



E.S.L.A. PLC

**Report and Financial Statements
31 December 2021**

E.S.L.A. PLC
ANNUAL REPORTS AND FINANCIAL STATEMENTS

I N D E X

| | P a g e |
|-----------------------------------|----------------|
| Corporate Information | 2 |
| Report of the Directors | 3 |
| Independent Auditor's Report | 7 |
| Statement of Financial Position | 12 |
| Statement of Comprehensive Income | 13 |
| Statement of Changes in Equity | 14 |
| Statement of Cash Flows | 15 |
| Notes to the Financial Statements | 16-40 |

E.S.L.A. PLC
CORPORATE INFORMATION

BOARD OF DIRECTORS

Simon Dornoo - Chairman
Frederick Dennis - Administrator
James Demitrus
Samuel Danquah Arkhurst
Alhassan Sulemana Tampuli (30 Sept 2021)

SECRETARY

Trustee Services Limited
4 Momotse Avenue, Adabraka
P. O. Box GP 1632
Accra

ADMINISTRATORS

KPMG
Marlin House, 13 Yiyiwa Drive, Abelenkpe
P. O. Box GP 242
Accra.

SOLICITORS

Bentsi-Enchill, Letsa & Ankomah (BELA)
4 Momotse Avenue, Adabraka
P. O. Box GP 1632
Accra

**PRINCIPAL PLACE OF BUSINESS
AND REGISTERED OFFICE**

Ocean House
13 Yiyiwa Drive, Abelenkpke
P. O. Box GP 242
Accra

AUDITOR

Deloitte & Touche
Chartered Accountants
The Deloitte Place
71 Off George Walker Bush Highway,
North Dzorwulu
P. O. Box GP 453
Accra

BANKERS

Fidelity Bank Ghana Limited
Standard Chartered Bank Ghana Limited

**REPORT OF THE DIRECTORS
TO THE MEMBERS OF
E.S.L.A. PLC**

The Directors present their report and the financial statements of the Company for the year ended 31 December 2021.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are responsible for the preparation of financial statements that give a true and fair view of E.S.L.A. Plc, comprising the statement of financial position as at 31 December 2021, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and the notes to the financial statements which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards and in the manner required by the Companies Act, 2019 (Act 992). In addition, the Directors are responsible for the preparation of the Report of the Directors.

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

The Directors have made an assessment of the ability of the company to continue as a going concern and have no reason to believe that the business will not be a going concern in the year ahead.

The auditor is responsible for reporting on whether the financial statements give a true and fair view in accordance with the applicable financial reporting framework.

FINANCIAL STATEMENTS AND DIVIDEND

The financial results of the Company for the year ended 31 December 2021 are set out in the financial statements, highlights of which are as follows:

| | 2021 GH¢'000 | 2020 GH¢'000 |
|--------------------|-----------------|-----------------|
| Results before tax | 122,239 | 35,155 |
| Results after tax | 91,379 | 25,678 |
| Total Assets | 9,368,372 | 7,958,863 |
| Total Liabilities | 9,207,847 | 7,889,717 |
| Total Equity | 160,525 | 69,146 |

The Directors do not recommend the payment of dividend. (2020 Nil)

PRINCIPAL ACTIVITIES

The Company is set up as a special purpose vehicle to, among others, issue debt securities for the purpose of refinancing the Energy Sector Debt. Pursuant to that, it has issued debt securities backed by receivables collected under the Energy Sector Levies Act, assigned to the Company by the Government of Ghana acting through the Ministry of Finance for the purpose of servicing the debt securities and related expenses.

HOLDING COMPANY

NTHC Limited is the appointed nominee shareholder and holds all the shares in the Company.

RELATED PARTY TRANSACTIONS

Information regarding Directors' interests in ordinary shares of the company and remuneration is disclosed in the notes to the financial statements. No director has any other interest in any shares or loan stock of the company.

The company is not aware of any conflicts, or any potential conflicts, between the duties of the Directors to the company and their private interests or other duties.

**REPORT OF THE DIRECTORS
TO THE MEMBERS OF
E.S.L.A. PLC (CONT'D)**

BOARD OF DIRECTORS

Profile

| Non-executive | Qualification | Outside board and management position |
|--|---|--|
| Simon Dornoo | MBA, ICA (Ghana) | Director, Ecobank Transnational Incorporated Director, Hollard Life Ghana Limited |
| Samuel Danquah Arkhurst | B.A. Economics, M.A. Economic Policy Management, LLB | Director, Debt Management, Ministry of Finance Director, Daakye Trust PLC |
| James Demitrus | Bsc.Administration, MSc. Financial Economics, ACCA | Project Coordinator, GEDAP/GESTIP, Ministry of Energy |
| Alhassan Sulemana Tampuli Independent | Bsc.Administration, LLB, LLM | MP, Gushegu Constituency Dep. Minister (Transport) Director, Hay & Partners Director, Tizaa Rural Bank Director, Eastbridge & Associates |
| Executive | Qualification | Outside board and management position |
| Frederick Dennis | BA. Administration, FCCA, ICA (Ghana) | Partner, KPMG Director, Daakye Trust PLC |

Biographical information of Directors

| Age category | Number of Directors |
|---------------------|----------------------------|
| 42 – 61 years | 5 |

ROLE OF THE BOARD

The Directors are collectively responsible for the direction and strategic control of E.S.L.A. Plc, driving its activities towards the achievements of the entity's vision, whilst enhancing the value of its shareholders and meeting the interests of other stakeholders. The Board is ultimately accountable to the nominee shareholder for the performance of the business. In view of the above responsibility, the Board has assumed a number of activities including monitoring performance, risk management, internal controls and compliance as well as delegating its authority to the administrators of the company to oversee the performance of key activities. The board has in pursuit of the above put in place measures to ensure compliance with applicable laws and regulations.

INTERNAL CONTROL SYSTEMS

The Directors have overall responsibility for the company's internal control systems and review their effectiveness, including a review of financial, operational, compliance and risk management controls. The implementation and maintenance of the risk management and internal control systems are the responsibility of the administrators. The systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and to provide reasonable, but not absolute, assurance against material misstatement or loss. The Directors have reviewed the effectiveness of the internal control systems, including controls related to financial, operational and reputational risks identified by the company as at the reporting date and no significant failings or weaknesses were identified.

