



# DRIVING TRANSFORMATION

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# ANNUAL REPORTS AND FINANCIAL STATEMENTS

2025



**BUSINESS DAY**

**BANKS & OTHER FINANCIAL  
INSTITUTIONS (BAFI)  
AWARDS 2025**

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**CAPITAL MARKET  
INFRASTRUCTURE  
DEVELOPER OF THE  
YEAR**

**Presented to**

**CENTRAL SECURITIES  
CLEARING SYSTEM  
(CSCS)**

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## Vision



To be the globally respected and leading central securities depository in Africa.

## Mission

We create value by providing securities depository, clearing, settlement and other services, driven by innovative technology and a highly skilled workforce.





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# Directors, Officers and Professional Advisers

## Board of Directors

Mr. Temi Popoola	Chairman
Mr. Shehu Yahaya Shantali*	Managing Director/CEO
Mr. Haruna Jalo-Waziri**	Former Managing Director/CEO
Mrs. Chinelo Anohu	Independent Non-Executive Director
Mr. Ibrahim Dikko	Independent Non-Executive Director
Mr. Nonso Okpala	Non-Executive Director
Mr. Samuel Onukwue	Non-Executive Director
Mrs. Bola Adesola	Independent Non-Executive Director
Dr. Aisha Muhammed-Oyebode	Independent Non-Executive Director
Mr. Adeyinka Shonekan	Executive Director

\*Mr. Shehu Yahaya Shantali was appointed as Managing Director/Chief Executive Officer vide a board resolution passed on 21 November 2025. His appointment took effect on 1 January 2026.

\*\*Mr. Haruna Jalo-Waziri exited the Company as Managing Director/Chief Executive Officer on 31 December 2025.

## Registered Office:

**Central Securities Clearing System Plc**  
1st Floor, The Nigerian Exchange Group Building  
No. 2/4, Customs Street  
Marina, Lagos

**Company's Registration Number:**  
201018

**Tax Identification Number:**  
00101729-0001

**FRCN Identification Number :**  
FRC/2013/00000001260

**Acting Company Secretary:**  
Ewhomazino Terry Otuoniyo

**Independent Auditor:**  
Deloitte & Touche  
Civic Towers  
Plot GA 1, Ozumba Mbadiwe Avenue  
Victoria Island  
Lagos

### Bankers:

Access Bank Limited  
Citibank Nigeria Limited  
Coronation Merchant Bank Limited  
Ecobank Nigeria Limited  
Fidelity Bank Plc  
First Bank Nigeria Limited  
First City Monument Bank Limited  
FSDH Merchant Bank Limited  
Globus Bank Limited  
Greenwich Merchant Bank Limited  
Guaranty Trust Bank Limited  
Keystone Bank Limited  
Nova Merchant Bank Limited  
Polaris Bank Limited  
Providus Bank Limited  
Rand Merchant Bank Limited  
Stanbic IBTC Bank Limited  
Sterling Bank Limited  
Suntrust Bank Nigeria Limited  
Titan Trust Bank Limited  
Union Bank of Nigeria Plc  
United Bank for Africa Plc  
Wema Bank Plc  
Zenith Bank Plc

### Registrar:

Africa Prudential Plc  
220B Ikorodu Road  
Palmgrove  
Lagos

### Actuary:

O & A Hedge Actuarial Consulting  
(FRC/2019/00000012909)  
(Actuaries & Chartered Insurers)  
Suite 24, Motorways Centre, 1  
Motorways Avenue  
Alausa Ikeja, Lagos - Nigeria  
Layemo B Abraham  
(FRC/2016/NAS/00000015764)

# 2025 Result at a glance

Gross  
Earnings  
(₦' Billion)

28.67 2025



10%

26.09 2024

Operating  
Income  
(₦' Billion)

24.86 2025



12%

22.16 2024

Profit  
Before Tax  
(₦' Billion)

13.57 2025



2%

13.84 2024

Dividend  
Per Share  
(Kobo)

178 2025



1%

176 2024

Shareholders  
Fund  
(₦' Billion)

43.49 2025



3%

42.40 2024



# Overview

Central Securities Clearing System Plc (CSCS) is Nigeria's Central Securities Depository (CSD) licensed to carry on depository, clearing and settlement of all transactions in the Nigerian Capital Market.

As the country's premier Financial Market Infrastructure (FMI), CSCS processes securities in electronic book-entry form, ensuring safe and efficient transaction processing within the ecosystem whilst also pioneering innovative solutions to deepen and enhance the efficient functioning of the market. We provide an effective single access point for all post-trade services in the Nigerian financial market, covering all forms of capital and money market securities including equities, treasury bills, bonds, commodities, mutual funds, exchange traded funds and cash. With an "A+" CSD rating from Thomas Murray, CSCS ranks amongst the best rated financial services firms in Nigeria and one of the best rated FMIs in Africa.

For nearly three decades, CSCS has continuously partnered with other stakeholders to redefine the structure and operations of the Nigerian Capital Market, leveraging new technologies to extract efficiencies across the transaction life cycle whilst providing assurance in post-trade execution. With the support of the Securities and Exchange Commission (SEC), other financial market regulators and collaboration with market participants, CSCS actualized the full dematerialization of share certificates in the Nigerian equity market, thus facilitating the full transition of the Nigerian equity market to the automated trading system. CSCS serves as the post-trade agent for transactions on Securities Exchanges in the Nigerian Capital Market.

OTHER NATIONAL DISCLOSURES

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## Notice of the 32nd Annual General Meeting of Central Securities Clearing System Plc

**NOTICE IS HEREBY GIVEN** that the 32nd Annual General Meeting of the CENTRAL SECURITIES CLEARING SYSTEM PLC ('CSCS') will hold at The Civic Centre, Ozumba Mbadiwe Road, Opposite 1004, Victoria Island, Lagos, Nigeria on Thursday 23 April 2026 at 10.00 am to transact the following business:

### A. ORDINARY BUSINESS

1. To receive and consider the Company's Audited Financial Statements for the year ended 31 December 2025, and the Reports of the Directors, External Auditors and Statutory Audit Committee thereon.
2. To declare a dividend.
3. To elect the following Directors who were appointed since the last Annual General Meeting:
  - i. Mr. Shehu Yahaya Shantali as an Executive Director.
  - ii. Mr. Kennedy Uzoka as a Non-Executive Director.
4. To re-elect the following Directors retiring by rotation:
  - i. Mr. Temi Popoola as a Non-Executive Director.
  - ii. Mr. Nonso Okpala as a Non-Executive Director.
  - iii. Mr. Samuel Onukwue as a Non-Executive Director.
5. To appoint/reappoint Auditors.
6. To authorize the Directors to fix the remuneration of the Auditors.
7. To elect members of the Statutory Audit Committee.
8. To disclose the remuneration of the managers of the Company in line with the provisions of the Companies and Allied Matters Act, 2020.

Dated this 1st day of April 2026

### BY ORDER OF THE BOARD

of Central Securities Clearing System Plc:



### Ewhomazino Terry Otuoniyo

Acting Company Secretary

FRC/2026/PRO/NBA/002/016242



## Notes

### A. PROXY

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her/its stead. A proxy need not be a member of the Company. To validate the appointment of a proxy, a duly completed proxy form must be sent to the Acting Company Secretary, Mr. Ewhomazino Terry Otuoniyo by e-mail at [eotuoniyo@cscs.ng](mailto:eotuoniyo@cscs.ng) or the Company's Registrars, Africa Prudential Plc at [cxc@africaprudential.com](mailto:cxc@africaprudential.com), not less than forty-eight (48) hours before the time fixed for the meeting. A proxy form is contained in the Annual Report and shall also be made available on the Company's website at <https://www.cscs.ng>.

### B. VIRTUAL MEETING LINK

Pursuant to the provisions of the Business Facilitation (Miscellaneous Provisions) Act 2022, which allows public companies to hold general meetings electronically, the 32nd Annual General Meeting will be streamed live online. This will enable shareholders and other stakeholders who will not be attending physically to participate in the meeting proceedings. The link for the Annual General Meeting is <https://www.cscs.ng/agm/>, which can also be accessed through the company's website [www.cscs.ng](http://www.cscs.ng) and its verified social media platforms.

### C. DIVIDEND

The Board of Directors have recommended a total dividend of N8,900,000,000.00 (Eight Billion, Nine Hundred Million Naira) amounting to 178 kobo per share. If shareholders approve the said dividend at the Annual General Meeting, dividend shall be paid to qualified shareholders whose names are on the Company Register as of 9 April 2026 and who have completed the e-dividend registration and mandate forms. The proposed dividend is subject to withholding tax at the applicable tax rate. These shareholders shall receive direct credit of the approved dividend into their bank accounts on 23 April 2026.

### D. CLOSURE OF REGISTER

The Register of Members will be closed on 10 April 2026 till 14 April 2026 (both dates inclusive) to enable the Registrar to prepare for the payment of dividend.

### E. STATUTORY AUDIT COMMITTEE

In accordance with Section 404 (6) of the Companies and Allied Matters Act, 2020, a shareholder may nominate another shareholder for election to the Statutory Audit Committee by giving notice in writing of such nomination to the Acting Company Secretary at least twenty-one (21) days before the Annual General Meeting. Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all the members of the Statutory Audit Committee shall be financially literate and at least one (1) member of the Committee shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. In addition, the Code of Corporate Governance issued by the Financial

Reporting Council of Nigeria provides that members of the Statutory Audit Committee should be financially literate and able to read and interpret financial statements. Consequently, a detailed curriculum vitae affirming the nominee's qualifications should be submitted with each nomination to the Statutory Audit Committee.

## **F. UNCLAIMED DIVIDEND**

Some dividends are yet to be claimed. We encourage shareholders to read through the unclaimed dividends leaflet enclosed with the Annual Reports and kindly contact the Company's Registrars, Africa Prudential Plc for validation and payment.

## **G. E-DIVIDEND**

Shareholders are kindly requested to update their records, complete the e-dividend mandate forms and advise the Company, Central Securities Clearing System Plc, of their updated records and relevant bank account details for payment of dividend. Detachable forms in respect of mandate for e-dividend payment, unclaimed dividend/stale warrants and shareholder's data update are attached to the Annual Reports. The forms can also be downloaded from the CSCS website at <https://www.cscs.ng>. The duly completed forms should be returned to the Acting Company Secretary, Central Securities Clearing System Plc, 1st Floor, Nigerian Exchange Group House, 2/4 Customs Street, P.O. Box 3168 Marina, Lagos Nigeria, not less than 48 hours.

## **H. ELECTION/RE-ELECTION OF DIRECTORS**

i. Election of Directors:

- a) Mr. Shehu Yahaya Shantali, an Executive Director, was appointed to the Board on 21 November 2025 with effect from 1 January 2026.
- b) Mr. Kennedy Uzoka, a Non- Executive Director, was appointed to the Board with effect from 24 March 2026.

ii. Re-Election of Directors:

The Directors to retire by rotation at the 32nd Annual General Meeting of the Company are Mr. Temi Popoola, Mr. Nonso Okpala and Mr. Samuel Onukwue. The retiring Directors, being eligible, have offered themselves for re-election.

The profile of Directors including the Directors for election/re-election is in the annual report and on the Company's website <https://www.cscs.ng>

## **I. APPOINTMENT OF AUDITORS**

In accordance with S. 401 (2) of the Companies and Allied Matters Act, 2020, every company shall at each Annual General Meeting appoint an auditor or auditors to audit the financial statements of the company, and to hold office from the conclusion of that, until the



conclusion of the next annual general meeting. The Company's Auditor, Messrs. Deloitte & Touche, is due to retire at the 32nd Annual General Meeting and will be presented to the Company's shareholders for reappointment at the 32nd Annual General Meeting.

**J. RIGHT OF SHARHOLDERS TO ASK QUESTIONS**

Shareholders and other holders of the Company's securities reserve the right to ask questions not only at the meeting but also in writing prior to the meeting on any item contained in the annual reports and accounts. Please send questions, comments or observations to the Acting Company Secretary, Central Securities Clearing System Plc, 1st Floor, Nigerian Exchange Group House, 2/4 Customs Street, P.O. Box 3168 Marina, Lagos, Nigeria, or e-mail at [eotuoniyo@cscs.ng](mailto:eotuoniyo@cscs.ng) not later than Wednesday 16 April 2026. Questions and answers will be presented during the Annual General Meeting.

**K. E-ANNUAL REPORT**

The electronic version of the annual report is available at <https://www.cscs.ng>. Shareholders who wish to receive the electronic version of the annual report should provide their respective e-mail addresses to the Acting Company Secretary, Mr. Ewhomazino Terry Otuoniyo via e-mail to [eotuoniyo@cscs.ng](mailto:eotuoniyo@cscs.ng).

**L. WEBSITE**

A copy of this notice and other information relating to the meeting can be found at <https://www.cscs.ng>.

# About the Company





**AUTOMATED**

# Account Opening API

CSCS Automated Account Opening is a service provided via API to Brokers for integration with CSCS' infrastructure to carry out account opening processes seamlessly with minimal human interventions and through a point-to-point Virtual Private Network (VPN).

The API will receive data from your authenticated and registered IP and expose endpoints with which status of received and processed transactions will be verified by your application.

- **OMS Integration:** Integration through your Order Management Systems (OMS) provider.
- **Direct Integration:** Integration with your in-house infrastructure.

### Benefits of the Automated Account Opening API



Over 80% reduction in time required for account opening – from between 24 - 48 hours to less than 5 minutes.



Elimination of transposition, fat finger and related errors in account opening processes.



Speedy and accurate processing of account opening instructions.



Improved workflow and communication between your brokerage firm and CSCS.

**Contact Us**

✉ [productsales@cscs.ng](mailto:productsales@cscs.ng)

☎ 0700 2255 2727

/CSCS Nigeria

Central Securities Clearing System PLC

[www.cscs.ng](http://www.cscs.ng)

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# Chairman's Statement



**Temí Popoola**  
Chairman, Board of Directors

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It is with great honour that I present this statement at a critical point in Central Securities Clearing System Plc's (CSCS) history. The year 2025 was indeed pivotal; a year defined by macroeconomic transition, domestic reform momentum, and strengthening activity within Nigeria's capital market.

On behalf of the Board of Directors, I would like to express our sincere gratitude for your continued confidence and support. I am delighted to present the Annual Reports and Financial Statements of CSCS Plc for the year ended 31 December 2025.

**Macroeconomic Environment and Reform Context**

The global economy in 2025 experienced a gradual transition, with moderating inflation, evolving interest rate expectations, and continued adjustments in capital allocation. While financial conditions began to stabilize, uncertainty persisted, driven by geopolitical tensions, trade policy shifts, and uneven growth prospects across major economies.

Within this environment, global capital flows have become increasingly selective. Investors are prioritizing markets that demonstrate policy credibility, reform momentum, and macroeconomic resilience. While elevated yields in developed markets remained attractive at various points, improving inflation dynamics and stabilizing conditions supported a gradual return of interest to high-quality emerging market opportunities.

For Nigeria, ongoing economic reforms, particularly in foreign exchange management, fiscal consolidation, and market transparency, have begun to restore investor confidence and improve market sentiment.

