inter-segment revenue represents complimentary room sales and food and beverage revenue which is included in hospitality revenues.

26. Financial risk management and fair values

The Company has exposure to the following risks from its use of financial instruments:

- Liquidity risk
- Credit risk
- Market risk
- Capital management risk

Risk management framework

The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established the Finance & Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adhere to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Company's Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes the reviews of risk management controls and procedures, the results of which are reported to both senior management and the Audit Committee.

(a) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company at all times maintains adequate committed credit facilities in order to meet all its commitments as and when they fall due. Repayment of borrowings is structured so as to match the expected cash flows from operations to which they relate.

The following is the maturity analysis of contractual undiscounted financial liabilities (including principal and interest payments):

	Carrying Amount	Contractual cash flows	On demand or not exceeding 6 months	More than 6 months but not exceeding 1 year	More than 1 year but not exceeding 2 years	More than 2 years but not exceeding 5 years	More than 5 years
31 December 2024	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
Financial liabilities							
Borrowings	105,089,186	105,089,186	-	-	-	-	105,089,186
Trade payables	240,349	240,349	240,349		-	-	-
Other payables	200,927	200,927	200,927	-	-	-	-
Amounts due to related parties	741,107	741,107	741,107	-	-	-	-
Accrued expenses	423,678	423,678	423,678	-	-	-	-
Casino loyalty programme	55,856	55,856	55,856	-	-	-	-
	106,751,103	106,751,103	1,661,917	-	-	-	105,089,186
31 December 2023	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
Financial liabilities							
Borrowings	61,483,680	61,483,680	-	-	-	-	61,483,680
Trade payables	137,948	137,948	137,948		-	-	-
Other payables	171,075	171,075	171,075	-	-	-	-
Amounts due to related parties	508,800	508,800	508,800	-	-	-	-
Accrued expenses	196,845	196,845	196,845	-	-	-	-
Casino loyalty programme	54,872	54,872	54,872	-	-	-	-
	62,553,220	**62,553,220**	**1,069,540**	-	-	-	**61,483,680**

(b) Credit risk

Credit risk arises from trade and other receivables (excluding prepayments and VAT), and cash and cash equivalents. The granting of credit is controlled by specific application and account limits. Cash deposits are only placed with high quality financial institutions.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset determined to be exposed to credit risk.

Exposure to credit risk

The maximum exposure to credit risk at the reporting date was:

	Carrying amount	
	31 December 2024	31 December 2023
	₦'000	₦'000
Trade receivables (Note 15)	241,145	148,678
Credit card receivables (Note 15)	12,660	32,819
Cash and cash equivalents (Note 21)	680,218	1,025,071
	934,023	**1,206,568**

Trade receivables

The Company has no significant concentrations of credit risk with respect to trade receivables, due to a widely dispersed customer base. The Company's most significant customer accounts for ₦50 million of the trade receivables carrying amount at 31 December 2024 (2023: ₦39 million).

Expected credit loss assessment for trade receivables.

The Company allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss and applying experienced credit judgment. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. An expected credit loss (ECL) rate is calculated for each segment based on delinquency status and actual credit loss experience over the past years, taking into consideration current conditions and the Company's view of economic conditions over the expected lives of the receivables.

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at 31 December 2024:

	Weighted average loss rate	Credit impaired	Gross carrying amount	Loss allowance
			2024	**2024**
			₦ '000	**₦ '000**
Current	13%	No	58,966	(7,377)
31 – 60 days	12%	No	68,977	(8,285)
61 – 90 days	10%	No	86,988	(8,787)
91 – 120 days	12%	No	57,851	(7,188)
More than 120 days	100%	Yes	115,181	(115,181)
			387,963	**(146,818)**

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at 31 December 2023:

	Weighted average loss rate	Credit impaired	Gross carrying amount	Loss allowance
			2023	**2023**
			₦ '000	**₦ '000**
Current	12%	No	129,593	(15,618)
31 – 60 days	50%	No	60,778	(30,280)
61 – 90 days	33%	No	6,279	(2,081)
91 – 120 days	100%	No	5,006	(4,999)
More than 120 days	100%	Yes	71,590	(71,590)
			273,246	**(124,568)**

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

	2024	2023
	₦'000	₦'000
Balance at beginning of the year	124,568	108,096
Write offs	-	(4,904)
Impairment loss recognised on receivable	22,250	21,376
Balance at end of the year	**146,818**	**124,568**

The Company believes that the impaired amounts are still collectable in full based on historical payment behaviour.