**REPORT OF THE DIRECTORS
TO THE MEMBERS OF
E.S.L.A. PLC (CONT'D)**

PARTICULARS OF ENTITIES IN THE INTEREST REGISTER DURING THE FINANCIAL YEAR

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

BOARD BALANCE AND INDEPENDENCE

The composition of the board of directors and its Committees is reviewed to ensure that the balance and mix of skills, independence, knowledge and experience is maintained.

The code of ethics is available for all board members. All board members are required to comply with the requirements of the provision of the code. There are no exceptions to the adherence of the requirement of the code.

IMPACT OF COVID-19

The Covid-19 Pandemic has hit several countries around the world. We expect the impact on ESLA Plc will be limited for the following reasons:

- In accordance with the requirements of the programme the company has set aside debt service funding for 2022 first semi-annual interest to June 2022 for tranches (E1 to E5) totaling GHS862 Million. Additionally, an amount of GHS218 Million has been invested in Government bills which in addition to current receipts from levies assigned to the company will ensure that it is able to settle its obligations over the next 12 months.
- The bond programme includes a capped cash commitment by the government of Ghana of GHS 600 Million in the worst-case scenario of the company being unable to meet its obligations.

Based on the above analysis we do not expect to have any significant impact of COVID-19 on the operations of the company.

CORPORATE SOCIAL RESPONSIBILITY

The company did not engage in any Corporate Social Responsibility (CSR) programmes during the year under review.

DIRECTORS REMUNERATION

Directors' remunerations are determined upon appointment. There have been no variations in remuneration to date.

COMPLIANCE WITH LAWS AND REGULATIONS

The board has put in place measures to ensure compliance with applicable laws and regulations.

**REPORT OF THE DIRECTORS
TO THE MEMBERS OF
E.S.L.A. PLC (CONT'D)**

AUDITORS

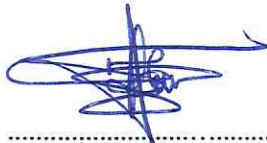
The Board of Directors is responsible for the appointment, reappointment, removal and remuneration of the external auditor. Deloitte & Touche has been the auditor of E.S.L.A. PLC for four years.

AUDIT FEES

The Audit fee for the year is GH¢200,153 (2020: GH¢169,000)

APPROVAL OF FINANCIAL STATEMENTS

The financial statements of the Company as identified above do not contain untrue statements, misleading facts or omit material facts to the best of our knowledge. They were approved by the Board of Directors on 28 Mar 2022 and signed on their behalf by:



.....
DIRECTOR



.....
DIRECTOR

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF E.S.L.A PLC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of E.S.L.A PLC, set out on pages 12 to 40, which comprise the statement of financial position as at 31 December 2021, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flow for the year then ended, the notes to the financial statements, including a summary of significant accounting policies and other explanatory disclosures.

In our opinion, the financial statements give a true and fair view of the financial position of E.S.L.A PLC as at 31 December 2021, and its financial performance and cash flow for the year then ended in accordance with International Financial Reporting Standards, the requirements of the Companies Act, 2019 (Act 992).

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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the requirements of the International Ethics Standards Board for Accountants' (IESBA) International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA code) and other independence requirements applicable to performing audits of financial statements in Ghana. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements that are relevant to our audit of financial statements in Ghana.

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

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 period. 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 these matters.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF E.S.L.A PLC

| Key Audit Matter | How the matter was addressed in the audit |
|---|--|
| <p>Loan Loss Provision</p> <p>As disclosed in Note 6, the impairment of ESLA Receivables and Investments amounted to GHS 1.2 million for the year, whilst the carrying value of ESLA Receivables and Investments amounted was GHS 8,247 million. Significant judgement is required by the directors in assessing the expected credit loss allowance of loans and advances. Accordingly, for the purposes of our audit, we identified the impairment of ESLA Receivables and Cash and Cash Equivalent as representing a significant risk of material misstatement and a key audit matter.</p> <p>The assumption with the most significant impact on the cash flow forecast was;</p> <ul style="list-style-type: none"> - Determination of the probability of default (PD) and Loss Given Default (LGD), which includes establishing the relative weightings of forward-looking scenarios for each type of financial asset and the associated Expected Credit Loss (ECL). | <p>We evaluated the design and tested the implementation and operating effectiveness of the key controls over the computation of impairment loss.</p> <p>In evaluating the design of controls, we considered the appropriateness of the control considering the nature and significance of the risk, competence and authority of person(s) performing the control, frequency and consistency with which the control is performed.</p> <p>In performing operating effectiveness of controls, we selected a sample of transactions based on the control frequency to determine whether the control operated during the year.</p> <p>We performed an evaluation of management's key assumptions over the expected credit loss model (ECL), including the probability of default and the Loss Given Default.</p> <p>We challenged management's staging of its financial assets in the ECL module and tested financial assets to ensure they have been included in the correct stage.</p> <p>We tested the underlying calibration data behind the determination of the probability of default by agreeing same to underlying supporting documentation.</p> <p>We found that the assumptions used by management were comparable with historical performance and have been assessed as reasonable.</p> <p>We further tested the disclosures to ensure that the required disclosures under IFRS 9 have been appropriately disclosed.</p> <p>Based on the procedures described above, we did not identify any material misstatement relating to the ECL measurement on loans.</p> |

CLASSIFICATION: CONFIDENTIAL

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF E.S.L.A PLC

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

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 Standard and the requirements of the Companies Act, 2019 (Act 992) 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.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF E.S.L.A PLC

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

Report on Other Legal and Regulatory Requirements

In accordance with the Seventh Schedule of the Companies Act, 2019 (Act 992) we expressly state that:

1. We have obtained the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of the audit.
2. In our opinion:
 - proper books of accounts have been kept by the Company, so far as appears from our examination of those books.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF E.S.L.A PLC

- the information and explanations given to us, were in the manner required by the Companies Act, 2019 (Act 992) and give a true and fair view of the:
 - a. statement of financial position of the Company at the end of the financial year, and
 - b. statement of profit or loss and other comprehensive income for the financial year.
- 3. The Company's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the accounting records and returns.
- 4. We are independent of the Company, pursuant to Section 143 of the Companies Act, 2019 (Act 992)

The engagement partner on the audit resulting in this independent auditor's report is **Daniel Kwadwo Owusu (ICAG/P/1327)**