Data from the National Bureau of Statistics (NBS) indicate that Nigeria's real GDP grew by 4.07% in the fourth quarter of 2025, marking only the second instance in a decade, excluding the immediate post-pandemic rebound, that quarterly growth has exceeded 4%. Additionally, NBS figures reveal that Nigeria's real GDP expanded by 3.87% for the full year 2025, surpassing the 3.38% growth recorded in 2024. As a result, the Nigerian economy increased in size to ₦441.5 trillion, compared to ₦372.8 trillion in 2024.

“  
*For Nigeria, ongoing economic reforms, particularly in foreign exchange management, fiscal consolidation, and market transparency, have begun to restore investor confidence and improve market sentiment.*”

The performance in 2025 highlights enhanced macroeconomic stability and the measurable outcomes of the Federal Government's economic reform program led by the present administration. The growth indicates stronger economic fundamentals, improved fiscal coordination, prudent expenditure management, and reforms designed to restore macroeconomic credibility.

The Board views these developments as foundational to the long-term competitiveness and resilience of the Nigerian capital market.

**Capital Market**

The impact of these reforms was evident in the performance of the domestic capital market in 2025. The equities market recorded strong growth, supported by improved investor participation, resilient corporate earnings, and increased confidence in the reform trajectory. Market capitalization rose significantly during the year, with industry estimates placing the Nigerian capital market at approximately ₦95 trillion, while the NGX All-Share Index reached new highs.

“  
*The performance in 2025 highlights enhanced macroeconomic stability and the measurable outcomes of the Federal Government's economic reform program led by the present administration.*”

In 2025, Nigeria's capital markets experienced significant reforms, including the enactment of the Investments and Securities Act 2025 (the "ISA 2025"), establishment of a new framework for commercial paper issuances, adoption of a T+2 settlement cycle, and recapitalization mandates issued by regulators for banks, insurance companies, and pension fund administrators.

The Board also notes the recapitalization initiative of the Securities and Exchange Commission (SEC), which represents a critical step towards strengthening the financial capacity and resilience of market operators.

During the year under review, the Board provided oversight to Management for the successful transition of Nigeria's equity settlement cycle from T+3 to T+2, to enhance liquidity in the market and align with global best practice. This significant milestone was achieved in partnership with market participants and the huge support of our regulator.

These developments reinforce the importance of a robust market infrastructure. As a systemically important financial market infrastructure, CSCS continues to play a central role in ensuring post-trade efficiency, settlement reliability, and overall market integrity- as key enablers of sustained market growth and investor confidence.

## Financial Summary

Despite cost pressures and foreign exchange-related impacts during the year, the Company delivered resilient financial performance, underpinned by increased market activity and disciplined execution.

In line with the Company's performance and commitment to shareholder value, the Board has proposed a dividend of ₦1.78 per share, subject to shareholder approval. This reflects our balanced approach to delivering consistent returns while reinvesting to support long-term growth.

## Board and Leadership

During the year, the Board oversaw a key leadership transition with the appointment of Mr. Shehu Yahaya Shantali as Managing Director/Chief Executive Officer, following a rigorous selection process and regulatory approval. Mr. Shantali succeeds Mr. Haruna Jalo-Waziri, whose eight-year tenure was marked by strong leadership, strategic expansion, and significant contributions to the development of Nigeria's capital market infrastructure.

During Mr. Jalo-Waziri's tenure, he effectively directed the implementation of key strategic initiatives, improved governance and operational efficiency, and updated the company's systems and processes, thereby positioning the organization for sustained resilience and competitiveness. His leadership notably increased stakeholder confidence, expanded the Organization's market influence locally and globally, and established a robust foundation equipped for future success. The Board is extremely grateful for Mr. Jalo-Waziri's service to the Company and wishes him every success in his future endeavours.

Mr. Shantali holds a Bachelor of Science degree in Accounting from Ahmadu Bello University, Zaria, and an Executive MBA from Kingster Business School. He has over two decades of experience in accounting, finance, and financial services across Nigeria and the United Kingdom, with expertise spanning investment and asset management, financial advisory, and International Financial Reporting Standards (IFRS). His career cuts across capital markets, investment banking, real estate, and financial services, and is underpinned by a decade at the Securities and Exchange Commission (SEC) Nigeria, where he championed the migration of publicly listed and significant public interest entities from Nigerian Generally Accepted Accounting Principles (GAAP) to IFRS and led the Commission's transition to the contributory pension scheme in 2012. The Board is confident that his experience and leadership will guide the Company effectively through its next phase of growth.

The Board remains committed to providing strong oversight and strategic guidance to management, with continued focus on technology modernization, cybersecurity resilience, and operational excellence.

## Outlook for 2026

Looking ahead, the global environment remains complex, with risks arising from geopolitical developments, trade uncertainties, commodity price volatility, and the pace of domestic reform execution.

Notwithstanding these challenges, the Board remains confident in the long-term trajectory of Nigeria's capital market. Sustained reform implementation, macroeconomic discipline, and continued market modernization will be critical to deepening liquidity, expanding participation, and unlocking long-term value.

Within this context, CSCS is advancing a forward-looking strategy focused on three key priorities:

- Strengthening market infrastructure resilience through continued investment in technology and operational efficiency.
- Expanding service offerings across asset classes and market segments to support broader market development.
- Unlocking value from data and post-trade services to enhance revenue diversification and deepen market insight.

These priorities position the Company to capture emerging opportunities while reinforcing its role as a trusted and systemically important market infrastructure institution.

## Conclusion

In closing, I would like to thank our shareholders for their continued trust, our regulators for their guidance, our market participants for their collaboration, and our management and staff for their dedication and professionalism.

We remain confident in our ability to deliver sustained value and to play a defining role in the continued evolution and growth of Nigeria's capital market.

Thank you.



**Temi Popoola**  
Chairman, CSCS Plc  
23 April 2026



# SINGLE PORTFOLIO VIEW

Provide flexibility for your customers, who are investors in the capital market, in referencing and interacting with their entire financial portfolio **ON A SINGLE PLATFORM** by Integrating your digital applications with our portfolio view service via an API.



**Online view of capital market investments**



**Asset Valuation**



**Consolidated stock accounts**

### Benefits to Your Customers

- Oversight of their capital market holdings on of your online platforms.
- View of all their accounts with different stockbrokers on a single platform.
- Convenience in knowing their assets and net-worth – stocks, bonds, deposits, savings – at a glance.

### Benefits to You

- Increase usage of your online applications by customers.
- Foster your relationship with the capital market.
- Serve as a means of introducing an innovative solution and staying competitive in the financial services industry.
- Easy validation of your customer’s capital market investments as collateral for loan.
- Revenue generating opportunity.

**Contact Us**

✉ [productsales@cscs.ng](mailto:productsales@cscs.ng)

☎ 0700 2255 2727



/CSCS Nigeria



Central Securities Clearing System PLC



[www.cscs.ng](http://www.cscs.ng)

# CEO Statement to Shareholders

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**Shehu Yahaya Shantali**  
Managing Director/Chief Executive Officer



Dear Esteemed Shareholders, Distinguished Market Participants, and Valued Capital Market Stakeholders, It is my privilege to welcome you to the 32nd Annual General Meeting of our Company. Before reflecting on the year under review, it is important to acknowledge a defining moment in the life of our institution. After eight years of dedicated leadership, our immediate past Managing Director/Chief Executive Officer, Haruna Jalo-Waziri, concluded his tenure at the helm of CSCS.

His stewardship coincided with a period of profound transformation within the Company. Under his leadership, CSCS strengthened its institutional foundations, deepened its technological capabilities, and reinforced its position as a trusted Financial Market Infrastructure supporting the stability and efficiency of the Nigerian capital market. Beyond CSCS, his career has contributed meaningfully to the credibility and development of the broader capital market ecosystem. On behalf of the Board, Management, and our stakeholders, we express our sincere appreciation for his service and enduring legacy.

The year 2025 marked an important moment in the continuing evolution of CSCS. Amid economic adjustment and structural reform, we delivered solid financial results while advancing strategic initiatives to enhance the resilience, efficiency, and relevance of our market infrastructure.

As we reflect on the past year, I am pleased to share insights into the Company's performance in 2025 and our strategic outlook for 2026.

“  
*The year 2025 marked an important moment in the continuing evolution of CSCS. Amid economic adjustment and structural reform, we delivered solid financial results while advancing strategic initiatives to enhance the resilience, efficiency, and relevance of our market infrastructure.*  
”

**Economic and Business Environment**

If one word defined the global environment in 2025, it would be recalibration. Across the world, economies adjusted to tighter financial conditions, geopolitical tensions, and the accelerating impact of technological change. Global growth continued but at a measured pace, expanding by approximately 3.1–3.3%. While the United States and China remained the dominant engines of the global economy,

both navigated uneven growth trajectories shaped by monetary tightening and evolving trade dynamics. Inflation moderated globally but remained elevated at approximately 4.2%. Persistent geopolitical tensions, including the ongoing Russia–Ukraine conflict and instability in the Middle East, continued to influence global trade flows, investment sentiment, and supply chains. At the same time, structural shifts accelerated across financial markets, with digital assets, automation, and data-driven infrastructure reshaping how capital moves across borders.

Against that backdrop, Nigeria undertook a series of deliberate macroeconomic adjustments aimed at strengthening the long-term foundations of the economy. GDP growth reached 3.9% as of Q3 2025, while inflation, which peaked during the year at approximately 24.7%, moderated to 14.45% by November following sustained monetary tightening and structural reforms.

Nigeria's external position improved during the year, as foreign reserves rose to \$45.45 billion by December 2025, supported by stronger foreign exchange liquidity and resilient remittances inflows. Portfolio capital also returned to the market, with capital importation rising significantly during the year.

These reforms were reflected in the performance of the capital market. Market capitalization increased from ₦62 trillion to ₦99 trillion, while the NGX All-Share Index delivered a strong annual return of 51.19%, reaching an all-time high of 155,650 points. Equally important were structural reforms within the market itself. The Investment and Securities Act 2025 modernized Nigeria's capital market framework while the transition to a T+2 settlement cycle aligned Nigeria with global best practices.

While the adjustment process has not been without challenges for businesses and households, these reforms have strengthened the credibility and resilience of Nigeria's financial architecture. In a year defined by the global repricing of risk, confidence proved to be the most valuable currency, and Nigeria's markets demonstrated that credible reform and institutional discipline can restore investor trust.

“  
*In a year defined by the global repricing of risk, confidence proved to be the most valuable currency, and Nigeria's markets demonstrated that credible reform and institutional discipline can restore investor trust.*  
”

## Financial Performance

Against this dynamic environment, CSCS delivered a strong financial performance in 2025. Revenue increased significantly by 66% to ₦23.21 billion, reflecting sustained market activity and growth across our core service lines. Total operating income reached ₦28.67 billion, highlighting the scalability of our operating model.

Operating profit rose significantly to ₦8.71 billion, expanding our operating margin to 37.5% compared to 10.7% in the prior year. This performance reflects disciplined cost management and improved operational efficiency across the organization.

Profits before tax reached ₦13.57 billion, while profit after tax stood at ₦9.90 billion. Our balance sheet also strengthened during the year, with total equity increasing to ₦43.49 billion, reinforcing the long-term sustainability of the institution.

These results reflect a business that continues to grow responsibly while maintaining a disciplined focus on operational efficiency, risk management, and long-term shareholder value.

## Strategic Progress

Beyond financial performance, 2025 was a year of meaningful institutional progress. At the foundation of this progress was our commitment to strengthening the integrity and reliability of our market infrastructure. During the year, we launched a comprehensive internal data integrity initiative to reinforce the accuracy and reliability of the operational backbone that supports the Nigerian capital market.

Technology remained a central pillar to our strategy. We completed the upgrade of our core application, delivering a more robust and scalable platform capable of supporting the evolving needs of the market. One of the most significant milestones of the year was the successful transition of Nigeria’s equity settlement cycle from T+3 to T+2.

“  
Technology remained a central pillar to our strategy. We completed the upgrade of our core application, delivering a more robust and scalable platform capable of supporting the evolving needs of the market.”

Achieved in close collaboration with regulators and market participants, this milestone improves liquidity, reduces counterparty risk, and aligns the Nigerian market with global standards. We also expanded our digital service ecosystem with the launch of RegConnect 2.0, the Custodian Portal, and the redesigned Brokers Portal, alongside expanded API integration capabilities.

Beyond Nigeria, we continued to contribute to regional market development by hosting the annual conference of the Africa and Middle East Depositories Association in Lagos, bringing together global market infrastructure leaders to advance dialogue on innovation, integration, and the future of capital markets. These initiatives reflect our ongoing commitment to strengthening the infrastructure that underpins Nigeria’s financial markets.

## Looking Ahead to the Next Phase of Evolution

As we enter 2026, CSCS stands at the threshold of the next phase in its institutional evolution. The conclusion of our 2021–2025 Strategic Plan represents not an endpoint, but a foundation upon which the next chapter of our growth will be built. In the coming years, our strategic focus will center on advancing digital transformation and automation across the post-trade ecosystem, expanding market interoperability and system integration, enhancing data infrastructure and analytics capabilities, and strengthening cyber resilience and operational security.

Following the successful transition to T+2 settlement, we will work closely with regulators and market participants to position the Nigerian capital market for T+1 settlement, further strengthening liquidity and reducing settlement risk.

The revised capital requirements introduced by the Securities and Exchange Commission Nigeria in 2026 represent an important step in reinforcing the financial strength and governance standards of market operators. A stronger ecosystem will ultimately support greater investor confidence and market growth.

Equally important is the continued evolution of our people and culture. Our employees remain the cornerstone of our success, and we will continue to invest in talent, leadership, and innovation to ensure that CSCS remains a workplace where excellence thrives.

“  
Our employees remain the cornerstone of our success, and we will continue to invest in talent, leadership, and innovation to ensure that CSCS remains a workplace where excellence thrives.”



Ultimately, the evolution of CSCS is closely tied to the evolution of the capital market itself. Our role is not just about change; it is about purposeful progress. Our responsibility is to ensure that the infrastructure supporting the market remains secure, efficient, and resilient.

### Conclusion

I want to express my sincere appreciation to our shareholders for the trust you continue to place in CSCS. Stewarding this institution on your behalf is both a privilege and a profound responsibility.

I also thank our Board for its guidance, our regulators for their continued partnership, and our clients and market participants for their confidence in our infrastructure and services.

Finally, I extend my deepest appreciation to my colleagues at CSCS. Your dedication, professionalism, and commitment to excellence are what sustain this institution and enable it to continue in service of the Nigerian capital market.

With your sustained commitment, I am confident that CSCS will remain a cornerstone of market stability and a catalyst for growth, innovation, and transformation in Nigeria's capital market.

Thank you.

**Shehu Yahaya Shantali**  
**Managing Director/ Chief Executive Officer**  
**23 April 2026**



# Electronic Document Management System (EDMS)

CSCS Electronic Document Management System (EDMS), is the solution that helps to streamline operations in publishing, indexing, storage, and retrieval of electronic data resources in your organization.