Credit card receivables

The Company had credit card receivables of ₦12.7 million (2023: ₦32.8 million) as at 31 December 2024, which represents its maximum credit exposure on these assets.

Fixed deposit investments

The Company held fixed deposit investments of N1 billion as at 31 December 2024 (2023:N300 million).

Cash and bank balances

The Company held cash and cash equivalents of ₦0.68 billion (2023: ₦1.025 billion) as at 31 December 2024, which represents its maximum credit exposure on these assets. The cash and cash equivalents are held by reputable financial institutions in Nigeria with a history of strong financial performance.

(c) Market risk

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

I. Foreign currency risk

Included in the statements of financial position are the following amounts denominated in currencies other than the functional currency of the Company (Naira). The currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to the changes in foreign exchange rates.

The Company monitors the movement in currency rates on a going concern basis to mitigate the risk that the movements in the exchange rates may adversely affect the Company's income or value of their holdings of financial instruments.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the Management of the Company based on its risk management policy was as follows:

	31 December 2024			
	USD	**GBP**	**EUR**	**ZAR**
	'000	**'000**	**'000**	**'000**
Cash and cash equivalents	39	1	1	1
Trade and other receivables	-	-	-	-
Trade payables, accruals and loans	(67,781)	-	-	(7,250)
Net statement of financial position exposure	**(67,742)**	**1**	**1**	**(7,249)**

	31 December 2023			
	USD	**GBP**	**EUR**	**ZAR**
	'000	**'000**	**'000**	**'000**
Cash and cash equivalents	51	4	2	1
Trade and other receivables	-	-	-	-
Trade payables, accruals and loans	(67,781)	-	-	(6,642)
Net statement of financial position exposure	**(67,730)**	**4**	**2**	**(6,641)**

The following significant exchange rates applied during the year:

	2024		**2023**	
	Spot	Average	Spot	Average
US Dollar ($) 1	1,538.25	1,531.50	907.11	659.21
Euro (€) 1	1,597.93	1,655.28	1153.75	814.88
Pound Sterling (£) 1	1,928.50	1960.58	1003.08	707.02
South African Rand (R) 1	81.38	83.69	49.33	35.05

Foreign currency sensitivity

A 10% weakening in the Naira against the above foreign currency assets and liabilities at 31 December 2024 would decrease equity and increase the loss before tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis was performed on the same basis as at 31 December 2023:

	2024	2023
	₦'000	₦'000
Decrease in equity	10,479,064	6,175,927
Increase in loss before tax	**10,479,064**	**6,175,927**

A 10% strengthening in the Naira against the above foreign currency assets and liabilities at 31 December 2024 would have an equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

II. Interest rate risk

The Company does not have financial instruments with variable interest rates.

III. Other price risk

The Company's exposure to other price risks is limited as the Company does not have any investments which are subject to changes in equity prices.

(d) Capital management risk

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

In order to maintain or adjust this capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders, return capital to shareholders or buy back existing shares.

The board of directors monitors the level of capital, which the Company defines as total share capital and share premium.

There were no changes to the Company's approach to capital management during the year.

The Company is not subject to externally imposed capital requirements.

Gearing

The gearing ratios were as follows:

	2024	2023
	₦'000	₦'000
Total borrowings (Note 18)	105,089,186	61,483,680
Less cash and cash equivalents (Note 21)	(709,472)	(1,060,409)
Net debt	104,379,714	60,423,271
Total equity	(53,087,860)	(7,772,268)
Total capital	51,291,854	52,651,003
Net debt to equity ratio	-197%	-777%

(e) Fair values

(i) Accounting classification and fair values

Trade and other receivables, cash and cash equivalents, loans and borrowings, trade and other payables are the Company's financial instruments.