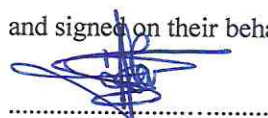
For and on behalf of Deloitte & Touche (ICAG/F/2022/129)
Chartered Accountants
Plot No.71, Off George Walker Bush Highway
North Dzorwulu
Accra Ghana


31st March, **2022**

E.S.L.A. PLC
STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2021

| ASSETS | Note | Dec 2021 GH¢'000 | Dec 2020 GH¢'000 |
|-------------------------------------|-------------|-----------------------------|-----------------------------|
| E.S.L.A. receivables | 5 | 5,836,823 | 5,141,997 |
| Non-current asset | | <u>5,836,823</u> | <u>5,141,997</u> |
| Current assets | | | |
| E.S.L.A. receivables | 5 | 2,409,754 | 1,701,390 |
| Cash and cash equivalents | 6 | 1,119,150 | 1,105,876 |
| Other receivables | 7 | 2,495 | 9,600 |
| Current tax asset | 9 | 150 | - |
| Current assets | | <u>3,531,549</u> | <u>2,816,866</u> |
| Total assets | | <u>9,368,372</u> | <u>7,958,863</u> |
| LIABILITIES | | | |
| Non-current liabilities | | | |
| Bonds payable | 8(b) | 8,623,664 | 7,554,813 |
| Non-current liabilities | | <u>8,623,664</u> | <u>7,554,813</u> |
| Current liabilities | | | |
| Bond interest payable | 10 | 574,537 | 311,132 |
| Other payable | 11 | 4,104 | 1,785 |
| Deposits towards expenses | 12 | 5,542 | 5,434 |
| Deferred income (bond premium) | 13 | - | 16,139 |
| Current tax liability | 9 | - | 414 |
| Current liabilities | | <u>584,183</u> | <u>334,904</u> |
| Total liabilities | | <u>9,207,847</u> | <u>7,889,717</u> |
| EQUITY | | | |
| Stated capital | 14 | 10 | 10 |
| Retained earnings | | 160,515 | 69,136 |
| Total equity | | <u>160,525</u> | <u>69,146</u> |
| Total liabilities and equity | | <u>9,368,372</u> | <u>7,958,863</u> |

These financial statements were approved by the Board of Directors on 25 May 2022 and are signed on their behalf by:


Frederick Dennis
Director


Simon Dornoo
Director

The notes on pages 16 to 40 form an integral part of these financial statements.

E.S.L.A. PLC
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

| | Note | 2021 GH¢'000 | 2020 GH¢'000 |
|---|------|------------------|------------------|
| E.S.L.A. receipts applied toward interest expense | | 1,829,606 | 1,462,518 |
| E.S.L.A. receipts applied towards administrative expenses | | 12,078 | 6,764 |
| Total E.S.L.A. receipts applied | | 1,841,684 | 1,469,281 |
| Interest expense | 15 | (1,829,606) | (1,462,518) |
| Administrative expenses | 16 | (12,078) | (6,764) |
| Operating results | | - | - |
| Other Income | 17 | 130,591 | 37,906 |
| Other expense | 13 | (7,151) | (-) |
| Impairment charge | 6 | (1,201) | (2,751) |
| Income tax expense | 9 | (30,860) | (9,477) |
| Results after tax | | 91,379 | 25,678 |
| Other comprehensive income | | - | - |
| Total comprehensive income | | 91,379 | 25,678 |
| Earnings per share (GH¢) | 18 | 91.38 | 25.68 |

The notes on pages 16 to 40 form an integral part of these financial statements.

E.S.L.A. PLC
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

| | Stated Capital GH¢'000 | Retained Earnings GH¢'000 | Total Equity GH¢'000 |
|--|------------------------------|---------------------------------|----------------------------|
| Balance at 1 January 2021 | 10 | 69,136 | 69,146 |
| Total comprehensive income for the year | | | |
| Results for the year | - | 91,379 | 91,379 |
| | --- | ----- | ----- |
| Total comprehensive income for the year | - | 91,379 | 91,379 |
| | --- | ----- | ----- |
| Transactions with owners of the Company | | | |
| Proceeds from the issue of shares | - | - | - |
| | --- | ----- | ----- |
| | - | - | - |
| | --- | ----- | ----- |
| Balance at 31 December 2021 | 10 | 160,515 | 160,525 |
| | == | ===== | ===== |
| Balance at 1 January 2020 | 10 | 43,458 | 43,468 |
| Total comprehensive income for the year | | | |
| Results for the period | - | 25,678 | 25,678 |
| | --- | ----- | ----- |
| Total comprehensive income for the year | - | 25,678 | 25,678 |
| | --- | ----- | ----- |
| Transactions with owners of the Company | | | |
| Proceeds from the issue of shares | - | - | - |
| | --- | ----- | ----- |
| | - | - | - |
| | --- | ----- | ----- |
| Balance at 31 December 2020 | 10 | 69,136 | 69,146 |
| | == | ===== | ===== |

The notes on pages 16 to 40 form an integral part of these financial statements.

E.S.L.A. PLC
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2021

| | Note | 2021 GH¢'000 | 2020 GH¢'000 |
|---|------|-----------------|-----------------|
| Cash flows from operating activities | | | |
| Results after tax | | 91,379 | 25,678 |
| Adjustment: | | | |
| Income tax expense | 9 | 30,860 | 9,477 |
| Interest income | 17 | (129,416) | (35,552) |
| Other expense | 13 | 7,151 | - |
| Impairment charge (expected credit loss) | 6 | 1,201 | 2,751 |
| Amortisation of bond premium | 13 | (1,175) | (2,354) |
| | | ----- | ----- |
| | | - | - |
| Administration expenses paid | | (10,736) | (6,363) |
| Interest paid | | (1,513,368) | (1,299,066) |
| Tax paid | 9 | (31,424) | (9,432) |
| | | ----- | ----- |
| Net cash generated from operating activities | | (1,555,528) | (1,314,861) |
| | | ----- | ----- |
| Cash flows from investing activities | | | |
| Net interest received | | 136,521 | 28,447 |
| | | ----- | ----- |
| Net cash generated from investing activities | | 136,521 | 28,447 |
| | | ----- | ----- |
| Cash flows from financing activities | | | |
| Cash proceeds from bonds issued | | 399,333 | 12,000 |
| ESLA levies collected | 5 | 2,437,375 | 1,711,298 |
| Bond premium | | - | 11 |
| Novated loans repaid | | (347,251) | - |
| Bond issue costs paid | | (25,816) | (18,671) |
| Bond Buyback | | (1,031,860) | - |
| | | ----- | ----- |
| Net cash generated from financing activities | | 1,431,781 | 1,704,638 |
| | | ----- | ----- |
| Net increase in cash and cash equivalents | | 12,774 | 418,224 |
| Cash and cash equivalents at beginning | | 1,105,876 | 688,152 |
| Expected credit loss on cash and cash equivalent | | 500 | (500) |
| | | ----- | ----- |
| Cash and cash equivalents at 31 December | 6 | 1,119,150 | 1,105,876 |
| | | ===== | ===== |