## Product Features



**Digitization**



**Physical Archiving**



**Electronic Document Management & Workflow in Real-time**



## Product Benefits

- Efficient preservation of documents
- Paperless environment
- Easy retrieval of documents
- Timely document access and distribution of workflow
- Security and access control
- Reclamation of space, etc.

## Contact Us

✉ [productsales@cscs.ng](mailto:productsales@cscs.ng)

☎ 0700 2255 2727

# STRATEGY & BUSINESS REVIEW



# Enterprise Risk Management Report

## 1.0 INTRODUCTION

CSCS remains committed to sustainable enterprise-wide risk management practices to drive institutional growth. With our promise of being more than just a CSD, our Enterprise-wide Risk Management (ERM) Policy is hinged on the establishment of risk oversight, monitoring, and reporting that fosters risk integration. We apply a bespoke risk management framework in identifying, assessing, monitoring, controlling, and reporting the inherent and residual risks associated with the pursuit of these ambitions, ensuring they are achieved the right way.

Risk strategies and policies are set by the Board of Directors of CSCS. The ERM Policy is a structured approach to identifying opportunities, assessing the risk inherent in these opportunities, and actively managing these risks in a cost-effective manner. Specific policies are also in place for managing risks in the different core risk areas such as financial, business continuity, legal & contractual, operational, regulatory & compliance, strategic, reputational, Information and Cyber Security risks, amongst others. Our policies and processes are aligned with our risk management strategy and established risk appetite.

CSCS's overall risk tolerance and appetite are established in the context of our strategy, capital and diversified business model and are set by the Board.

Ultimately, the purpose of the Company's Enterprise Risk Management functions is to identify, measure, evaluate, monitor, report and control all material risks on a timely basis and to assess the adequacy of our capital and liquidity in relation to our risk profile and market/macro-economic conditions.

### ENTERPRISE RISK REVIEW

CSCS regularly reviews its risk management policies and systems to reflect changes in markets, products, and emerging best practices. The risk management is carried out by Enterprise Risk Management & Resilience Division (ERM) within the scope of policies approved by the Board of Directors. Risks are managed such that the risk profile and CSCS's reputation are aligned with its objective of a low-risk appetite, balanced against a desire for reasonable returns.

## 2.0 ENTERPRISE RISK MANAGEMENT PHILOSOPHY

Enterprise Risk Management philosophy provides CSCS with superior capabilities to identify, assess and manage the full spectrum of risks faced by CSCS thereby creating value for stakeholders by protecting reputation, strengthening accountability, maximizing profits, and enhancing compliance to regulations and standards.

## 3.0 ENTERPRISE RISK GOVERNANCE

Effective governance ensures that risks are properly understood, managed, and communicated. The Board, with advice from various Board and Management Risk Committees, fosters a strong risk governance culture that shapes the Company's approach to risk management.

The three lines of defense model operated within CSCS, facilitate the effective operation of the ERM framework. Each line plays a distinct role in providing management and the Board with assurance on the Company's likely achievement of its key goals through the effective management of risks.

The first line of defense – Strategic Business Functions.

This consists of business units and line functions with primary responsibilities for risk management. The first line of defense consists of business owners/units who execute transactions and have the following risk management responsibilities. They identify emerging risks at the transaction/business unit level and conduct material risk assessments, at least annually; imbibe risk culture to align risk management with business objectives; and implement controls to reduce the likelihood and impact of risks.

The second line of defense – Independent Risk and Control Oversight

This consists of functions like Enterprise Risk Management and Resilience and the Internal Control team, who are responsible for providing independent oversight over key areas of risk. They give assurance that CSCS is operating within the defined risk appetite and is aligned with approved policies and procedures.



The third line of defense – Independent Assurance

This consists of Internal and external audit functions with primary responsibilities of evaluating and providing independent assurance on the adequacy, appropriateness and effectiveness of the risk management process and policy.

**4.0 ENTERPRISE RISK MANAGEMENT FRAMEWORK**

The Risk Management function has a comprehensive Enterprise Risk Management (ERM) framework that is approved by the Board annually, along with other policies, considering relevant regulatory standards.

The ERM framework establishes clear and robust risk governance arrangements; ensures open and transparent identification, analysis, management, monitoring and reporting of risks – including root causes, potential impacts and incidents from across the organization; embeds risk appetite in management decision-making through the Risk Appetite Framework, thereby ensuring an appropriate balance between risk and reward is maintained.

As the management of risk is continuously evolving, it is essential to regularly review the effectiveness of each component of the enterprise risk management (ERM) framework. This framework undergoes continuous evaluation to ensure effective risk management, achieved through the following methods:

- Ongoing self-evaluation and monitoring by the risk management and compliance functions, in collaboration with internal audit.
- Independent assessments conducted by external auditors, examiners, and consultants.
- A review of the overall effectiveness of the Company's risk management strategy at the enterprise level.

**5.0 INTERNAL CONTROL ACTIVITIES**

Internal Control activities are benchmarked to the COSO standards. Procedures are reviewed to optimise effectiveness and efficiency of controls. Controls are implemented to mitigate risks of errors, duplication and omissions that could affect the integrity of data in the CSCS depository and reliability of the financial statement.

Internal Control systems are embedded in all the procedures in CSCS through restricted access, segregation of duties and authorization workflows. They allow for review, validation, and approval of transactions, not only mitigating the risk of fraud but also preventing and detecting transaction errors. Control activities ensure that the financial information is complete, accurate and valid.

**6.0 BUSINESS CONTINUITY MANAGEMENT**

To ensure the resilience of CSCS's operations during any disruptive events, the Company has implemented a comprehensive Business Continuity Management System (BCMS). This system facilitates the prompt resumption of critical business activities while minimizing financial loss and protecting the company's reputation.

The BCMS is designed to mitigate the effects of incidents that could disrupt business operations and includes a detailed plan outlining recovery procedures and strategies for various disruptive events.

Furthermore, the Disaster Recovery Procedures for information technology-related incidents are clearly defined and are regularly tested to ensure their effectiveness. A market-wide test, involving various participants and stakeholders, is conducted twice a year. The tests performed in 2025 were successful, allowing us to assure business continuity in the event of a disaster.

As part of the Business Continuity Management System (BCMS), the Business Continuity Plan (BCP) is periodically reviewed and updated to ensure the information remains reliable and relevant according to global best practices. These efforts ensure that recovery coordinators understand their roles and responsibilities, validate the effectiveness of the recovery strategy, enhance staff readiness for managing potential disruptions, and ultimately ensure that the company remains viable.

CSCS received its recertification in September 2025 in accordance with ISO 22301:2019.

**7.0 INFORMATION/CYBERSECURITY RISK MANAGEMENT**

Cybersecurity has become the primary line of defence against an ever-evolving digital threat landscape. With billions in stakeholder funds and vast amounts of sensitive information at risk,

capital markets have become prime targets for cybercriminals seeking to disrupt operations and exploit confidential data.

CSCS has adopted innovative security practices in alignment with international best practices, such as being certified to the ISO 27001 standard amongst other globally accepted standards and practices e.g. strong vulnerability management processes, identity and access management applications and processes in place to adequately cater for the Infrastructure’s security.

In September 2025, CSCS was recertified in the globally recognised Information Security Standard ISO 27001:2022 (Information Security Management System).

## 8.0 WHISTLEBLOWING

CSCS has established a robust whistleblowing culture among its staff and has raised awareness among stakeholders. The whistleblowing platform is on the Company’s website and is accessible

to everyone. The primary goal is to ensure that all instances of irregularities are reported and addressed by the Company.

## 9.0 CONCLUSION

At the Enterprise Risk Management Division, we recognize that creating value for our people, investors, and stakeholders is essential for the sustainability of our operations. Therefore, we are dedicated to being a trusted partner that is more effective, simpler, and quicker in addressing the needs of our stakeholders. Our goal is to create long-term value for our employees, investors, customers, suppliers, regulators, the community, and the environment.

We will continue to prioritize sustainability at the highest level of our business, considering the environmental, social, and governance aspects of our operations. The risk management function will remain a key enabler for CSCS, providing value-added services to the Nigerian Capital Market.

# Environmental Social Governance (ESG) Sustainability Report 2025

This inaugural Sustainability Report marks a significant milestone in CSCS’s journey towards embedding sustainability at the core of its strategy and operations. It outlines the key Environmental, Social, and Governance (ESG) priorities that shaped our performance and impact during the 2025 reporting period, and reinforces our commitment to building a resilient, inclusive, and sustainable capital market ecosystem.

At CSCS, sustainability is not an adjunct – it is integral to how we operate, manage risk, and create long-term value. During the year, we focused on strengthening our infrastructure, enhancing governance, investing in our people, and supporting broader market development.

Aligned with evolving global standards, including IFRS Sustainability Disclosure requirements, this report establishes a clear foundation for transparent, consistent, and decision useful ESG reporting.

## Infrastructure and Innovation

We made significant progress in strengthening our core infrastructure and digital capabilities to support efficiency, resilience, and scalability. Key initiatives included upgrades to our core systems, enhancements to our cybersecurity architecture, and the deployment of advanced monitoring and protection tools.

These efforts have improved operational reliability and reinforced stakeholder confidence in our platform.



## Data Privacy and Cybersecurity

Safeguarding data and maintaining system integrity remained a top priority. We enhanced our cybersecurity framework through strengthened threat detection, and improved encryption protocols, and continuous monitoring. Governance oversight was further reinforced, alongside organisation-wide awareness initiatives to embed a strong culture of information security.

## Governance and Ethics

We maintained a strong commitment to transparency, accountability, and ethical conduct. Our governance framework continues to be reinforced through effective Board oversight, robust policies, and disciplined compliance structures. Notably, no regulatory breaches were recorded during the year, underscoring the strength of our governance culture.

## People and Workplace

Our people are central to our success. We continued to invest in employee well-being, professional development, and an inclusive workplace culture. Through targeted training, engagement initiatives, and strong health and safety practices, we are building a high-performing and supportive environment where our people can thrive.



## Financial Inclusion and Market Development

As a critical Financial Market Infrastructure provider, we remain focused on expanding access and deepening participation in the capital market. During the year, we enhanced investor engagement through digital platforms, supported market liquidity, and contributed to sustainable finance initiatives, including collaborations linked to government-backed green financing programmes.

**Environment and Climate Considerations**

While our direct environmental footprint is limited, we remain committed to responsible environmental stewardship. We implemented energy efficiency measures and continued to integrate climate considerations into our operations, in line with regulatory expectations and global best practices.

**Looking Ahead**

We remain focused on advancing our sustainability agenda by strengthening governance structures, enhancing ESG data and reporting capabilities, and deepening our contribution to market development. Our ambition is clear – to deliver long-term value while supporting a resilient, inclusive, and sustainable Nigerian capital market. The full Sustainability Report will be available on our website [www.cscs.ng](http://www.cscs.ng)





Collateral

# COLLATERAL MANAGEMENT SERVICE

CSCS offers Collateral Management - Lien Service for the validation and holding of investors' assets, following a collateral transaction involving money lending from a credit provider, to mitigate the lender's credit risk.

As a value-add, our Collateral Management Service is optimized by a **COLLATERAL MANAGEMENT SYSTEM** which grants credit providers online access to initiate, manage, and monitor their portfolio.

## FEATURES



A self-service portal



Collateral reporting and monitoring



Analytics on assets



Margin calls to credit provider and borrower



Real-time notifications and update on account activities

## PRODUCT BENEFITS

- Convenience in executing lien transactions and receiving update.
- Business intelligence on active liens and entire portfolio
- Gain traction in your loaning facility due to improved efficiency
- Mitigate loss through real-time margin call when an active lien falls below an established threshold
- Full visibility of your portfolio and individual lien performance
- Improve your customers' experience through process automation

## CONTACT

✉ [productsales@cscs.ng](mailto:productsales@cscs.ng)

☎ 0700 2255 2727

/CSCS Nigeria

Central Securities Clearing System PLC

[www.cscs.ng](http://www.cscs.ng)

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## The Board



### Mr. Temi Popoola

Chairman

(Date of Appointment - 01/04/ 2024)

“

*Mr. Temi Popoola is the Chairman of Central Securities Clearing System Plc (CSCS), the clearing house for the Nigerian capital market.*

*Prior to this, he served as the Chief Executive Officer of Nigerian Exchange Limited, the operating exchange subsidiary of NGX Group, guiding it through several strategic milestones and achievements.*”

He is a successful C-suite leader whose unique blend of business acumen, financial expertise, global market growth performance, and operational insight has earned him a reputation built on verifiable career achievements. A Wall Street trained Investment Banker, Mr. Popoola launched his career in London, working as an asset Manager where he gained extensive experience researching and assessing investment opportunities across Africa's energy sector. He further expanded his expertise as an Equity Derivatives Trader with Bank of America Securities in New York, USA.

Mr. Popoola joined UBA as Head of Structured Products and Investments for global markets. He subsequently led the Sales & Trading business at CSL Stockbrokers, a wholly owned subsidiary of FCMB.

In both roles, he facilitated the flow of capital from global investors into Nigeria, particularly those from South Africa, the UK, the US, and Nigeria.

Leveraging his expert knowledge of the Nigerian financial services industry, he became recognized as a leader in the industry and was subsequently recruited by Renaissance Capital in 2015, where he rapidly progressed into the CEO role, assuming responsibility for the West Africa operations of the firm. During his six-year tenure at Renaissance Capital, Mr. Popoola provided strategic market insight and leadership.

He diversified the Company's revenue streams by adding fixed income, derivatives, structured products, financing, and wealth management. He oversaw a global workforce, expanded foreign investor capital opportunities into the Nigerian market, and introduced new processes, programs, and strategies to exceed corporate and client expectations. Mr. Popoola's influence extends beyond his executive roles.

His contributions to the World Federation of Exchanges and the African Securities Exchanges Association, as a Board and Executive Committee member respectively, underscore his commitment to shaping the future of the global financial community. Additionally, his position as the Chairman of NG Clearing Limited highlights his dedication to enhancing market infrastructure and fostering transparency within the Nigerian financial ecosystem.

In addition to his professional accomplishments, Mr. Popoola is deeply committed to fostering collaborative team environments and leveraging his expertise to mentor and guide others towards surpassing organizational goals. His passion for finance and investment banking is complemented by his dedication to empowering teams and driving impactful change within the industry. Mr. Popoola graduated with a BSc (First-Class Honors) in Chemical Engineering from the University of Lagos, Nigeria and holds an M.Sc. from Massachusetts Institute of Technology (MIT), USA.

Additionally, he is a Chartered Financial Analyst (CFA) charter holder and has obtained FINRA's Series 7 and 63 licensures.



**Shehu Yahaya Shantali**

Managing Director/Chief Executive Officer  
(Date of Appointment - 21/11/2025)

“

*Shehu Yahaya Shantali is a seasoned financial services executive and market infrastructure leader with over two decades of experience spanning capital market regulation, financial advisory, investment management, asset management, technology, and payment systems.*

”

He brings a rare, end-to-end understanding of the securities lifecycle—covering regulation, trading, clearing and settlement, custody, asset management, and digital financial platforms—positioning him as a trusted leader in post-trade and financial market infrastructure.