(ii) Measurement of fair values: Valuation techniques and significant unobservable inputs

The fair value of the Company's financial assets and liabilities are categorised as Level 3 at 31 December 2024 with the exception of its revalued property, plant and equipment, which are categorised as Level 2. This is because the future cashflows of the financial instruments are based on contractual amounts as there are no recent observable arm's length transactions in the market while the revalued property, plant and equipment are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

The fair values of financial assets and liabilities are not significantly different from the carrying amounts shown in the statement of financial position due to the immaterial impact of discounting. The fair values were determined on the same basis in the prior year and there have been no transfers between levels during the financial reporting period.

27. Contingencies

The Company is subject to various pending litigations and claims arising in the normal course of business as well as arising from open tax reviews. The contingent liabilities in respect of these pending litigation and claims amounted to ₦4.96 billion as at 31 December 2024 (2023: ₦2.6 billion). In addition, the Company is currently undergoing tax regulatory reviews by the Federal Inland Revenue Service (FIRS) with respect to the financial statements of the financial years 2009 to 2013. As at the date of this report, the amount of the obligation with respect to the regulatory review has not been disclosed because the amount cannot be measured with sufficient reliability. In the opinion of the directors, no material loss is expected to arise from these claims and audits. Therefore, no provision for any loss arising has been made in the financial statements.

28. Events after reporting date

There were no other events after the reporting date that could have had a material effect on the financial statements of the Company that have not been provided for or disclosed in these financial statements.

29. Shareholder dispute litigation

The Company has been involved in on-going shareholder and related party disputes as follows:

(a) On 23 September 2011, Omamo Investment Corporation ("Omamo"), instituted a winding up petition against the Company, on the grounds that it believed that the Company was insolvent and that the Company had refused to repay its loan when Omamo demanded repayment. This petition was dismissed by the Federal High Court. As at 31 December 2024, the total loan balance payable to Omamo was ₦34.2 billion (31 December 2023: ₦19.8 billion). Based on the formal agreements duly executed by all the loan creditors (refer to note 5), the loans are repayable at the discretion of the board of directors, taking into account the availability of funds and working capital requirements of the Company provided specific EBITDA targets have been met. Accordingly, none of the loans were due for repayment as at 31 December 2024. On 10th June 2024, the Plantiff filed a Notice of Discontinuance to discontinue the suit. The suit was dismissed on 8th July 2024, and CTC of the enrolled order had been sent.

(b) On 21 May 2012, Omamo Investment Corporation served a notice of demand on the Company, seeking repayment of its loan. In response thereto on 8 June 2012, the Company applied to the Federal High Court seeking an enforcement order of the terms of its agreement with Omamo as well as a shareholder in the Company and related party to Omamo namely Oma Investments Limited ("Oma"). With respect to the latter action, the court delivered a judgement on 3 October 2013, in which it declined to grant the Company's application for an enforcement order. The Company's Solicitors are currently engaged in the appeal against this decision. The Appeal Court granted an amended notice to appeal, and the appeal was adjourned to 20 November 2017, 16 April 2018, 25 March 2019 and subsequently adjourned further to 3 November 2020 for hearing of pending applications. The case was not heard on 3 November 2020 and a new date for the hearing is yet to be communicated as at the time of this report.
The parties have now settled out of court and filed terms of settlement at the Court of Appeal. When the matter came up on 13th November 2024, the Company informed the Court that parties had settled and filed Terms of settlement. However, on the last adjourned date, 18 February 2025, the Court did not sit. The next date is yet to be communicated to the parties.

(c) On 30 October 2012, Omamo and Oma filed a subsequent action against the Company, challenging (inter alia) further aspects of the agreements to which they are signatories. On 12 November 2013, the matter came up for hearing at the trial court where a motion for an injunction restraining Oma from making a further demand for repayment was declined. The Company's solicitors have proceeded to file a similar motion with the Court of Appeal. Until the motion of appeal is heard, Oma is effectively restrained from taking further action. As at the date of this financial statements, the court had not yet decided on this action.