The notes on pages 16 to 40 form an integral part of these financial statements.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

1. REPORTING ENTITY

E.S.L.A. Plc is a public limited liability company incorporated and domiciled in Ghana. The address of its registered office is Ocean House, 13 Yiyiwa Drive Abelenkpe, Accra. The company was established to among others issue debt securities to refinance Ghana's energy sector debt.

2. BASIS OF PREPARATION

a. Statement of compliance

The financial statements of E.S.L.A. Plc have been prepared in accordance with International Financial Reporting Standards (IFRSs) and in the manner required by the Companies Act, 2019 (Act 992).

b. Basis of measurement

The financial statements have been prepared on the historical cost basis.

c. Functional and presentation currency

The financial statements are presented in Ghana cedis (GH¢) which is the company's functional currency. Except otherwise indicated, the financial information presented has been rounded to the nearest thousand.

d. Use of judgement and estimates

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in notes 4 and 20.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements by the company with the exception of those highlighted under the section labelled changes in accounting policies.

(a) Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency (GH¢) of the Company at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rates prevailing on the reporting date.

Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Foreign currency differences are generally recognised in profit or loss and are reported on a net basis under selling, general and administrative expenses or other income.

(b) Financial Instruments

i. Recognition and initial measurement

The Company initially recognises E.S.L.A. Receivables and debt securities issued on the date when they are originated. All other financial assets and financial liabilities are initially recognized on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument.

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

ii. Classification and subsequent measurement

a. Financial assets

Classification

On initial recognition, a financial asset is classified as measured at: amortized cost; Fair Value through Other Comprehensive Income (FVOCI) – debt investment; FVOCI – equity investment; or FVTPL.

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

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

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- On initial recognition of an equity investment that is not held for trading, the company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(b) Financial Instruments (cont'd)

Business model assessment

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

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

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

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

Assessment whether contractual cash flows are solely payments of principal and interest:

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

Subsequent measurement and gains and losses:

Financial assets at amortised cost

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

b. Financial liabilities

Classification, subsequent measurement and gains and losses

Financial liabilities are classified as other financial liabilities and measured at amortised cost, using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. Non-derivative financial liabilities include bonds payable, interest payable and other payables.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(b) Financial Instruments (cont'd)

iii. Derecognition

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

Any interest in such derecognised financial assets that is created or retained by the company is recognised as a separate asset or liability.

On derecognition of a financial asset, the difference between the carrying amount of the asset and the consideration received is recognized in profit or loss.

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

iv. Offsetting

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

Income and expenses are presented on a net basis when permitted by the accounting standards, or for gains and losses arising from a group of similar transactions.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(b) Financial Instruments (cont'd)

v. Impairment

(i) Financial assets

(a) Assets carried at amortised costs

The company recognises loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortised cost.

The company measures loss allowances at an amount equal to lifetime ECLs, except for 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.

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 and including forward-looking information.

The company assumes that the credit risk on a financial asset has increased significantly if it is more than 182 days past due for its open market customers and more than 365 days for its institutional customers.

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 due to bankruptcy
- there are adverse changes in the payment status of debtors

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

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

The maximum period considered when estimating ECLs is the maximum contractual period over which the company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(b) Financial Instruments (cont'd)

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:

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

Presentation of allowance for ECL in the statement of financial position

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

Write-off

The gross carrying amount of a financial asset is written off when the company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. 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 still be subject to enforcement activities in order to comply with the company's procedure for recovery of amounts due.

(ii) Non-financial assets

The carrying amounts of the company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount.

The recoverable amount is the greater of its value in use and its fair value less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rates that reflect current market assessments of the time value of money and risks specific to the asset.

A previously recognised impairment loss is reversed where there has been a change in circumstances or in the basis of estimation used to determine the recoverable value, but only to the extent that the asset's net carrying amount does not exceed the carrying amount of the asset that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

(c) Revenue

The company's funds are derived from taxes levied on the sale of petrol, diesel, marine gas oil, residual fuel oil, liquefied petroleum gas, kerosene, and electricity. The collections from ESLA funds are used to reduce ESLA receivables arising from settlement of legacy debts that were novated to E.S.L.A. Plc. The assignment of ESLA funds to settle future interest costs incurred on the ESLA Bonds issued and administrative expenses is considered as a government grant in accordance with IAS 20 Government Grants.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(c) Revenue (cont'd)

Revenue is recognized on:

- i the assignment of ESLA funds towards the payment of interest accrued on the bonds issued and administrative expenses incurred;
- ii. Interest Income from investments

Revenue is recognised to the extent that the economic benefit will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

(d) Interest income and expense

Interest income comprises interest income on funds invested. Interest expense comprises interest expense on bonds issued. Interest income and expense for all interest-bearing/earning financial instruments are recognised in profit or loss using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial asset or liability and of allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts the expected future cash payment or receipts through the expected life of the financial instrument, or when appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability.

When calculating the effective interest rate, the company estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses.

The calculation includes all transaction costs, fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

(e) Taxation

Tax expense comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on taxable incomes or losses for the period and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(e) Taxation (cont'd)

Deferred tax is measured at tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or the tax assets and liabilities will be realised simultaneously.

(f) Post balance sheet events

Events subsequent to the reporting date are reflected in the financial statements only to the extent that they relate to the period under consideration and the effect is material.

(g) Earnings per share

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

(h) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less, from the date of acquisition that are subject to an insignificant risk of changes in their fair values and are used in the management of its short-term commitments. Cash and cash equivalents are carried at amortised cost in the statement of financial position.