He began his career at the Securities and Exchange Commission (SEC) of Nigeria, where he spent a decade in regulatory oversight, financial control, and investment management roles.

During this period, he contributed to regulatory frameworks governing Exchanges and Trade Points, Financial Market Infrastructure,

and Securities Services Solution Providers, while also overseeing the SEC’s institutional investment portfolio.

He played key roles in market-wide reforms, including Nigeria’s transition to International Financial Reporting Standards (IFRS) and the implementation of the contributory pension scheme, demonstrating strong capability in regulatory coordination and system-wide change management.

Shehu has held several C-Suite roles in investment management and advisory services, including the Chief Executive Officer role of Apricot Investments Limited, an investment holding company. In this role, he oversaw the establishment and scaling of multiple market-facing subsidiaries, strengthening his engagement with asset managers, custodians, brokers, and other critical participants across the post-trade ecosystem.

Within the payments ecosystem, he served as Executive Director at Teasy Mobile Payments Ltd, where he supported the development and operation of a secure payment gateway utilized by various market operators. He managed end-to-end transaction authorization, clearing, reconciliation, and settlement with high system availability, and played a leading role in pioneering contactless payments and agency banking in Nigeria.

He has also served as a consultant to the UK Nigeria Infrastructure Advisory Facility (UKNIAF), advising on complex public-private partnerships and financing structures for major national infrastructure projects.

Shehu holds a BSc in Accounting, an Executive MBA and an Executive Diploma in Strategic Project Management. He is a Fellow of the Association of Chartered Certified Accountants (UK), an Associate of the Institute of Chartered Accountants of Nigeria, a Member of the Chartered Institute for Securities & Investment (UK), and Member of Global Association of Risk Professionals (GARP)US.



**Mrs. Chinelo Anohu**

Independent Non-Executive Director  
(Date of Appointment - 03/10/2019)

“  
*Mrs. Chinelo Anohu is an Independent Non-Executive Director in CSCS Plc. She graduated with an LL.M in Computer and Communications Law Studies from the London School of Economics, England after obtaining an LL.B from the University of Nigeria, Enugu Campus, Nigeria. She was called to the Nigerian Bar in 1997.*”

Prior to her current position, Mrs. Anohu was the Director General, National Pension Commission, Abuja, Nigeria from October 2014 to April 2017 after Acting as the Director General from December 2012 to October 2014 and Secretary/Legal Adviser from December 2004 to December 2012, National Pension Commission, Abuja.

She also serve as Legal Advisor, Telecommunications Sector Reform, BPE and Legal Adviser/Marketing Executive, AS Financial Services Wembley, UK from March 2001 to June 2002.

She is a member of the Chartered Institute of Arbitrators, London; London Stock Exchange Africa Advisory Group (LAAG), London, United Kingdom; and the International Advisory (IAB) University of Edinburgh Business School Edinburgh, Scotland from December 2018 till date.

Her interests include active participation in charitable programmes and she enjoys reading novels and travelling.



**Mr. Ibrahim Dikko**

Independent Non-Executive Director  
(Date of Appointment - 03/10/2019)

“  
*Mr. Ibrahim Dikko is an Independent Non-Executive Director in CSCS Plc. He graduated with an LL.M [Corporate & Commercial Law] degree from Queen Mary & Westfield College, University of London, England after obtaining his LL.B from the University of Buckingham, England.*”

He was called to the Nigerian Bar in 1990. Mr. Dikko has worked in a variety of roles in Banking, Information Technology and Telecommunications.

He worked with the team responsible for setting up the first Discount House in Nigeria and later rose to become Chairman of the Discount House from 2002 to 2012. He was a Partner and Director at Resourcery Plc where he led business development.

Mr. Dikko was also a pioneer member of the team that set up EMTS Limited (trading as Etisalat Nigeria) in 2007 and was Vice President for Regulatory and Corporate Affairs until he left in 2017. He has a keen interest in competition regulation as well as the interplay between technology and regulation in the fast-changing Fintech/Regtech space. His interests also cover Corporate Governance and he is an Independent Director on the Boards of Custodian Investments Plc, Baker Hughes Company Limited and the Society for Corporate Governance Nigeria.



**Mr. Adeyinka Shonekan**

Executive Director  
(Date of Appointment – 9/11/2022)

“  
*Mr. Adeyinka Shonekan is an accomplished Administrator and Financial Services professional with experience in General Management, Relationship Management, Investment and Portfolio Management, Credit Appraisal, Loan Management, Risk Assessment, Treasury Management, Performance Management, Business Development and Project Management.*”

As an influential Interpersonal Communicator and Negotiator, Mr. Shonekan is skilled at developing personal and strategic relationships with key stakeholders across broad levels and dimensions. He has a track record of building and leading effective cross functional teams, driving change initiatives and implementing strategy. Prior to joining CSCS, Mr. Shonekan was an Executive Director at Volker Securities and Investments Company Limited; the Chief Operating Officer at Unic Insurance Plc; Group Head, Corporate Banking, Telecoms and Special Projects at Bond Bank Limited and a member of the Corporate Banking team at Guaranty Trust Bank, respectively.

Mr. Shonekan is a Senior Member of the Chartered Insurance Institute of Nigeria. He has a B.A. Economics from the University of Leicester, an MBA in International Management from the University of Exeter and a Diploma in Marketing from the Chartered Institute of Marketing, England.



**Mr. Nonso Okpala**

Non-Executive Director  
(Date of Appointment – 01/04/2024)

“  
*Mr. Nonso Okpala is a Serial Investor and Philanthropist, with over 19 years experience in capital markets, greenfield expansion, ecosystem orchestration, and creative industry investment in Africa’s largest economy.*”

He is currently the Group Managing Director of VFD Group Plc, a proprietary investment company with a substantial ₦240 billion asset base with significant investments within and outside Nigeria. Mr. Okpala spearheads strategic acquisitions across various sectors, achieving remarkable growth exceeding a 30% Return on Equity (ROE) implementing flawless corporate governance as a strategy.

He has over the years led on ensuring the convergence of technology, and finance to allow for the democratizing of asset ownership through digital platforms, with the goal of increasing and improving financial inclusion to people of all backgrounds.

With previous roles at Heirs Holdings, UBA, and KPMG, Mr. Okpala brings a wealth of expertise having led audit and financial advisory services. Sitting as Non-Executive Director on the Boards of VFD Ghana, Herel Nigeria and the Nigerian Exchange Group Plc, he is fully committed to diversifying investment opportunities in the capital market.

Mr. Okpala blends investment and philanthropic ideals seamlessly as his personal investment in Education is driven through the Chude and Ego Foundation, where he pushes for free, high-quality education in Nigeria’s underserved regions.



**Mr. Samuel Onukwue**

Non-Executive Director  
(Date of Appointment - 01/04/2024)

“  
*Mr. Samuel O. Onukwue has extensive banking and capital market experience gained over 30 (thirty) years with the Central Bank of Nigeria, Merchant and Commercial Banks, as well as Multinational Financial Institutions.*  
”

He is currently the Chairman of Association of Securities Dealing Houses of Nigeria (ASHON), and served on the Council of the Institute of Chartered Accountants of Nigeria between 2014 and 2017.

Mr. Onukwue is the founder and pioneer Chief Executive Officer of Mega Equities Limited which he has successfully piloted since its inception in 2002, and now part of Mega Capital Group where he serves as the Group Managing Director.

Mr. Onukwue is a graduate of Accounting from the Yaba College of Technology, and a Fellow of the Institute of Chartered Accountants of Nigeria, as well as the Chartered Institute of Stockbrokers.

He holds an MBA from the University of Lagos and an M.Sc. from Leeds Metropolitan University, UK. He is a member of the Institute of Directors Nigeria.



**Dr. Aisha Muhammed-Oyebode**

Independent Non-Executive Director  
(Date of Appointment - 26/07/2024)

“  
*Dr. Aisha Muhammed-Oyebode is an Independent Non-Executive Director in CSCS Plc. She is the Group Chief Executive Officer of Asset Management Group (AMG) Limited and CEO of the Murtala Muhammed Foundation.*  
”

She also chairs Lekoil Limited and has played a significant role in corporate governance across multiple industries.

With a strong legal background, Dr. Muhammed-Oyebode holds a PhD in Law from SOAS, University of London, and advanced degrees from King’s College London and Imperial College London.

She is deeply committed to sustainable development, particularly in the areas of conflict resolution and women’s leadership initiatives.



**Mrs. Bola Adesola**

Independent Non-Executive Director  
(Date of Appointment - 26/07/2024)

“

*Mrs. Bola Adesola is an Independent Non-Executive Director in CSCS Plc. She is an accomplished banker with over 33 years of experience. She currently serves as Chairman of Ecobank Nigeria and the Lagos State Employment Trust Fund.*”

Her career includes senior leadership roles such as Senior Vice-Chairman, Africa at Standard Chartered Bank and CEO of Standard Chartered Bank Nigeria and West Africa. She is also on the Board of Guinness Nigeria.

A co-founder of Women in Management, Business, and Public Sector (WIMBIZ), Mrs. Adesola is dedicated to empowering women in leadership positions.

She holds a law degree from the University of Buckingham, UK, and is an alumna of Harvard Business School and Lagos Business School.



## Executive Management Team



**Shehu Yahaya Shantali**  
Managing Director/ Chief Executive Officer



**Adeyinka Shonekan**  
Executive Director

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**Onome Komolafe**

Divisional Head, Business Service & Client Experience



**Tobe L. Nnadozie**

Divisional Head, Business Technology & Digital Innovation



**Peter Medunoye**

Chief Financial Officer



**Isioma Lawal**

Head ERM & Resilience Services

# Management Team



**Akinwonuola Atitebi**  
Head, Treasury & Investment



**Babangida Yahaya**  
Head, Depository Services



**Abiodun Owoeye**  
Chief Internal Auditor



**Ojone Umoru**  
Head, Abuja Office



**Tomilayo Aluko**  
Head, Corporate Communication & Marketing



**Idibore Danlami Ali**  
Head, Financial Reporting



**Ewhomazino T. Otuoniyo**  
Acting Company Secretary & General Counsel



**Nnaemeka C. Okereke**  
Head, Corporate Strategy & Execution



**Oladipo W. Oluyinka**  
Acting Group Head, Employee Experience Services



**Agbeleye Olayemi**  
Acting Chief Information Security Officer



**Vivian Ashiogwu**  
Head, Contact Centre



**Uchechi Chukwuemeka**  
Head, Performance Management & Investor Relations



**Hadiza Saidu**  
Head, Ancillary & New Markets Business



**Ehiremen J. Ojo**  
Acting Head, Clearing & Settlement Operations

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# DIRECTORS' REPORT

# Directors' Report for the Year Ended 31 December 2025

The Directors present their report on the affairs of Central Securities Clearing System Plc (“the Company” or “CSCS”) and its subsidiary (together “the Group”), together with the annual consolidated and separate financial statements and independent auditor’s report for the year ended 31 December 2025.

## Legal Form

The Company was incorporated on 29 July 1992 as a Private Limited Liability Company and effectively commenced business operations on 14 April 1997. The Company transmuted to a Public Company following the resolution of its shareholders at its Annual General Meeting of 16 May 2012.

## Principal Activities and Business Review

“The Central Securities Clearing System Plc is a Financial Market Infrastructure (FMI) Company that undertakes the business of depository, clearing and settlement of securities traded in the Nigerian Capital Market. The Company is licensed by the Securities and Exchange Commission and operates a computerized depository, clearing, settlement and delivery system for transactions in shares and fixed income securities listed/traded on the Nigerian Exchange Limited, NASD OTC Exchange or any other authorized/organized Securities Trading Platform in the Nigerian Capital Market. CSCS is also licensed by the Securities and Exchange Commission as an agent for Central Depository, Clearing and Settlement of transactions in the capital market. CSCS keeps and maintains an electronic book-entry record of all securities to facilitate the safekeeping and easy transfer of securities between parties during a trade.

The Company also acts as a depository for Federal Government of Nigeria (FGN) Bonds, Municipal and Corporate Debt instruments. The Company has one (1) subsidiary company namely: Insurance Repository Nigeria Limited and one (1) associate Company – NG Clearing Limited. Insurance Repository Nigeria Limited was incorporated in Nigeria on 29 January 2015 and was yet to commence operations as at 31 December 2025. Its principal objective is to enhance the record keeping of insurance policies and data.

## OPERATING RESULTS

Highlights of the Group and Company’s operating results for the year are as follows:

In thousands of Naira	Group 31 December 2025	Group 31 December 2025	Group 31 December 2024	Company 31 December 2024
Total operating income	28,666,112	28,666,112	26,093,836	26,093,836
Profit before tax	13,573,721	14,169,839	13,842,043	13,649,013
Income tax	(3,671,818)	(3,671,818)	(1,894,124)	(1,894,124)
<b>Profit for the year</b>	<b>9,901,902</b>	<b>10,498,021</b>	<b>11,947,919</b>	<b>11,754,889</b>
Other comprehensive income, net of tax	(18,112)	(18,112)	(251,008)	(251,008)
<b>Total comprehensive income</b>	<b>9,883,790</b>	<b>10,479,909</b>	<b>11,696,911</b>	<b>11,503,881</b>
Basic and diluted earnings per share (kobo)	198	210	239	235



## OWNERSHIP STRUCTURE

The issued and fully paid-up share capital of the Company was 5,000,000,000 ordinary shares of ₦1 each as at 31 December 2025 (31 December 2024: 5,000,000,000 ordinary shares of ₦1 each). The shareholding structure as at the reporting date is as shown below:

Shareholders	31 December 2025		31 December 2024	
	Number of Shares	Shareholding Percentage	Number of Shares	Shareholding Percentage
Nigerian Exchange Group Plc	2,175,950,878	43.52%	2,175,950,878	43.52%
FMDQ Holdings Plc	1,080,641,902	21.61%	1,080,641,902	21.61%
Access Holdings Plc	375,000,000	7.50%	375,000,000	7.50%
United Bank for Africa Plc	268,500,000	5.37%	268,500,000	5.37%
Others with shareholdings less than 5%	1,099,907,220	22.00%	1,099,907,220	22.00%
	<b>5,000,000,000</b>	<b>100%</b>	<b>5,000,000,000</b>	<b>100%</b>

## DIRECTORS AND THEIR INTERESTS

The following Directors of the Company held office during the year and represent the Company's shareholders. The Directors which have direct and indirect interests in the issued share capital of the Company as recorded in the register of Directors' shareholding are noted below:

Directors Shareholding	31 December 2025			31 December 2024		
	Direct	Indirect	Total	Direct	Indirect	Total
Mr. Temi Popoola	-	2,175,950,878	2,175,950,878	-	2,175,950,878	2,175,950,878
Mr. Shehu Yahaya Shantali*	-	-	-	-	-	-
Mr. Haruna Jalo-Waziri**	600,000	-	600,000	-	-	-
Mrs. Chinelo Anohu	-	-	-	-	-	-
Mr. Ibrahim Dikko	-	-	-	-	-	-
Mr. Nonso Okpala	-	38,397,738	38,397,738	-	38,397,738	38,397,738
Mr. Samuel Onukwue	-	1,094,500	1,094,500	-	1,017,500	1,017,500
Mrs. Bola Adesola	-	-	-	-	-	-
Dr. Aisha Muhammed-Oyebode	-	-	-	-	-	-
Mr. Adeyinka Shonekan	218,094	-	218,094	218,094	-	218,094

\*Mr. Shehu Yahaya Shantali was appointed as Managing Director/Chief Executive Officer vide a board resolution passed on 21 November 2025. His appointment took effect on 1 January 2026.