(d) On 30 October 2012, in a separate suit, Oma Investment Ltd petitioned the Federal High Court challenging the legality of the hotel management agreement currently in place for the management of The Tourist Company of Nigeria Plc (TCN). TCN has raised a preliminary objection. On 30 January 2014, the Court dismissed the preliminary objection. Subsequently, TCN's solicitors have filed a motion for a stay of proceedings transmitted to the Court of Appeal. On 3 July 2014, the Federal High Court adjourned the matter sine die (indefinitely) until the matter before the Court of Appeal has been determined. The Court of Appeal adjourned the matter to 22 September 2016. At the next adjourned date, 16 February 2017, the matter was adjourned to 2 July 2019 for a hearing of the Appeal. The court did not sit on the scheduled date and a new appeal date is yet to be determined. The Economic and Financial Crimes Commission (EFCC) commenced its investigation into the case five years ago. In the current year, no report has been issued as at the date of the finalisation of these financial statements.The parties have now settled out of court and filed terms of settlement at the Court of Appeal. When the matter came up on 13th November 2024, the Company informed the Court that the Appellant and 1st Respondent had settled and filed Terms of settlement. The Court directed that the Appellant withdraw its appeal against the 2nd to 5th Respondents. The Appellant, accordingly, filed a notice of withdrawal of the appeal against the 2nd to 5th Respondents on 20 December 2024. However, on the last adjourned date, 18 February 2025, the Court did not sit. The next date is yet to be communicated to the parties.

(e) On 14 February 2023, Omamo Investment Corporation obtained an interim injunction against TCN and four others, restraining the parties dealing with the assets of the Company. The Company solicitors have proceeded to file a response and the matter is sub-judice. On 10th June 2024, the Plantiff filed a Notice of Discontinuance to discontinue the suit. The suit was dismissed on 8th July 2024, and CTC of the enrolled order had been sent.

(f) On the 11th of May 2023, Omamo Investment Corporation instituted another suit against TCN and nine others on matters relating to the ownership of TCN shares and security on related party loans amongst other matters. The Company solicitors have proceeded to file necessary processes in defence of the matter. The suit was dismissed on 8th July 2024 further to the Notice of Discontinuance filed by the Plaintiff in this suit on 10th June 2024 and CTC of the enrolled order had been sent.

The Directors expect the above matters to be settled without a material loss to the Company.

30. Forensic investigation

In a bid to settle the ongoing shareholders' dispute, a settlement agreement was reached among the Nigerian shareholders. As part of the settlement agreement, the Securities and Exchange Commission (SEC) engaged the firm of Deloitte & Touche to perform a forensic investigation on the Company with a specific focus on the Sun International acquisition of TCN shares as well as "Ikeja Hotel Group" investment in TCN. Deloitte & Touche completed the forensic investigation and the report has since been submitted to the SEC, which is currently reviewing the report. The Board is awaiting the final report findings from the SEC.
At the time of issue of these financial statements, the date when the findings of the SEC will be made known is uncertain.

31. Going concern

As at 31 December 2024, the total liabilities of the Company exceeded total assets, with the Company's current liabilities exceeding its current assets by ₦1.8 billion (2023: ₦1.1 million) and an accumulated loss of ₦104.5 billion (2023: ₦59.2 billion).
Notwithstanding the aforesaid, including the uncertainty regarding the outcome of the current litigations between the shareholders of the Company, the Board has assessed the going concern status of the Company taking into consideration, among others, the following:
• Unrealised foreign exchange losses of ₦43.1 billion (₦43.6 billion of the loss is the translation of the USD based shareholder and related party loans and is not a trading loss) were incurred during the year compared to a loss of ₦30.2 billion in the prior year.
• shareholder and related party loans which at 31 December 2024 totalled ₦105.1 billion (2023: ₦61.48 billion) and are the major component of total liabilities totalling ₦108.3 billion (2023: ₦64.1 billion) and which are not repayable within the foreseeable future (not less than 18 months) in accordance with the provisions of the Second Shareholders' Agreement;
• the Company's loss before taxation amounting to ₦45.3 billion (2023: ₦31.6 billion loss) for the twelve-month period ended 31 December 2024, which includes a foreign exchange loss of ₦43.1 billion (2023: ₦30.23 billion) and which were attributable to the translation of the USD based shareholder and related party loans to Naira, as opposed to trading losses; and
• the Company's revenue performance for the twelve-month period ended 31 December 2024 reflected a recovery with revenue of ₦5.69 billion compared to the same period last year of ₦4.36 billion.
Despite the economic indicators and the material uncertainty which prevails around the current challenging operating environment, the directors have assessed the cash flows projections for the year ahead and believe that the Company will have sufficient financial resources to continue to operate for the following twelve- month period.
Based on the foregoing, the Directors have a reasonable expectation that the Company will continue to trade into the year ahead and therefore these financial statements have been prepared on the basis of accounting policies applicable to a going concern.