(i) Share capital

Proceeds from issue of ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

(j) New Standards and Interpretations issued not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2021 and have not been applied in preparing financial statements. Those which may be relevant to the Company are set out below. The Company does not plan to adopt these standards early. These will be adopted in the period that they become mandatory unless otherwise indicated:

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(j) New Standards and Interpretations issued not yet adopted (Cont'd)

Effective for the financial year commencing 1 January 2022

- Onerous Contracts - Cost of fulfilling a Contract (Amendment to IAS 37)
- Annual Improvements to IFRS Standards (2018 – 2020) (Amendment to IFRS 1, IFRS 9, IFRS 16 and IAS 41)

Effective for the financial year commencing 1 January 2023

- Classification of Liabilities as Current or Non-Current (Amendment to IAS 1)
- Definition of Accounting Estimates (IAS 8)
- Disclosure Initiative: Accounting Policies (IAS 1 and IFRS Practice Statement 2 amendment)
- Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (IAS 12 amendment)

Onerous Contracts: Cost of Fulfilling a Contract (Amendments to IAS 37)

Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets, issued by the International Accounting Standards Board, clarify that the 'costs of fulfilling a contract' when assessing whether a contract is onerous comprise both:

- the incremental costs – e.g. direct labour and materials; and
- an allocation of other direct costs – e.g. an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract.

The amendments apply for annual reporting periods beginning on or after 1 January 2022 to contracts existing at the date when the amendments are first applied. At the date of initial application, the cumulative effect of applying the amendments will be recognised as an opening balance adjustment to retained earnings or other component of equity, as appropriate. The comparatives will not be restated. Earlier application is permitted.

Annual Improvements to IFRS Standards 2018-2020

| | |
|------------------------------|---|
| IFRS 9 Financial Instruments | The amendment clarifies that for the purpose of performing the "10 per cent test" for derecognition of financial liabilities – in determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. |
|------------------------------|---|

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(j) New Standards and Interpretations issued not yet adopted (Cont'd)

Classification of liabilities as current or non-current (Amendments to IAS 1)

Under existing IAS 1 requirements, companies classify a liability as current when they do not have an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period. As part of its amendments, the Board has removed the requirement for a right to be unconditional and instead, now requires that a right to defer settlement must have substance and exist at the end of the reporting period.

There is limited guidance on how to determine whether a right has substance and the assessment may require management to exercise interpretive judgement.

The existing requirement to ignore management's intentions or expectations for settling a liability when determining its classification is unchanged.

The amendments are to be applied retrospectively from the effective date.

The Company is yet to assess the effect of the standard on its financial statements.

Definition of accounting estimates (Amendments to IAS 8)

Distinguishing between accounting policies and accounting estimates is important because changes in accounting policies are generally applied retrospectively, while changes in accounting estimates are applied prospectively.

The changes to IAS 8 focus entirely on accounting estimates and clarify the following:

- The definition of a change in accounting estimates is replaced with a definition of accounting estimates.
- Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".
- Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.
- The Board clarified that a change in accounting estimate that results from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors.
- A change in an accounting estimate may affect only the current period's profit or loss, or the profit or loss of both the current period and future periods. The effect of the change relating to the current period is recognised as income or expense in the current period. The effect, if any, on future periods is recognised as income or expense in those future periods.

The effects of changes in inputs and/or measurement techniques are changes in accounting estimates. The definition of accounting policies remains unchanged.

The amendments are effective for periods beginning on or after 1 January 2023, with earlier application permitted, and will apply prospectively to changes in accounting estimates and changes in accounting policies occurring on or after the beginning of the first annual reporting period in which the company applies the amendments. The Company is yet to assess the effect of the standard on its financial statements. The amendments are effective for annual reporting periods beginning on or after 1 January 2022 with earlier application permitted.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(j) New Standards and Interpretations issued not yet adopted (Cont'd)

Disclosure Initiative: Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)

Making information in financial statements more relevant and less cluttered has been one of the key focus areas for the International Accounting Standards Board (the Board).

The Board has issued amendments to IAS 1 Presentation of Financial Statements and an update to IFRS Practice Statement 2 Making Materiality Judgements to help companies provide useful accounting policy disclosures. The key amendments to IAS 1 include:

- requiring companies to disclose their material accounting policies rather than their significant accounting policies;
- several paragraphs are added to explain how an entity can identify material accounting policy information and to give examples of when accounting policy information is likely to be material;
- clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed;
- clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements;
- accounting policy information may be material because of its nature, even if the related amounts are immaterial;
- accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements; and
- the amendments clarify that if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information.

The Board also amended IFRS Practice Statement 2 to include guidance and two additional examples on the application of materiality to accounting policy disclosures. The amendments are consistent with the refined definition of material.

The amendments are effective from 1 January 2023 but may be applied earlier. The Company is yet to assess the effect of the standard on its financial statements.

Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (Amendment to IAS 12)

The amendment clarifies that the initial recognition exemption does not apply to transactions that give rise to equal and offsetting temporary differences such as leases and decommissioning obligations. As a result, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on initial recognition of a lease and a decommissioning.

The amendments are effective from 1 January 2023 but may be applied earlier. The Company is yet to assess the effect of the standard on its financial statements. The Company is yet to assess the effect of the standard on its financial statements.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

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 assets and 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.

(i) E.S.L.A. receivables and other receivables

The fair value of E.S.L.A. receivables and other receivables is estimated as the present value of future cash flows, discounted at the current market rate of instruments with similar credit risk profile and maturity at the reporting date. Receivables due within 6-month period are not discounted as their carrying values approximate their fair values.

(ii) Cash and cash equivalents

The fair value of cash and cash equivalents approximate their carrying values.