\*Mr. Haruna Jalo-Waziri exited the Company as Managing Director/Chief Executive Officer on 31 December 2025.

## DIRECTORS' INTERESTS IN CONTRACTS

Except as disclosed above, no Director has notified the Company, for the purposes of Section 303 of the Companies and Allied Matters Act of Nigeria, of any interest in contracts during the year.

## Analysis of Shareholding

The shareholding pattern of the Company as at 31 December 2025 was as stated below:

Share range	No of shareholders	Percentage of shareholders	No of holdings	Percentage holdings
1 - 1,000	575	35.32%	221,711	0.00%
1,001 - 5,000	257	15.79%	725,218	0.01%
5,001 - 10,000	130	7.99%	1,070,006	0.02%
10,001 - 50,000	297	18.24%	7,750,982	0.16%
50,001 - 100,000	81	4.98%	6,204,307	0.12%
100,001 - 500,000	133	8.17%	35,940,909	0.72%
500,001 - 1,000,000	40	2.46%	31,008,435	0.62%
Above 1,000,000	115	7.06%	4,917,078,432	98.34%
	<b>1,628</b>	<b>100%</b>	<b>5,000,000,000</b>	<b>100%</b>

The shareholding pattern of the Company as at 31 December 2024 was as stated below:

Share range	No of shareholders	Percentage of shareholders	No of holdings	Percentage holdings
1 - 1,000	523	35.20%	205,483	0.00%
1,001 - 5,000	223	15.01%	640,006	0.01%
5,001 - 10,000	110	7.40%	902,860	0.02%
10,001 - 50,000	287	19.31%	7,541,876	0.15%
50,001 - 100,000	78	5.25%	5,932,108	0.12%
100,001 - 500,000	122	8.21%	33,083,821	0.66%
500,001 - 1,000,000	28	1.88%	22,284,974	0.45%
Above 1,000,000	115	7.74%	4,929,408,872	98.59%
	<b>1,486</b>	<b>100%</b>	<b>5,000,000,000</b>	<b>100%</b>

## Substantial Interest in Shares

According to the register of members at 31 December 2025, no shareholder held more than 5% of the issued share capital of the Company except the following:

Shareholders	31 December 2025		31 December 2024	
	Number of shares held	% of shareholding	Number of shares held	% of shareholding
Nigerian Exchange Group Plc	2,175,950,878	43.52%	2,175,950,878	43.52%
FMDQ Holdings Plc	1,080,641,902	21.61%	1,080,641,902.00	21.61%
Access Holdings Plc	375,000,000	7.50%	375,000,000	7.50%
United Bank for Africa Plc	268,500,000	5.37%	268,500,000	5.37%



### Donations and Charitable Gifts

The Group made contributions and donations to non-political organisations amounting to ₦112.17million (31 December 2024: ₦44.5 million) during the year, as listed below:

		31 December 2025
Beneficiary	Purpose	Amount
		(N'000)
Nigerian Exchange Limited	Sponsorship of the IWD 2025 Celebration	3,000
Ikoyi Club 1938	Sponsorship of Lady Captain's Day	1,500
Lagos Polo Club	Sponsorship of Polo tournament semifinal and finals booth	800
Parkland Amusement Center	Sponsorship of Parkland Children's Day Celebration	500
Association of Securities Dealing Houses of Nigeria	Donations towards ASHON's Building Project	60,000
MOA Unique Services Limited	Sponsorship of the NITDA Cybersecurity Conference	5,375
ICAN Lagos and District Society	Sponsorship of Investiture and Award Ceremony	1,000
Economic Forum Media	Sponsorship of MSME CEO Forum 2025	2,000
Rotary Club of Ikoyi Metro	Sponsorship of Rotary International	500
Institute of Capital Market Registrars	Sponsorship of the ICMR Annual Conference	2,500
Chartered Institute of Personnel Management of Nigeria	Sponsorship of The CIPM 57th International Conference	1,000
Capital Market Correspondents Association of Nigeria	Sponsorship of CAMCAN 2025 Workshop	2,000
Chartered Institute of Stockbrokers	Sponsorship of the 29th Annual Conference	5,000
Bvndle Loyalty Limited-Rewards Festival	Sponsorship of the Bvndle's Consumer-Innovation Initiatives	20,000
Lagos Motor Boat Club	Sponsorship of the Lagos Motorboat Club Interactive Programs	3,000
Association of Securities Dealing Houses of Nigeria	Sponsorship of the Investiture of ASHON's Initiatives/Events	2,000
Chartered Institute of Arbitrators Nigeria Ltd	Sponsorship of the CI Arb 2025 Annual Conference	500
Duke of Shomolu Foundation Production	Sponsorship of the Foundation's End of Year Social Impact Initiatives	1,500
		<b>112,175</b>

		31 December 2024
Beneficiary	Purpose	Amount
		(N'000)
CHARTERED INSTITUTE OF STOCKBROKERS	Sponsorship of the 28th Annual Stockbrokers Conference	2,000
CAPITAL MARKET CORRESPONDENTS ASSOCIATION OF NIGERIA	Sponsorship of 2024 CAMCAN Annual Workshop	2,000
AIFA READING SOCIETY LTD	Sponsorship of AIFA Reading Society	2,000
PARKLAND MULTISERVICES VENTURE	Sponsorship of the 2024 Parkland Children's Day Event	1,000
ST. SAVIOUR'S SCHOOL IKOYI	Sponsorship of the St. Saviour's School Fun Day Event	1,000
LAGOS POLO CLUB	Sponsorship of the Lagos Polo Club Cancer Bowl Tournament	10,000
LAGOS INTERNATIONAL THEATRE FESTIVAL LTD	Sponsorship for Lagos International Theatre Festival	2,000
ASSOCIATION OF SECURITIES DEALING HOUSES OF NIGERIA (ASHON)	Sponsorship of ASHON Programme	1,000
ICAN LAGOS AND DISTRICT SOCIETY	Sponsorship of ICAN Catch Them Young Programme	500
NIGERIAN EXCHANGE LIMITED	Sponsorship of NGX Global Money Week	500
11 HOSPITALITY LIMITED	Sponsorship of SEC Market Retreat on Capital Market	11,730
INSTITUTE OF CAPITAL MARKET REGISTRARS	Sponsorship of the ICMR 13th Annual Conference	1,000
LAGOS MOTOR BOAT CLUB	Sponsorship of the Lagos Motor Boat Club Events	1,800
AVOCADO ASSOCIATES NIGERIA LTD	Sponsorship of the public hearing/enlightenment on Unclaimed Dividend	5,000
METROPOLITAN CLUB	Sponsorship of the IOSCO World Investor Week (WIW) Event	2,000
NIGERWIVES BRAILLE BOOK PRODUCTION CENTRE	Donation for procurement of A4 Braille Paper for the visually impaired	1,000
		<b>44,530</b>

The Group did not make donations to any political party during the year ended 31 December 2025 (31 December 2024: Nil).

## Human Resources

### i) Employment, Employee Training and Development

Employment at CSCS follows a very thorough process that focuses on merit. The Group ensures that the most qualified persons are recruited for appropriate levels regardless of their state, ethnicity, religion or physical condition. Training and development of staff is an uncompromised strategy of the Group towards ensuring that staff are properly skilled and re-skilled to undertake their respective assignments. The Group did not employ any persons with disabilities during the year under review.

### ii) Health, Safety and Welfare of Employees

The Group takes the health, safety and welfare of its employees very seriously, with a strong conviction that a healthy workforce will always be highly productive and will deliver superior performances at all times. Consequently, top health care providers have been carefully selected under a managed care scheme to look after the health care needs of employees and their dependents.



## Property and Equipment

Information relating to changes in property and equipment is given in Note 15 to the consolidated and separate financial statements. In the opinion of the Board of Directors, the market value of the Group's properties is not significantly different from the value shown in the Annual Report.

## Events After Reporting Date

There were no significant events after the reporting date that could affect the reported amount of assets and liabilities as of the reporting date.

## Dividends

During the period, the Board of Directors, pursuant to the powers vested in it by the provisions of Section 426 (1) of the Companies and Allied Matters Act (CAMA) 2020, proposed a dividend of 178 kobo per share, amounting to a total of N8.9billion (31 December 2024: 176 kobo per share; N8.80billion) from the retained earnings account as at 31 December 2025, pending the approval of the shareholders at the 2025 Annual General Meeting.

Dividend paid during the year amounts to a total of N8.80billion (31 December 2024: N7.50billion)

Payment of dividends is subject to withholding tax at a rate of 10%.

## Auditor

Messrs. Deloitte & Touche, having satisfied the relevant corporate governance rules on their tenure in office have indicated their willingness to continue in office as Auditors to the Company in accordance with Section 401 (2) of the Companies and Allied Matters Act (CAMA) 2020. Therefore, the Auditor will be re-appointed at the next Annual General Meeting of the Company without any resolution being passed.

BY ORDER OF THE BOARD

### **Ewhomazino Terry Otuoniyo**

Acting Company Secretary  
Central Securities Clearing System Plc  
FRC/2026/PRO/NBA/002/016242  
24 March 2026

# CORPORATE GOVERNANCE REPORT





# Corporate Governance Report for the Year Ended 31 December 2025

This report highlights Central Securities Clearing System Plc's ("CSCS" or "the Company") continued compliance with the highest standards of corporate governance and global best practices. It provides an overview of the Company's governance framework, corporate culture, its activities and oversight functions of the Board of Directors, Executive Committee, and Management Committee during the financial year ended 31 December 2025.

As Nigeria's Central Securities Depository and a systemically important Financial Market Infrastructure, CSCS recognizes that strong corporate governance culture is fundamental to market integrity, operational resilience, investor confidence, and long-term institutional sustainability. Accordingly, the Board of Directors ("the Board") remains committed to ensuring that governance principles are embedded across all levels of the organization.

## Corporate Governance Report

During the year ended 31 December 2025, Central Securities Clearing System Plc (CSCS) continued to strengthen its governance framework in line with regulatory requirements and global best practices.

The year was marked by disciplined regulatory compliance, effective Board oversight, and an albeit unprecedented yet seamless leadership transition with the appointment of a new Managing Director/Chief Executive Officer. The Board reinforced its strategic oversight by strengthening corporate governance and introducing Environmental, Social and Governance (ESG) engagements within its purview, as well as monitoring emerging regulatory developments in Nigeria and globally.

CSCS maintained full compliance with directives issued by its apex regulator, the Securities and Exchange Commission (SEC), and submitted all required statutory and regulatory filings within prescribed timelines. The Company also sustained its certification as a Great Place to Work for the second consecutive year, reflecting a strong organizational culture anchored on accountability, engagement and performance.

Overall, the Board is pleased to report that the Company's governance structures, risk management systems, and internal controls operated effectively throughout the reporting period.

## Culture

The Board recognizes that organizational culture and human capital are critical drivers of long-term sustainability, operational resilience, and strategic execution and as such it acknowledges its most valuable asset is its people.

With oversight from the Board, the Company had engaged an external consultant to undertake a comprehensive Human Resources transformation and an enterprise re-engineering initiative. The outcome established a structured roadmap for embedding a defined Market Culture – one characterized by performance excellence, accountability, innovation, responsiveness, and strategic alignment.

During the period under review, Management continued to operationalize these transformation outcomes, strengthening performance frameworks, reinforcing leadership accountability, and aligning talent management processes with strategic priorities.

In 2025, CSCS was certified as a Great Place to Work, affirming sustained employee trust, engagement, and Organizational credibility. Notably, very few employee exits were recorded throughout the year, reflecting strong workforce stability, employee commitment, and the effectiveness of the Company's culture and engagement initiatives.

From an ESG perspective, these achievements reinforce the Company's commitment to the social pillar through deliberate investment in employee well-being, inclusion, professional development, and workplace excellence. Structured engagement sessions conducted through the Employee Experience team provided employees across all cadres with formal platforms to share feedback, ensuring continuous improvement and leadership responsiveness.

The Company continues to prioritize psychological safety, diversity, equity, and transparent communication, recognizing that inclusive and empowered teams drive innovation and institutional resilience. Investments in capacity development, digital skills enhancement, and leadership strengthening reflect a long-term approach to sustainable human capital management.

From a Governance standpoint, the Board maintains active oversight of culture, talent sustainability, and succession planning. Human capital metrics, workforce stability, and engagement outcomes form part of the Board's broader oversight responsibilities, ensuring that culture remains aligned with strategic objectives and risk management frameworks.

By embedding ESG principles within its people strategy, CSCS reinforces its commitment to sustainable value creation, stakeholder confidence, and responsible institutional stewardship within the Nigerian capital market.

## Governance Philosophy and Regulatory Compliance

CSCS conducts its affairs in strict adherence to:

1. The Nigerian Code of Corporate Governance (NCCG) 2018
2. The SEC Code of Corporate Governance for Public Companies
3. The Companies and Allied Matters Act (CAMA), 2020
4. The Investment and Securities Act, 2025
5. Applicable circulars, guidelines, and directives issued by SEC
6. Business Facilitation (Miscellaneous Provisions) Act, 2023
7. Global best practices and standards for Financial Market Infrastructures

During the year under review, the Company maintained full compliance with all existing and newly issued directives of its apex regulator, the Securities and Exchange Commission (SEC). All statutory and regulatory filings were submitted within prescribed timelines.

This compliance posture is embedded within CSCS' governance model, which promotes a strong top-to-bottom culture of accountability and regulatory discipline. The Board sets the tone at the top through clear policy direction and oversight, while Management operationalizes this mandate through structured internal controls, risk monitoring systems, and continuous regulatory review. Compliance is therefore not treated as a procedural obligation but as an enterprise-wide responsibility integrated into strategy, operations, and performance management.

The NCCG Compliance Report, quarterly management accounts, statutory obligations including Nigeria Social Insurance Trust Fund (NSITF), Industrial Training Fund (ITF) and Group Life Insurance deliverables were duly completed and filed in accordance with regulatory requirements before the deadline.

### Whistle Blowing

CSCS has a comprehensive Whistleblowing Policy designed to meet regulatory standards and international best practices. The framework is accessible to employees, stakeholders, and the public. It utilizes a secure, technology-enabled reporting platform, allows for independent escalation to the Board and guarantees confidentiality and protection against retaliation.

The Board maintains oversight of whistleblowing matters and regularly evaluates the effectiveness of the framework.

The Company's policy aligns with the SEC's Corporate Governance Code of Conduct and the Investment and Securities Act, 2025. It provides a distinct avenue for reporting illegal or unethical behavior within the Company.