OTHER NATIONAL DISCLOSURES

Other national disclosures
Value added statement
For the year ended 31 December 2024

	2024 ₦'000	%	2023 ₦'000	%
Revenue	5,693,567		4,261,141	
Bought-in materials and services:				
Amount paid to suppliers	(4,154,441)		(2,892,904)	
Management and support fees	(119,625)		(137,422)	
	(4,274,066)		(3,030,326)	
Finance income	540,856		9,387	
Value added	**1,960,357**	**100**	**1,240,202**	**100**
Distribution of Value Added:				
To Government:				
Taxation	-	-	577	-
Minimum tax	26,056	2	21,353	2
To Employees:				
Salaries, wages and fringe benefits	2,282,557	116	1,412,408	114
To Providers of Finance:				
Finance costs	5,007	-	32,788	3
Foreign exchange loss on borrowings	43,605,506	2,224	30,230,442	2,437
Retained in the Business:				
For replacement of property, plant and equipment	1,356,014	69	1,193,254	96
For replacement of intangible assets	809	-	375	-
To deplete reserves	(45,315,592)	(2,311)	(31,650,995)	(2,552)
Valued added/(eroded)	**1,960,357**	**100**	**1,240,202**	**100**

Value added represents the additional wealth which the Company has been able to create by its own employees' efforts. This statement shows the allocation of that wealth between the government, employees, providers of capital and that retained in the business.

Other national disclosures
Financial summary

Statement of financial position

	31 December 2024	31 December 2023	31 December 2022	31 December 2021	31 December 2020
	₦'000	₦'000	₦'000	₦'000	₦'000
Assets					
Non-current assets	53,847,854	54,790,713	51,437,359	30,505,740	31,135,343
Current assets	1,380,180	1,541,813	1,698,023	1,188,375	994,222
Total Assets	**55,228,034**	**56,332,526**	**53,135,382**	**31,694,115**	**32,129,565**
Equity and liabilities					
Capital and reserves	(53,087,860)	(7,772,268)	19,584,086	1,210,473	3,541,872
Non-current liabilities	105,098,664	61,497,826	31,253,238	28,749,199	27,142,478
Current liabilities	3,217,230	2,606,968	2,298,058	1,734,443	1,445,215
Total equity and liabilities	**55,228,034**	**56,332,526**	**53,135,382**	**31,694,115**	**32,129,565**

Statement of comprehensive income

	31 December 2024	31 December 2023	31 December 2022	31 December 2021	31 December 2020
Revenue	5,693,567	4,261,141	3,976,503	3,081,638	1,306,255
Loss before taxation	(45,315,592)	(31,650,418)	(3,194,271)	(2,326,716)	(7,888,451)
Taxation	-	(577)	(16,296)	(4,683)	-
Loss after tax	(45,315,592)	(31,650,995)	(3,210,567)	(2,331,399)	(7,888,451)
Per share data					
(Loss)/earnings per ordinary share (Kobo)	(2,017)	(1,409)	(143)	(104)	(351)
Net (liabilities)/assets per ordinary share (Kobo)	(2,363)	(346)	872	54	158