(iii) Bond and other payables

The fair value of bonds and other payables is estimated as the present value of future cash flows, discounted at the current market rate of instruments with similar credit risk profile and maturity at the reporting date. Payables due within 6-month period are not discounted as their carrying values approximate their fair values.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

Fair value hierarchy

IFRS 7 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the company's market assumptions. These two types of inputs have created the following fair value hierarchy:

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

5. E.S.L.A. RECEIVABLES

These are levies expected to be collected under the energy sector levy act to refinance the energy sector debt. The E.S.L.A receivables is to support the payment of debt securities and its related expenses as and when they fall due.

| | 2021 GH¢'000 | 2020 GH¢'000 |
|---|------------------|------------------|
| Balance at beginning of period | 6,843,387 | 5,468,340 |
| Net assigned E.S.L.A. receivables on novated debt | 2,000,474 | 1,617,522 |
| Collections during the period | (2,437,375) | (1,711,298) |
| Impairment charge (expected credit loss) | (1,701) | (2,251) |
| Interest expense accrued/paid | 1,829,606 | 1,462,518 |
| Collections transferred to deposit towards expenses | 12,186 | 8,556 |
| | <u>8,246,577</u> | <u>6,843,387</u> |
| Current | 2,409,754 | 1,701,390 |
| Non-current | 5,836,823 | 5,141,997 |
| | <u>8,246,577</u> | <u>6,843,387</u> |

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

6. CASH AND CASH EQUIVALENTS

| | 2021 GH¢'000 | 2020 GH¢'000 |
|---|------------------|------------------|
| Cash at bank | 1,119,150 | 761,218 |
| Investment in treasury bills | - | 345,158 |
| Expected credit loss on cash and cash equivalents | - | (500) |
| | <u>1,119,150</u> | <u>1,105,876</u> |

In accordance with the company's policies which have also been documented in the bond issuance prospectus, the company transferred levy collections in excess of coupon payments made to its lockbox account, which was set up for the purpose of funding any early redemption of bonds and for liability management.

Impairment Movement Schedule

| | 2021 GH¢'000 | 2020 GH¢'000 |
|--------------------------------------|-----------------|-----------------|
| Balance at 1 January | | |
| ESLA Receivables | 9,908 | 7,657 |
| Investment in Treasury Bills | 494 | - |
| Investment Income on Lockbox Account | 6 | - |
| Total | 10,408 | 7,657 |
| Charge for the year | | |
| ESLA Receivables | 1,701 | 2,251 |
| Investment in Treasury Bills | (494) | 494 |
| Investment Income on Lockbox Account | (6) | 6 |
| Total | 1,201 | 2,751 |
| Balance at 31 December | | |
| ESLA Receivable | 11,609 | 9,908 |
| Investment in Treasury Bills | - | 494 |
| Investment Income on Lockbox Account | - | 6 |
| Total | 11,609 | 10,408 |

7. OTHER RECEIVABLES

| | 2021 GH¢'000 | 2020 GH¢'000 |
|-------------------------------|-----------------|-----------------|
| Accrued interest income | - | 7,105 |
| Withholding tax deductions ** | 2,495 | 2,495 |
| | <u>2,495</u> | <u>9,600</u> |

**This represents withholding tax deducted from the company for which tax credit certificates had not been received from the Ghana Revenue Authority (GRA) at 31 December 2021. They will be credited to the company's tax account after the GRA confirms these amounts through a tax audit.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

8. BONDS PAYABLE

(a) Face Value of Securities issued

Between November 2017 and December 2021, the company issued bonds to refinance Ghana's energy sector debts and also bought back and cancelled some as part of its liability management strategy. Details are as follows:

| | 2021 GH¢'000 | 2020 GH¢'000 |
|--------------------------------|------------------|------------------|
| Balance at beginning of period | 7,629,522 | 6,000,000 |
| Bonds issued | 2,052,556 | 1,629,522 |
| Bond Buyback | (1,020,505) | - |
| Net bond exchange | 39,017 | - |
| | <u>8,700,590</u> | <u>7,629,522</u> |

(b) Amortised Cost of Securities issued

| | 2021 GH¢'000 | 2020 GH¢'000 |
|--------------------------------------|------------------|------------------|
| Balance at beginning of period | 7,554,813 | 5,938,708 |
| Total bonds issued | 2,052,556 | 1,629,522 |
| Amortised and realised issuance cost | 24,565 | 5,571 |
| Net bond exchange | 39,017 | - |
| Bond buybacks | (1,020,505) | - |
| Issuance cost on bonds | (26,782) | (18,988) |
| | <u>8,623,664</u> | <u>7,554,813</u> |

(c) Analysis of bonds issued

| Details | Tranche E1 (2017/2024) GH¢ '000 | Tranche E2 (2017/2027) GH¢ '000 | Tranche E3 (2019/2029) GH¢ '000 | Tranche E4 (2020/2031) GH¢ '000 | Tranche E5 (2021/2033) GH¢ '000 | Total GH¢ '000 |
|----------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|-------------------|
| Balance at beginning | 2,259,567 | 2,740,433 | 1,000,000 | 1,629,522 | - | 7,629,522 |
| Bonds issued | - | - | - | - | 2,052,556 | 2,052,556 |
| Bond exchange | (1,034,244) | - | 1,073,260 | - | - | 39,016 |
| Bond Buybacks | (108,775) | (180,000) | - | - | (731,729) | (1,020,504) |
| Total | <u>1,116,548</u> | <u>2,560,433</u> | <u>2,073,260</u> | <u>1,629,522</u> | <u>1,320,827</u> | <u>8,700,590</u> |

The debt securities are backed by receivables collected under the Energy Sector Levy Act, assigned to the Company by the Government of Ghana acting through the Ministry of Finance.

The Company measures its bonds at amortised cost using the effective interest method.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

9. TAXATION

| | 2021 GH¢'000 | 2020 GH¢'000 |
|------------------------|-----------------|-----------------|
| (i) Income tax expense | 30,860 | 9,477 |

| Year | Balance at beginning | Payments during the year | Charged to P/L account | Balance at year-end |
|------|-------------------------|--------------------------------|------------------------------|------------------------|
| 2021 | 414 | (31,424) | 30,860 | (150) |
| 2020 | 369 | (9,432) | 9,477 | 414 |

The above tax position is subject to the agreement of the tax authorities.

(iii) Deferred taxation

There were no taxable or deductible differences and therefore no deferred tax balance was recognised in the company's books.