The whistle-blowing process uses a technology-enabled platform provided by Deloitte & Touche, which is open to all stakeholders, along with an option for direct escalation to the Board and/or regulators.

The Board continues to supervise and periodically review the whistleblowing policy to ensure its efficacy.

### Significant Shareholding Structure

CSCS top 5 (Five) significant shareholders as of 31st December 2025 are listed below:

S/N	Shareholder	No. of Shares	% of Holding
1	Nigerian Exchange Group Plc	2,175,950,878	43.52
2	FMDQ Holdings Plc	1,080,641,902	21.61
3	Access Holdings Plc	375,000,000	7.50
4	United Bank for Africa Plc.	268,500,000	5.37
5	Others with shareholding less than 5%	1,099,907,220	22.00

### Cross-Shareholding

CSCS does not hold shares or ownership rights in any publicly traded entity that is a shareholder of CSCS. Hence, there is no incident of cross shareholding.

### Compliance with Statutory Reports

At the end of the 2025 financial year, CSCS complied with all the applicable regulatory and financial reporting requirements within the stipulated time frame. There was no fine or penalty against CSCS.

### Board Performance and Evaluation

The Board continues to appraise its performance annually with the assistance of an independent third-party consultant. The evaluation encompasses board composition, adequacy of skills, committee effectiveness, and overall synergy. Feedback from the appraisal is communicated to the Board Chairman. The Consultant's report confirms that the Board's composition and committee structures remain compliant with SEC Corporate Governance Guidelines and global best practices.

### Director Nomination Process

The Corporate Governance, Nominations and Remuneration Committee (CGN&RC) manages the nomination of candidates for board vacancies. Candidates are assessed on merit and relevant experience, with consideration for gender diversity, skills, and overall alignment with the Company's strategic objectives.



**Board Training for Continuous Professional Development**

Directors engage in continuous professional development to optimize their performance. Ongoing development opportunities are provided through research visits to centres of excellence in business operations and structured classroom learning programs to enhance their understanding of international corporate governance practices.

**Chairman of the Board**

For the 2025 FY, Mr. Temi Popoola continues to serve as Chairman of the Board, and presides over all Board meetings as the highest-ranking officer.

**Chief Executive Director**

Mr. Haruna Jalo-Waziri served as the Managing Director/Chief Executive Officer (MD/CEO) of the Company during the review period, working with the Executive Committee to manage daily operations. After Mr. Jalo-Waziri’s exit from the Company on 31 December 2025, Mr. Shehu Yahaya Shantali assumed office effective 1 January 2026 as the new MD/CEO. He acts as the main link between Management and the Board, making corporate decisions within the scope of delegated authority.

**Executive Director**

Mr. Adeyinka Shonekan, the Company’s Executive Director, continues to support the MD/CEO and the Executive Committee in managing daily operations. The ED also serves as a member of the Board.

**Non-Executive Directors**

The Company’s Non – Executive Directors’ are accomplished professionals from varied business backgrounds. Their insights and experience greatly contributed to the Company’s achievements during the year. They shared their extensive knowledge with the Board, acting in the best interests of both the Company and its shareholders. After serving their final term, directors retire as outlined in the Company’s Memorandum and Articles of Association. The Non-Executive Directors bring diverse expertise to the Board, enriching discussions and ensuring balanced governance. Directors retire according to the provisions specified by the Company’s Memorandum and Articles of Association upon the completion of their tenure.

**Remuneration of Directors**

Director fees are set by the Board and require shareholder approval at the Annual General Meeting. The Company Secretariat supports the Corporate Governance, Nominations and Remuneration Committee with relevant market data. Remuneration for Executive Directors and

Senior Management is benchmarked against industry standards and current market conditions.

**Appointment, Retirement and Re-Election of Directors**

Board appointments follow a strict vetting process to select Directors with relevant expertise. The Board also includes stakeholders and market representatives with substantial industry experience to maintain a balanced mix.

Mr. Haruna Jalo-Waziri exited the Company on 31 December 2025 as Managing Director/Chief Executive Officer, following regulatory requirements. To ensure a smooth transition and continuity, Mr. Shehu Yahaya Shantali was appointed as the new Managing Director/Chief Executive Officer on 21 November 2025, with effect from 1 January 2026.

The Chairman, Mr. Temi Popoola, and the other Non-Executive Directors; Mrs. Chinelo Anohu, Mr. Ibrahim Dikko, Mr. Nonso Okpala, Mr. Samuel Onukwue, Mrs. Bola Adesola, and Dr. Aisha Muhammed-Oyebode continue to steer the Company as the Board of Directors.

**The Organs Of Corporate Governance**

There are several organs of the Company that are responsible for enforcing CSCS corporate governance strategy and enhancing stakeholder value:

- Board of Directors
- Board Committees
- Executive Committee
- Management Committee

**The Board**

As of 31 December 2025, the Board comprised nine directors: two executive and seven non-executive, including four independent members.

The Board represents a broad mix of expertise across capital markets, central securities depository operations, law, corporate governance, regulation, finance, risk management, information technology and banking.

**Major Responsibilities of the Board**

The Board is charged with the responsibility of:

- Determining the strategic objectives of the Company.
- Approval of policies that strengthen CSCS operations and ensure the development of the Company.
- Approval of CSCS full year financial statements.

1. Mrs. Chinelo Anohu, Mr. Ibrahim Dikko, Mr. Nonso Okpala, Mr. Samuel Onukwue, Dr. Aisha Muhammed-Oyebode and Mrs. Bola Adesola

- Reviewing and monitoring the performance of the MD/CEO and the Executive Management team.
- Ensuring the maintenance of ethical standards and compliance with relevant laws.
- Performance appraisal and compensation of Board members and Senior Executives.

### Conduct at Board Meetings

Given that there was a leadership transition in CSCS in 2025, the Board met eight (8) times during the year ended 31 December 2025, in line with the collectively agreed dates, and due to board exigencies. The attendance is represented below:

S/N	Directors Names	Total Meeting in Period	Individual Attendance
1	Temi Popoola	8	8
2	Haruna Jalo - Waziri	8	8
3	Chinelo Anohu	8	8
4	Ibrahim Dikko	8	8
5	Adeyinka Shonekan	8	8
6	Nonso Okpala	8	8
7	Samuel Onukwue	8	8
8	Mrs. Bola Adesola	7	7
9	Dr. Aisha Muhammed-Oyebode	8	8

In accordance with the Board charter and established corporate governance principles, any Director who has a direct or indirect interest in a contract, arrangement, or proposed contract or arrangement with the Company must disclose the nature of their interest at a Board meeting to address potential conflicts of interest.

Additionally, Directors are prohibited from voting or being included in the quorum for resolutions concerning contracts, arrangements, or proposals in which they or any of their associates are materially interested, to the best of their knowledge. Decisions at board meetings are determined by a majority vote among Directors eligible to participate.

### BOARD GOVERNANCE STRUCTURE

#### Board Committees

To maintain efficient operations and address specific matters with appropriate expertise, the Board periodically assigns powers and responsibilities to various committees. CSCS has four Board Committees and a Statutory Audit Committee required by law for public companies. The Board Committees include: (a) Corporate Governance,

Nominations and Remuneration Committee (CGN&RC), (b) Technical Committee (TC), (c) Audit and Risk Management Committee (ARMC), and (d) Finance and Stakeholders' Relationship Committee (F&SRC).

These committees convene at least once quarterly, or as needed, and provide reports on their activities at each Board meeting. Each committee operates under detailed Terms of Reference, which specify their roles and responsibilities in accordance with the Nigerian Code for Corporate Governance 2018, the SEC Code of Corporate Governance for Public Companies, and the Companies Allied Matters Act, 2020.

#### Process for Committee Meetings

The Company Secretariat drafts notices and preliminary agendas for Committee meetings, which are then reviewed and confirmed by the committee chair before being shared with members. All meeting documents are placed on the Board portal so that participants have timely access prior to meetings. Agenda items may include topics relevant to the Committee's scope as deemed appropriate. A quorum is needed to start each meeting in line with the relevant Committee Terms of Reference. Below is a concise overview detailing every Committee's function, duties, member structure, and typical meeting schedule:

#### Technical Committee (TC)

This Committee is constituted by the Board to assist in fulfilling its oversight responsibility relating to the integrity and viability of the Company's Clearing and Settlement Software, information technology systems and processes, as well as having oversight for business development as it relates to pre-product and service launch, reviewing the cost benefit analysis of each new product and service, and ensuring alignment with the company's strategy objective. The Committee met five (5) times in the 2025 financial year. Mr. Nonso Okpala serves as the Chairman of the Committee. Other members of the Committee in the 2025FY were Mr. Haruna Jalo Waziri, Mr. Adeyinka Shonekan, Mrs. Bola Adesola and Dr. Aisha Muhammed-Oyebode.

Technical Committee		
Director Names	Total Meeting in Period	Individual attendance
Nonso Okpala	5	5
Haruna Jalo- Waziri	5	5
Adeyinka Shonekan	5	5
Bola Adesola	5	5
Dr. Aisha Muhammed-Oyebode	5	5



### Major Responsibilities

- Provide strategic direction on the Company's technological innovations and acquisitions as well as the resulting decision-making process for these developments.
- Provide guidance on the Company's competitiveness as a provider of services using technology, including the effectiveness of its technological efforts and investments in developing new products and businesses.

### Committee Achievements

- Approval of core network, infrastructure, and software upgrade for improved performance, increased capacity and security.
- Monitoring and providing guidance in the implementation of a custodian portal to better serve the custodian community and the ecosystem at large.
- Provided guidance to Management in the implementation of its new and existing technical products and services.
- Monitoring of Enterprise project deliverables in 2025FY.
- Strengthening of cybersecurity.

### Corporate Governance, Nominations and Remuneration Committee (CGN&RC)

The Corporate Governance, Nominations and Remuneration Committee is constituted by the Board and its terms of reference include, to assist in fulfilling its oversight function of enforcing corporate governance principles within CSCS, enforcing CSCS code of conduct on Directors and staff, staff welfare, remuneration and appraisal of Board members and Executive management.

Given that this Committee had remit for recruitment of the new MD/CEO, the Committee met ten (10) times in the period under review. Mrs. Chinelo Anohu is the Chairman of the Committee. During the year under review, the other members of the Committee were Mr. Ibrahim Dikko, Mr. Samuel Onukwue and Dr. Aisha Muhammed-Oyebode.

Corporate Governance, Nominations and Remuneration Committee		
Director Names	Total Meeting in Period	Individual attendance
Chinelo Anohu	10	10
Ibrahim Dikko	10	10
Samuel Onukwue	10	10
Dr. Aisha Muhammed-Oyebode	10	10

### Major Responsibilities

- Establish the criteria for board and board committees' memberships, review candidates' qualifications and any potential conflict of interest, assess the contribution of current Directors in connection with their re-nomination and make recommendations to the Board.
- Periodically evaluate the skills, knowledge and experience required on the Board.
- Make recommendations on experience required by Board Committee members, Committee appointments and removal, operating structure, reporting and other Committee operational matters.
- Review and make recommendations to the Board for approval of the Company's Organizational structure and staff welfare.

### Committee Achievements

- Review and nomination of a new MD/CEO for board and executive appointment.
- Strategic oversight on diversity and inclusion in staff hiring, while advancing gender equality to promote balanced representation and an inclusive, high-performing workforce.
- Approval and guidance on implementation of Environmental, Social, and Governance (ESG) Integration and Sustainability Strategy.
- Review and recommendation of employee related policies for Board approval.

### The Finance and Stakeholders Relationship Committee (F&SRC)

This Committee is constituted by the Board to assist in fulfilling its oversight function of interfacing with the Company's stakeholders and the wider capital market group to ensure that CSCS continues to take and incorporate their feedback in its business & service offerings. The Committee met seven (7) times in the 2025 financial year. Mr. Ibrahim Dikko is the Chairman of the Committee. Other members of the Committee for the period under review were Mr. Haruna Jalo-Waziri, Mr. Nonso Okpala, Dr. Aisha Muhammed-Oyebode and Mrs. Bola Adesola.

Finance & Stakeholders Relationship Committee		
Director Names	Total Meeting in Period	Individual attendance
Ibrahim Dikko	7	7
Haruna Jalo- Waziri	7	7
Nonso Okpala	7	7
Dr. Aisha Muhammed-Oyebode	7	7
Bola Adesola	7	6

### Major Responsibilities

- Assist the board in its assessment of potential partnerships and alliances with organizations of mutual interest.
- Recommend to the Board, CSCS dividend payout to shareholders.
- Review and validate new product releases being offered by CSCS to the Nigerian capital market and other cross border markets.
- Consideration of CSCS financial budgets and accounts.
- Consideration of CSCS investments policy and long-term investments to be contracted by the Company.

### Committee Achievements

- Provided oversight to Management on transition from T+3 to T+2 settlement cycle.
- Reviewed and recommended to the Board for approval of securities transactions.
- Review of 2026 budget and financials.
- Provided oversight to Management on stakeholders' engagements with a focus on achieving the engagement plan for 2025 FY.
- Granted approval to proceed with implementation activities to drive delivery of target business improvement initiatives for the year.
- Reviewed and recommended the CSCS' Dividends Policy to the Board for approval.

### Audit and Risk Management Committee (ARMC)

The Board established the committee to review risk policies and ensure effective management of operational, reputational, technological, market, cybersecurity, financial and other risks. The Committee monitors quarterly reports from CSCS Enterprise Risk Management and Internal Audit,

evaluates management updates, and recommends policies for Board approval. It also ensures compliance with company policies. The Committee met four (4) times in the 2025 financial year. Mr. Samuel Onukwue is the Chairman of the Committee with Mrs. Chinelo Anohu, and Mrs. Bola Adesola as members.

Audit and Risk Management Committee (ARMC)		
Director Names	Total Meeting in Period	Individual attendance
Chinelo Anohu	4	4
Samuel Onukwue	4	4
Bola Adesola	4	4

### Major Responsibilities

- Review and approval of the Company's risk management policy including risk appetite and risk strategy;
- Review of CSCS case log and litigation strategy for each case involving the Company.
- Monitored the execution of Board Action Log.
- Review the adequacy and effectiveness of the Company's risk management and controls.
- Review of the Company's compliance level with applicable laws and regulatory requirements likely to may impact the Company's risk profile.
- Periodic review of changes in the economic and business environment, including emerging trends and other factors relevant to the company.
- Review of quarterly Management account of the company before filing with regulators.
- Review of the annual Audited Financial Statements of the Company.
- Review policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process, as well as the Company's major financial risk exposures.
- Oversee management's process for the identification of significant risks across the company and ensure that adequate prevention, detection and reporting mechanisms are in place.
- Review with the Chief Financial Officer annually the significant financial reporting issues and practices of the Company and ensure that appropriate accounting principles are applied including financial controls relating to the "closing of the books" process.



### Committee Achievements

- Monitored the execution of Board Action Log.
- Monitored execution of items on External Auditor's Management Letter.
- Review of enterprise risk framework and recommendation for board approval.
- Review and recommendation of Internal Audit Plan for board approval.
- Provided oversight on implementation of cybersecurity initiatives and measures.
- Review of CSCS case log and litigation strategy for each case involving the Company.
- Reviewed and recommended to the Board for approval of new and existing Company policies.