(iv) Reconciliation of effective tax rate

| | 2021 GH¢'000 | 2020 GH¢'000 |
|--|-----------------|-----------------|
| Profit before taxation | 122,239 | 35,155 |
| Income tax using the domestic tax rate (25%) | 30,560 | 8,789 |
| Income not taxable | - | - |
| Income tax on non-deductible expenses* | 300 | 688 |
| Income tax charge | 30,860 | 9,477 |
| Effective tax rate | 25.2% | 27.0% |

*Non-deductible expenses

| | 2021 GH¢'000 | 2020 GH¢'000 |
|---|-----------------|-----------------|
| Provision for credit risk loss on E.S.L.A. receivables | 1,701 | 2,251 |
| Provision for credit risk loss on cash and cash equivalents | (500) | 500 |
| | 1,201 | 2,751 |

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

| 10. BOND INTEREST PAYABLE | 2021 GH¢'000 | 2020 GH¢'000 |
|---------------------------|-----------------|-----------------|
| Interest payable | 574,537 | 311,132 |

| 11. OTHER PAYABLES | 2021 GH¢'000 | 2020 GH¢'000 |
|--|-----------------|-----------------|
| Accrued expenses and other liabilities | 4,104 | 1,785 |

12. DEPOSITS TOWARDS EXPENSES

This represents the unutilised portion of the 0.5% of levy collections allocated for administrative expenses incurred in the operations of the company. These are recognized in the income statement as the expenses are incurred.

| | 2021 GH¢'000 | 2020 GH¢'000 |
|---|-----------------|-----------------|
| Balance at beginning | 5,434 | 3,641 |
| Collections transferred to deposit towards expenses | 12,186 | 8,556 |
| Administration expense for the year | (12,078) | (6,764) |
| | <u>5,542</u> | <u>5,434</u> |

13. DEFERRED INCOME

| (a) | 2021 GH¢'000 | 2020 GH¢'000 |
|-------------------------------------|-----------------|-----------------|
| Balance at beginning | 16,139 | 18,482 |
| Premium/(discount) for the year | (22,038) | 11 |
| Amortised portion of premium | (1,175) | (2,354) |
| Excess discount charged to P&L | 7,074 | - |
| | <u>-</u> | <u>16,139</u> |
| Unamortised portion of bond premium | - | 16,139 |

During the year under review, the Company recognised a discount on its bond buyback transactions as part of its liability management programme. The discount was set off against the bond premium outstanding on the Company's book and the excess of the discount over the premium is included in other expenses.

(b) Other expenses of GHS 7,151,000 comprise excess discount charge to P&L of GHS 7,074,000 and CSD charges on buyback transactions of GHS 77,000.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

14. STATED CAPITAL AND RESERVES

Share capital (Stated capital)

Share capital is made up of proceeds of ordinary shares.

(a) Ordinary shares

| | No of Shares 2021 | Proceeds 2021 GH¢'000 |
|-----------------------------------|----------------------|-----------------------------|
| Authorised: | | |
| Ordinary shares of no-par value | 1,000,000 | 10 |
| | ===== | == |
| Issued and fully paid for cash | 1,000,000 | 10 |
| | ===== | == |
| | No of Shares 2020 | Proceeds 2020 GH¢'000 |
| Authorised: | | |
| Ordinary shares of no-par value | 1,000,000 | 10 |
| | ===== | == |
| Issued and fully paid for cash | 1,000,000 | 10 |
| | ===== | == |

The holders of the ordinary shares are appointed as nominee shareholders acting on behalf of the Government of Ghana and are not entitled to any dividend. Nominee shareholders are paid for services provided to the Company.

(b) Shares in treasury

There are no shares in treasury and no call or instalment unpaid on any share.

(c) Retained earnings (Income surplus account)

This represents the residual of cumulative annual results.

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

15. INTEREST EXPENSE

| | 2021 GH¢'000 | 2020 GH¢'000 |
|------------------------------------|------------------|------------------|
| Interest expense incurred on bonds | 1,812,524 | 1,462,518 |
| Realised issuance cost on buybacks | 17,082 | - |
| | <u>1,829,606</u> | <u>1,462,518</u> |

16. ADMINISTRATIVE EXPENSES

| | 2021 GH¢'000 | 2020 GH¢'000 |
|---------------------------------|-----------------|-----------------|
| Auditor's remuneration | 200 | 169 |
| Legal and Professional expenses | 6,670 | 4,727 |
| VAT expenses | 1,328 | 887 |
| Directors' remuneration | 235 | 250 |
| Listing fees | 968 | 731 |
| Liability management fee | 2,677 | - |
| | <u>12,078</u> | <u>6,764</u> |

17. OTHER INCOME

| | 2021 GH¢'000 | 2020 GH¢'000 |
|-----------------------------------|-----------------|-----------------|
| Amortised portion of bond premium | 1,175 | 2,354 |
| Interest income | 129,416 | 35,552 |
| | <u>130,591</u> | <u>37,906</u> |

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

18. EARNINGS PER SHARE (EPS)

Basic

The calculation of the basic and diluted EPS has been based on the following profit attributable to ordinary shareholders and weighted average number of ordinary shares outstanding.

| | 2021 GH¢'000 | 2020 GH¢'000 |
|---|-----------------|-----------------|
| Profit attributable to equity holders | 91,379 | 25,678 |
| Number of ordinary Shares in issue | 1,000,000 | 1,000,000 |
| Basic/diluted earnings per share (expressed in GH¢ per share) | <u>91.38</u> | <u>25.68</u> |

19. RELATED PARTY TRANSACTIONS

National Trustee Holding Company (NTHC) Limited has been appointed as a nominee shareholder to hold all the shares in the company. At the reporting date, there had not been any transaction between the company and NTHC Limited except for the issuance of shares and payment thereof, as well as the payment of Nominee shareholder fees which are reimbursable from ESLA levy collections assigned to the company.

There were no transactions between the company and its Directors save for the payment of directors' fees.

20. FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK ASSESSMENT

(a) Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 December 2021

| | Amortised Cost GH¢'000 | Other Financial Liabilities GH¢'000 | Total GH¢'000 |
|--|------------------------------|--|------------------|
| Financial assets not measured at fair value | | | |
| E.S.L.A. receivables | 8,246,577 | - | 8,249,254 |
| Cash and cash equivalents | 1,119,150 | - | 1,119,150 |
| | <u>9,365,727</u> | <u>-</u> | <u>9,368,404</u> |

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(a) **Accounting classification and fair values (Cont'd)**

| | Amortised Cost GH¢'000 | Other Financial Liabilities GH¢'000 | Total GH¢'000 |
|---|------------------------------|--|------------------|
| Financial liabilities not measured at fair value | | | |
| Bonds payable | 8,623,664 | - | 8,623,664 |
| Bond interest payable | 574,537 | - | 574,537 |
| Other payables | 4,104 | - | 4,104 |
| | <u>9,202,305</u> | <u>-</u> | <u>9,202,305</u> |
| 31 December 2020 | | | |
| Financial assets not measured at fair value | | | |
| E.S.L.A. receivables | 6,843,387 | - | 6,843,387 |
| Cash and cash equivalents | 1,105,876 | - | 1,105,876 |
| | <u>7,949,263</u> | <u>-</u> | <u>7,949,263</u> |
| Financial liabilities not measured at fair value | | | |
| Bonds payable | 7,554,812 | - | 7,554,812 |
| Bond interest payable | 311,132 | - | 311,132 |
| Other payables | 1,785 | - | 1,785 |
| | <u>7,867,729</u> | <u>-</u> | <u>7,867,729</u> |

The fair value of bonds payable which is recognized in the level 1 category of the fair value hierarchy at 31 December 2021 was GH¢8,624,261,855.13 (2020 GH¢7,397,743,393.99).

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(b) Financial Risk Management

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

- credit risk
- liquidity risk
- market risks

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

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

| | 2021 GH¢'000 | 2020 GH¢'000 |
|---|------------------|------------------|
| E.S.L.A. receivables | 8,248,278 | 6,845,638 |
| Provision for credit risk loss on E.S.L.A. receivables | (1,701) | (2,251) |
| Cash and cash equivalents | 1,118,650 | 1,106,376 |
| Provision for credit risk loss on cash and cash equivalents | 500 | (500) |
| Other receivables** | - | 7,105 |
| | <u>9,365,727</u> | <u>7,956,368</u> |

** Withholding tax component of other receivables, which are not considered as financial assets, have been excluded.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each counterparty.

The Company establishes an allowance for impairment losses that represents its estimate of expected credit losses in respect of financial assets.

The company has not incurred any losses in respect of any of its financial assets and therefore the expected loss raised in respect of any of its financial assets is considered adequate. Further details are as follows:

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

E.S.L.A. receivables

The company has been assigned ESLA levies for the purpose of settling the E.S.L.A. receivables. This assignment has been in operation from October 2017 and will be in existence until all receivables have been settled. The company has been receiving collections as indicated in these financial statements and therefore an expected loss based on the minimal credit risk has been raised on this amount.

Cash and cash equivalents and other receivables

The company's bank balances are held with Standard Chartered Bank Ghana Limited and Fidelity Bank Ghana Limited. The company considers these banks to be credit worthy banks which are regulated by the Bank of Ghana. Its lockbox investments are also made only in short term government securities which are considered to be risk free and therefore no impairments have been raised on the bank balances, with an expected loss made on the accrued interest based on the minimal credit risk.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due under normal conditions.

The following are contractual maturities of financial liabilities:

31 December 2021

| | Carrying amount GH¢'000 | Contractual cash flows GH¢'000 | 6 months or less GH¢'000 | Over 6 months GH¢'000 |
|---|--|---|---|--------------------------------------|
| Non-derivative financial liability | | | | |
| Bonds payable | 8,623,664 | 8,700,590 | - | 8,700,590 |
| Bond interest payable | 574,537 | 574,537 | 574,537 | - |
| Other payables | 4,104 | 4,104 | 4,104 | - |
| Balance as at 31 December 2021 | <u>9,202,305</u> | <u>9,279,231</u> | <u>578,641</u> | <u>8,700,590</u> |

31 December 2020

| | Carrying amount GH¢'000 | Contractual cash flows GH¢'000 | 6 months or less GH¢'000 | Over 6 months GH¢'000 |
|---|--|---|---|--------------------------------------|
| Non-derivative financial liability | | | | |
| Bonds payable | 7,554,813 | 7,629,522 | - | 7,629,522 |
| Bond interest payable | 311,132 | 311,132 | 311,132 | - |
| Other payables | 1,785 | 1,785 | 1,785 | - |
| Balance as at 31 December 2020 | <u>7,867,730</u> | <u>7,942,439</u> | <u>312,917</u> | <u>7,629,522</u> |

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign currency exchange rates may cause a decrease in fair values of future cash flows of financial instruments and consequently result in a financial loss for the Company.

Foreign currency risk

At the period end the company does not have balances that are denominated in a currency other than the functional currency of the Company, and therefore is not exposed to foreign currency risk.

Interest rate risk

At the reporting date, the profile of the Company's interest-bearing/earning financial instruments comprised the following financial instruments:

| | 2021 GH¢'000 | Carrying amounts 2020 GH¢'000 |
|----------------------------------|-----------------|-------------------------------------|
| Fixed rate instruments | | |
| Lockbox investments | - | 345,158 |
| Bonds payable | (8,623,664) | (7,554,812) |
| | ----- | ----- |
| | (8,623,664) | (7,209,654) |
| | ===== | ===== |
| | | |
| | 2021 GH¢'000 | Carrying amounts 2020 GH¢'000 |
| Variable rate instruments | | |
| Lockbox investments | 80,017 | 982 |
| | ----- | ----- |
| | 80,017 | 982 |
| | ===== | ===== |

E.S.L.A. PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021 (CONT'D)

Sensitivity analysis for variable rate instruments

A 200 basis points increase in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables in particular foreign currency rates remain constant.

| As of 31 December | 2021 | | |
|---------------------|----------|--|--|
| in GH¢'000 | % Change | Profit or loss/ equity impact: Strengthening GH¢'000 | Profit or loss/ equity impact: Weakening GH¢'000 |
| Lockbox investments | +/-2 | 1,600 | (1,600) |
| As of 31 December | 2020 | | |
| in GH¢'000 | % Change | Profit or loss/ equity impact: Strengthening GH¢'000 | Profit or loss/ equity impact: Weakening GH¢'000 |
| Lockbox investments | +/-2 | 20 | (20) |

Fair value sensitivity analysis for fixed rate instrument

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

21. CAPITAL COMMITMENTS

There were no capital commitments at the reporting date.

22. CONTINGENT LIABILITIES

There were no contingent liabilities at the reporting date.

23. EVENTS AFTER THE REPORTING PERIOD

Events subsequent to the reporting date are reflected in the financial statements only to the extent that they relate to the period under consideration and the effect is material. The Company had no material subsequent events that required adjustments to or disclosure in the financial statements.