### Statutory Audit Committee

The Statutory Audit Committee is established in compliance with the provisions of the Companies and Allied Matters Act, 2020. The Committee assists the Board in carrying out its oversight duty regarding the accuracy of the Company's accounting and business processes. The Committee oversees choosing and appointing the external auditors, as well as examining and approving their engagement and payment arrangements. Non-Executive Directors and elected shareholders of the company make up the Committee.

The Board selects the Non-Executive Directors who sit on the Committee whilst the shareholders elect their representatives on the Committee at the Company's Annual General Meeting (AGM). Any member of the Company may nominate a shareholder as a member of the Committee by giving notice in writing of such nomination to the Acting Company Secretary at least 21 (twenty-one) days before the AGM. The Committee met four (4) times in the 2025 financial year.

Statutory Audit Committee (SAC)		
Director Names	Total Meeting in Period	Individual attendance
Nornah Awoh	4	4
Emeka Madubuike	4	4
Fiona Ahimie	4	4
Ibrahim Dikko	4	4
Chinelo Anohu	4	1

### Major Responsibilities

- Review the activities, findings, conclusions and recommendations of the external auditors relating to CSCS annual audited financial statements.
- To review the Management Letter of the External Auditor and Management's responses thereto and ensure that the observations noted are resolved.
- To review the appropriateness and completeness of the CSCS' statutory accounts and its other published financial statements.
- To oversee the independence of the external auditors.

### Committee Achievements

- Approval of external audit plan.
- Review of internal audit and internal control matters.
- Review of financials to ensure integrity.

### ORGANS OF THE COMPANY RESPONSIBLE FOR THE DAILY AFFAIRS OF THE COMPANY

#### The Company Secretary

The Acting Company Secretary, Mr. Ewhomazino T. Otuoniyo leads the Company Secretariat that is thrust with the responsibility of supporting the Board and the Board Committees. He is a qualified lawyer with cognate experience required for the role as prescribed by the SEC Code and CAMA.

He serves as liaison between Management and the Board, supports the Board to achieve the Company's strategic objectives and to drive enforcement of good Corporate Governance principles within the Company. He reports directly to the Managing Director/Chief Executive Officer and has a dotted reporting line to the Board.

### Major Responsibilities

- Filing annual returns at the Corporate Affairs Commission.
- Arranging Board meetings and Committee Meeting. This responsibility involves the issue of proper notices of meetings, preparation of agenda, circulation of relevant papers and taking and producing minutes to record the business transacted at the meetings and the decisions taken.
- Organizing CSCS Annual General Meeting.
- Ensuring that CSCS and the Board meet all regulatory requirements.

- Filing of Board Changes at Corporate Affairs Commission and Securities and Exchange Commission.
- Ensuring the security of the company's legal documents, including for example, the certificate of incorporation and memorandum and articles of association.
- Maintaining custody of Company's statutory books and shareholders register.
- Maintaining custody of the Company's seal and using the seal in accordance with CSCS company seal policy and memorandum and articles of Association.
- Advising directors on their duties and ensuring that they comply with corporate legislation and the articles of association of the company.

#### Achievements of the Company Secretary

- The Company Secretary was responsible for the efficient administration of the Board, particularly about ensuring compliance with statutory and regulatory requirements of the Nigerian Code of Corporate Governance, 2018, the SEC Code and CAMA.
- The Company Secretary ensured end to end seamless coordination of the executive hiring process and the successful onboarding and handover sessions for the incoming MD/CEO.
- The Company Secretary ensured all Board decisions were implemented, hence contributing to the overall success of the Board and management of the Company.
- The Company Secretary played a key role in ensuring that the provisions of the Board charters and Committees' Terms of Reference were strictly adhered to.
- The Company Secretary developed and tracked annual board objectives including attendance of meetings of board and board committees and participation of directors at meetings.
- The Company Secretary effectively coordinated working relationships between the Board of Directors and members of the Executive Committee.

#### Executive Committee

The Executive Committee consists of the MD/CEO, Executive Director, and the Divisional Heads. The Committee, led by the MD/CEO ensures that CSCS strategic objectives as set by the Board are achieved and that the Company's operations are optimized. The Committee meets bi-weekly and is responsible for the day-to-day operations of CSCS. Members of the Committee include:

- Managing Director/Chief Executive Officer- Mr. Shehu Yahaya Shantali

- Executive Director – Mr. Adeyinka Shonekan
- Divisional Head, Business Services & Client Experience – Mrs. Onome Komolafe
- Divisional Head, Business Technology & Digital Innovation – Mr. Tobe L. Nnadozie
- Chief Financial Officer- Mr. Peter Medunoye
- Head, ERM & Resilience Services – Mrs. Isioma Lawal

#### Management Committee

This Committee comprises management staff of CSCS. The Committee is responsible for executing the strategic initiatives of CSCS. The Committee identifies, resolves and makes recommendations to the Executive Committee on risks arising from the daily operations of the CSCS. The Committee meets monthly and is responsible for the day-to-day operations of CSCS. Members of the Committee include:

- Head, Treasury, and Investments – Mr. Akinwonuola Atitebi
- Head, Depository & Account Services – Mr. Babangida Yahaya
- Chief Internal Auditor – Mr. Abiodun Owoeye
- Head, Abuja Office – Ms. Ojone Umoru
- Head, Corporate Communication & Marketing – Mrs. Tomilayo Aluko
- Head, Financial Reporting – Mr. Idibore Danlami Ali
- Acting Company Secretary – Mr. Ewhomazino Terry Otuoniyo
- Head, Corporate Strategy & Execution – Dr. Nnaemeka Okereke
- Acting Group Head, Employee Experience Services – Mr. Oladipo Oluayinka
- Acting Head, Chief Information Security Officer – Mr. Agbeleye Olayemi
- Head, Contact Centre – Mrs. Vivian Ashiogwu
- Head, Performance Management & Investor Relations – Mrs. Uchechi Chukwuemeka
- Head, Ancillary & New Markets Business – Ms. Hadiza Saidu
- Acting Head, Clearing & Settlement Operations – Ms. Ehiremen Ojo



## Statement of Directors' Responsibilities in Relation to the Consolidated And Separate Financial Statements for the Year Ended 31 December 2025

The Directors accept responsibility for the preparation of the consolidated and separate financial statements that give a true and fair view 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 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.

The Directors have made assessment of the Group and the Company's ability to continue as a going concern and have no reason to believe that the Group and the Company will not remain a going concern in the year ahead.

**SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:**

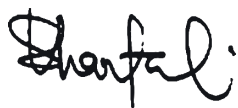
**Mr. Temi Popoola**  
Chairman  
FRC/2013/CISN/00000005400  
24 March 2026

**Mr. Shehu Yahaya Shantali**  
Managing Director/Chief Executive Officer  
FRC/2013/ICAN/00000004648  
24 March 2026

# Statement of Corporate Responsibility for the Consolidated and Separate Financial Statements for the Year Ended 31 December 2025

Further to the provisions of section 405 of the Companies and Allied Matters Act (CAMA) 2020, we, the Managing Director/ CEO and Chief Financial Officer, hereby certify the consolidated and separate financial statements of the Central Securities Clearing System Plc for the year ended 31 December 2025 as follows:

- a) That we have reviewed the audited consolidated and separate financial statements of the Group for the year ended 31 December 2025.
- b) That the audited consolidated and separate 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 consolidated and separate 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 2025.
- 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 and its subsidiary is made known to the officer by the management of the companies, during the year ended 31 December 2025. That we have evaluated the effectiveness of the Group's internal controls within 90 days prior to the date of audited consolidated and separate financial statements, and certify that the Group's internal controls are effective as of that date.
- e) 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.
- f) That we have disclosed the following information to the Group's Auditors and Audit Committee:
  - there are no significant deficiencies in the design or operation of internal controls which could adversely affect the Group's ability to record, process, summarise and report financial data, and have identified for the Group's auditors any material weaknesses in internal controls, and
  - there is no fraud that involves management or other employees who have a significant role in the Group's internal control.



**Mr. Shehu Yahaya Shantali**  
 Managing Director/Chief Executive Officer  
 FRC/2013/ICAN/00000004648  
 24 March 2026



**Mr. Peter Medujoye**  
 Chief Financial Officer  
 FRC/2019/001/00000020289  
 24 March 2026



# Statutory Audit Committee Report

## TO MEMBERS OF CENTRAL SECURITIES CLEARING SYSTEM PLC

In line with the provisions of Section 404(7) of the Companies and Allied Matters Act (CAMA) 2020, we the Statutory Audit Committee hereby state as follows:

- That we have reviewed the audit plan and scope, and the Management letter on the audit of financial statements of the Company.
- That the audit plan and scope for the year ended 31 December 2025 are adequate in our opinion.
- That the accounting and reporting policies of the Company conform to legal requirements and ethical practices.
- That the Internal Control and Internal Audit functions were operating effectively.

**Mr. Nornah Awoh**

Chairman, Statutory Audit Committee  
FRC/2021/003/00000022526  
24 March 2026

**Members of the Committee:**

- 1 Mr. Nornah Awoh - Chairman
- 2 Mrs. Fiona Ahimie - Member
- 3 Mr. Emeka Madubuike - Member
- 4 Mrs. Chinelo Anohu - Member
- 5 Mr. Ibrahim Dikko - Member

The Company Secretary acted as Secretary to the Committee.

# Report on the Effectiveness of Internal Control Over Financial Reporting as of 31 December 2025

The Management of Central Securities Clearing System Plc (“the Company”) is responsible for establishing and maintaining adequate internal control over financial reporting as required by the Investment and Securities Act 2025 and the Financial Reporting Council (Amendment) Act, 2023.

The Management of Central Securities Clearing System Plc assessed the effectiveness of the internal control over financial reporting of the Company and its subsidiary (together “the Group”) as of 31 December 2025 using the criteria set forth in Internal Control—Integrated Framework (2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission (“the COSO Framework”) and in accordance with the SEC Guidance on Implementation of Sections 60 – 63 of Investments and Securities Act, 2007.

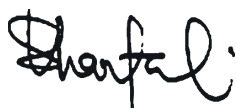
As of 31 December, 2025, the management of Central Securities Clearing System Plc did not identify any material weakness in its assessment of internal control over financial reporting.

As a result, management has concluded that, as of 31 December, 2025, the Group’s internal control over financial reporting was effective.

The Group’s independent auditor, Deloitte & Touche, who audited the consolidated and separate financial statements included in this Annual Report, issued an unmodified conclusion on the effectiveness of the Group’s internal control over financial reporting as of 31 December 2025 based on the limited assurance engagement performed by them. Deloitte & Touche limited assurance is also included in this Annual Report.

## Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred subsequent to the date of our evaluation of the effectiveness of internal control over financial reporting that significantly affected, or are reasonably likely to significantly affect, the Group’s internal control over financial reporting.



**Mr. Shehu Yahaya Shantali**  
 Managing Director/Chief Executive Officer  
 FRC/2013/ICAN/00000004648  
 24 March 2026



**Mr. Peter Medunbye**  
 Chief Financial Officer  
 FRC/2019/001/00000020289  
 24 March 2026



# Certification Pursuant to Section 1.3 of the Financial Reporting Council of Nigeria Guidance on Management Report on Internal Control Over Financial Reporting

I, Shehu Yahaya Shantali, certify that:

- a) I have reviewed the Report on the Effectiveness of Internal Control over Financial Reporting as of 31 December 2025 of Central Securities Clearing System Plc (“the Company”) and its subsidiary (together “the Group”);
- b) Based on my 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 my 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 entity as of, and for, the periods presented in this report;
- d) The Group’s other certifying officer and I:
  - are responsible for establishing and maintaining internal controls;
  - 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, and its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - 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 IFRS Accounting Standards;
  - have evaluated the effectiveness of the Group’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.
- e) The Group’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the Company’s auditors and the Statutory audit committee:
  - 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 Group’s ability to record, process, summarize and report financial information; and
  - That there is no fraud, whether or not material, that involves management or other employees who have a significant role in the Group’s internal control system.
- f) The Group’s other certifying officer and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of our evaluation.

**Mr. Shehu Yahaya Shantali**  
Managing Director/Chief Executive Officer  
FRC/2013/ICAN/00000004648  
24 March 2026

# Certification Pursuant to Section 1.3 of the Financial Reporting Council of Nigeria Guidance on Management Report on Internal Control Over Financial Reporting

I, Peter Medunoye, certify that:

- a) I have reviewed the Report on the Effectiveness of Internal Control over Financial Reporting as of 31 December 2025 of Central Securities Clearing System Plc (“the Company”) and its subsidiary (together “the Group”);
- b) Based on my 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 my 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 entity as of, and for, the periods presented in this report;
- d) The Group’s other certifying officer and I:
  - are responsible for establishing and maintaining internal controls;
  - 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, and its consolidated subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - 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 IFRS Accounting Standards;
  - have evaluated the effectiveness of the Group’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.
- e) The Group’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the Company’s auditors and the Statutory audit committee:
  - 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 Group’s ability to record, process, summarize and report financial information; and
  - That there is no fraud, whether or not material, that involves management or other employees who have a significant role in the Group’s internal control system.
- f) The Group’s other certifying officer and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of our evaluation.



**Mr. Peter Medunoye**  
 Chief Financial Officer  
 FRC/2019/001/00000020289  
 24 March 2026



**\*X KPMG HOUSE\***  
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E-mail: jkrandleintuk@gmail.com  
Website: www.jkrandleintco.co.uk

**REPORT OF THE EXTERNAL CONSULTANT ON THE APPRAISAL OF THE BOARD OF DIRECTORS OF  
CENTRAL SECURITIES CLEARING SYSTEM PLC. (CSCS)  
FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2025**

The Board of Directors of Central Securities Clearing System Plc. (CSCS) renewed its mandate to J. K. Randle International to conduct the evaluation of its performance for the year ended 31<sup>st</sup> December 2025 in accordance with the provisions of the Nigerian Code for Corporate Governance for Public Companies and Securities & Exchange Commission's Code of Corporate Governance (SEC Code) and other recognized best practices.

During the financial year ended 31st December 2025, the Board of Central Securities Clearing System Plc. (CSCS) was comprised of nine (9) Directors. It consisted of two Executive Directors including the Managing Director/Chief Executive Officer and seven Non-Executive Directors including the Chairman. The Managing Director/Chief Executive Officer, Mr. Haruna Jalo-Waziri, exited the Company following regulatory requirements on 31st December 2025. Mr. Shehu Yahaya Shantali was appointed on 21 November 2025 as the new Managing Director/Chief Executive Officer with effect from 1st January 2026. Four (4) of the Non-Executive Directors are Independent Directors who were appointed based on the criteria laid down by the SEC Code for the appointment of Independent Directors and the core values enshrined in the Company's Code of Corporate Governance. The composition of the board is in line with statutory requirements.

Members of the Board remained committed to their responsibilities regarding the operations of the Board and the Company. They possess the requisite background to supervise the operations of the Company as well as the performance of Management. The composition of the Board conformed with the provisions of the SEC Code concerning the number of executive directors as a ratio to non-executive directors. The number of board committees also conformed with the minimum required by the SEC Code.

The skills mix, experience base, and diversity and size of the board remained adequate for effective performance by the Board's functions. We noted in particular that the Board continued to review the performance of Management in line with the Company's five-year strategic plan which ended in 2025. The Board approved the Company's Enterprise Risk Management Framework, Fraud Risk Management Policy, Information Asset Control Policy, Acceptable Use of Information Security Assets, and Acceptable Use Policy for Non-Permanent Resources. The Board also approved the 2024 Audited Financial Statements, 2025 Internal Audit Plan and Implementation of Global Internal Audit Standard, shareholders' dividends, and the annual budget. The Board, through Management, continues to ensure robust returns on the Company's investable funds.

We observed that the Board's activities met the requirements of Best Practices and the SEC Code. The frequency of meetings and the level of attendance at Board and Board Committee meetings conformed with regulations. The Board held five meetings during the year under review. Management provided adequate information while the Company Secretariat maintained accurate records of the proceedings of the Board and Board Committees which facilitated informed decision-making and monitoring. The Board meetings were conducted in accordance with conventional procedures where all members were free to express their opinions. The agenda of the Board consisted of relevant strategic issues. The activities of the Board were well documented in its records of minutes.

The Board performed all functions within the purview of its oversight responsibilities during the period under review, amongst which was the engagement of a consultant to carry out a historical review of the Company's 2021 - 2025 strategy. The Board also performed other statutory responsibilities including rendering the accounts of the operations and activities of the Company to the shareholders.

Its major decisions during the year ended 31<sup>st</sup> December 2025 did not violate any principle of good corporate governance or the SEC Code. The Board has implemented the recommendations contained in the last appraisal report. The performance of the Board is adjudged to be satisfactory.

At the conclusion of the exercise, we recommended that the Board of Directors of Central Securities Clearing System Plc. (CSCS) should continue to strengthen stakeholder engagement. This would enable the Company to build lasting relationships, gather valuable feedback, identify potential risks and opportunities, and enhance its reputation and trustworthiness. In addition, the Board is encouraged to intensify efforts with regards to advancing the Company's strategic priorities, particularly in the areas of innovation and diversification, with the objective of maximizing profitability.

Yours faithfully,  
J. K. RANDLE INTERNATIONAL



Bashorun J. K. Randle, FCA, OFR  
Chairman/Chief Executive  
FRC/2013/ICAN/00000002703

27<sup>th</sup> March 2026



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**Assurance Report of Independent Auditor**

**To the Shareholders of Central Securities Clearing System Plc**

**Assurance Report on management's assessment of controls over financial reporting**

We have performed a limited assurance engagement in respect of the systems of internal control over financial reporting of Central Securities Clearing System Plc ("the Group") as of 31 December 2025, in accordance with the SEC Guidance on assurance engagement report on Internal Control over Financial Reporting and based on criteria established in the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) ("the ICFR framework"), and the FRC Guidance on Management Report on Internal Control Over Financial Reporting. Central Securities Clearing System Plc management is responsible for maintaining effective internal control over financial reporting and for assessing the effectiveness of internal control over financial reporting including the group Management's Report on Internal Control Over Financial Reporting.

We have also audited, in accordance with the International Standards on Auditing, the Financial Statements of the Group and our report dated **30 March 2026** expressed unmodified opinion.

**Limited Assurance Conclusion**

Based on the procedures we have performed and the evidence that we have obtained, nothing has come to our attention that causes us to believe that the Group did not establish and maintain an effective system of internal control over financial reporting, as of the specified date, based on the SEC Guidance on Management Report on Internal Control Over Financial Reporting.

**Definition of internal control over financial reporting**

Internal control over financial reporting is a process designed by, or under the supervision of, the entity's principal executive and principal financial officers, or persons performing similar functions, and effected by the entity's board of directors, management, and other personnel 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 group'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 dispositions of the assets of the group;
- 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 group are being made only in accordance with authorizations of management and directors of the group; and
- iii. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the group's assets that could have a material effect on the financial statements.





**Inherent limitations**

Our procedures included the examination of historical evidence of the design and implementation of the Group's system of internal control over financial reporting for the year ended 31 December 2025. 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. Our limited assurance report is subject to these inherent limitations.

**Directors' and Management's Responsibilities**

The Directors are responsible for ensuring the integrity of the entity's financial controls and reporting.

Management is responsible for establishing and maintaining a system of internal control over financial reporting that provides reasonable assurance regarding the reliability of financial reporting, and the preparation of financial statements for external purposes in accordance with the International Financial Reporting Standards (IFRS) and the ICFR framework.

Section 7(2f) of the Financial Reporting Council of Nigeria (Amendment) Act 2023 further requires that management perform an assessment of internal controls, including information system controls. Management is responsible for maintaining evidential matters, including documentation, to provide reasonable support for its assessment of internal control over financial reporting.

**Our Independence and Quality Control**

We have complied with the 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 (ISQM) 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements 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.

**Auditor's Responsibility and Approach**

Our responsibility is to express a limited assurance opinion on the group's internal control over financial reporting based on our Assurance engagement.

We performed our work in accordance with the FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting and the International Standard on Assurance Engagements (ISAE) 3000, Assurance Engagements other than the Audits or Reviews of Historical Financial Information (ISAE 3000) revised. That Standard requires that we comply with ethical requirements and plan and perform the limited assurance engagement to obtain limited assurance on whether any matters come to our attention that causes us to believe that the Group did not establish and maintain an effective system of internal control over financial reporting in accordance with the ICFR framework.

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.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion on whether the group established and maintained an effective system of internal control over financial reporting.



# Deloitte.

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 provides a basis for our report on the internal control put in place by management over financial reporting.

**David Achugamonu**  
FRC/2013/PRO/ICAN/004/00000000840  
For: Deloitte & Touche  
Chartered Accountants  
Lagos, Nigeria  
30 March 2026



# Deloitte.

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## INDEPENDENT AUDITOR'S REPORT

### Report on the Audit of the Consolidated and Separate Financial Statements

#### Opinion

We have audited the consolidated and separate financial statements of **Central Securities Clearing System Plc** and its subsidiary (the Group and Company) set out on pages 19 to 65, which comprise the consolidated and separate statements of financial position as at 31 December 2025 and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, the notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of **Central Securities Clearing System Plc** as at 31 December 2025 and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, the requirements of the Companies and Allied Matters Act 2020 and Financial Reporting Council of Nigeria (Amendment) Act, 2023.

#### 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 consolidated and separate Financial Statements section of our report. We are independent of the Group and 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), as applicable to audits of financial statements of public interest entities, and other independence requirements applicable to performing audits of financial statements of public interest entities in Nigeria. We have also fulfilled our other ethical responsibilities in accordance with the IESBA Code and other ethical requirements that are relevant to our audit of consolidated and separate Financial Statements in Nigeria.

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period.

No key audit matter came to our attention in relation to these financial statements.

#### Other Matter

The consolidated and separate financial statements of the Group and Company for the year ended 31 December 2024 were audited by another auditor who expressed an unmodified opinion on those statements on 28 March 2025.

#### Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Central Securities Clearing System Plc Annual Reports and Financial Statements" for the year ended 31 December 2025", which includes the Directors' Report, the Audit Committee's Report, the Report of the External Consultants on the Performance of the Board of Directors, the Statement of Corporate Responsibility for Financial Statements, and Other National Disclosures as required by the Financial Reporting Council of Nigeria 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 consolidated and separate financial statements and our auditor's report thereon.



# Deloitte.

Our opinion on the consolidated and separate 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 consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate 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 Consolidated and Separate Financial Statements

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

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and 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 Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and 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 Group's and 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 consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and / or the Company to cease to continue as a going concern.

# Deloitte.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.
- We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and 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.


#### Report on Other Legal and Regulatory Requirements

In accordance with the Fifth Schedule of Companies and Allied Matters Act we expressly state that:

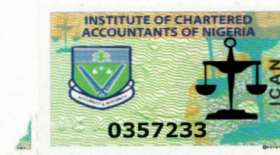
- We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.
- The Group has kept proper books of account, so far as appears from our examination of those books.
- The Group and Company's financial position and its statement of profit or loss and other comprehensive income are in agreement with the books of account and returns.

#### Unmodified

In accordance with the requirements of the Financial Reporting Council, we performed a limited assurance engagement and reported on management's assessment of the Entity's internal control over financial reporting as of 31 December, 2025. The work performed was done in accordance with FRC Guidance on assurance engagement report on Internal Control over Financial Reporting and based on the procedures we have performed and the evidence obtained; we have issued an Unmodified conclusion in our report dated same date as audit report. That report is included on page 13 of the financial statements.



**David Achugamonu**  
 FRC/2013/PRO/ICAN/004/00000000840.  
 For: Deloitte & Touche  
 Chartered Accountants  
 Lagos, Nigeria  
 30 March 2026





# FINANCIAL STATEMENTS

## Consolidated And Separate Statements of Profit or Loss and Other Comprehensive Income for the Year Ended 31 December 2025

In thousands of Naira	Notes	Group	Company	Group	Company
		31 Dec 2025	31 Dec 2025	31 Dec 2024	31 Dec 2024
Revenue	9	23,206,113	23,206,113	13,946,099	13,946,099
Investment income	10	3,806,522	3,806,522	3,938,426	3,938,426
Other income	11	1,653,477	1,653,477	8,209,311	8,209,311
<b>Total Operating Income</b>		<b>28,666,112</b>	<b>28,666,112</b>	<b>26,093,836</b>	<b>26,093,836</b>
Personnel expenses	12.1(i)	(5,586,350)	(5,586,350)	(4,610,120)	(4,610,120)
Other operating expenses	12.2	(7,007,986)	(7,007,986)	(6,489,935)	(6,489,935)
Finance cost	12.3	(318,969)	(318,969)	(311,491)	(311,491)
Depreciation and amortisation	12.4	(1,602,839)	(1,602,839)	(922,269)	(922,269)
Impairment reversal/(charge)on financial assets	20	19,871	19,871	(111,008)	(111,008)
<b>Total Operating Expenses</b>		<b>(14,496,273)</b>	<b>(14,496,273)</b>	<b>(12,444,822)</b>	<b>(12,444,822)</b>
Share of (loss)/profit of equity accounted investees (net of tax)	23(a)	(596,118)	-	193,029	-
<b>Profit Before Tax</b>		<b>13,573,721</b>	<b>14,169,839</b>	<b>13,842,043</b>	<b>13,649,013</b>
Income tax expense	13(a)	(3,671,818)	(3,671,818)	(1,894,124)	(1,894,124)
<b>Profit for the Year</b>		<b>9,901,903</b>	<b>10,498,021</b>	<b>11,947,919</b>	<b>11,754,889</b>
<b>Other Comprehensive Loss</b>					
Items that are or may be reclassified Subsequent to profit or loss					
Fair value loss - Debt investment at FVOCI	25(c)	(18,112)	(18,112)	(251,008)	(251,008)
		(18,112)	(18,112)	<b>(251,008)</b>	<b>(251,008)</b>
Other comprehensive loss for the year, net of tax		(18,112)	(18,112)	(251,008)	(251,008)
<b>Total Comprehensive Income for the Year</b>		<b>9,883,791</b>	<b>10,479,909</b>	<b>11,696,911</b>	<b>11,503,881</b>
<b>Profit attributable to:</b>					
Owners of the Company		9,901,903	10,498,021	11,947,919	11,754,889
		<b>9,901,903</b>	<b>10,498,021</b>	<b>11,947,919</b>	<b>11,754,889</b>
<b>Total Comprehensive Income Attributable to:</b>					
Owners of the Company		9,883,791	10,479,909	11,696,911	11,503,881
		<b>9,883,791</b>	<b>10,479,909</b>	<b>11,696,911</b>	<b>11,503,881</b>
<b>Basic/Diluted Earnings Per Share (Kobo)</b>	<b>14</b>	<b>198</b>	<b>210</b>	<b>239</b>	<b>235</b>

The accompanying notes form an integral part of these consolidated and separate financial statements.


## Consolidated and Separate Statements of Financial Position for the Year Ended 31 December 2025

		Group	Company	Group	Company
In thousands of Naira	Notes	31 Dec 2025	31 Dec 2025	31 Dec 2024	31 Dec 2024
<b>Non-Current Assets</b>					
Property and equipment	15	4,532,925	4,532,925	5,146,221	5,146,221
Intangible assets	16	491,512	491,512	125,021	125,021
Equity-accounted investee	23	1,236,473	1,541,437	1,832,590	1,541,437
Investment in subsidiary	24	-	10,000	-	10,000
Investment securities	17(a)	39,591,713	39,591,713	32,335,843	32,335,843
<b>Total Non-Current Assets</b>		<b>45,852,623</b>	<b>46,167,587</b>	<b>39,439,675</b>	<b>39,158,522</b>
<b>Current assets</b>					
Investment securities	17(b)	-	-	2,497,753	2,497,753
Trade receivables	18(a)	178,563	178,563	65,357	65,357
Other assets	19(a)	1,780,163	1,780,163	5,795,707	5,795,707
Cash and cash equivalents	21	14,672,270	14,672,215	16,635,804	16,635,749
<b>Total Current Assets</b>		<b>16,630,996</b>	<b>16,630,941</b>	<b>24,994,621</b>	<b>24,994,566</b>
<b>Total Assets</b>		<b>62,483,619</b>	<b>62,798,528</b>	<b>64,434,296</b>	<b>64,153,088</b>
<b>Equity</b>					
Share capital	25(a)	5,000,000	5,000,000	5,000,000	5,000,000
Retained earnings		39,113,421	39,418,330	38,011,518	37,720,309
Fair value reserve	25(c)	(626,368)	(626,368)	(608,256)	(608,256)
Actuarial reserves	25(d)	1,670	1,670	1,670	1,670
<b>Equity attributable to owners of the Parent</b>		<b>43,488,723</b>	<b>43,793,632</b>	<b>42,404,932</b>	<b>42,113,723</b>
Non-controlling interest		-	-	-	-
<b>Total Equity</b>		<b>43,488,723</b>	<b>43,793,632</b>	<b>42,404,932</b>	<b>42,113,723</b>
<b>Non-Current Liabilities</b>					
Long term incentive scheme	29.2	-	-	254,146	254,146
Lease Liability	28(b)	140,240	140,240	199,797	199,797
Deferred tax liabilities	13(b)	277,463	277,463	538,629	538,629
<b>Total Non-Current Liabilities</b>		<b>417,703</b>	<b>417,703</b>	<b>992,572</b>	<b>992,572</b>
<b>Current Liabilities</b>					
Intercompany payables	26	-	10,000	-	10,000
Payables and Accruals	27	2,591,099	2,591,099	3,688,398	3,688,398
Current tax liabilities	13(c)	3,822,754	3,822,754	1,802,084	1,802,084
Other liabilities	28(a)	12,066,585	12,066,585	15,449,556	15,449,556
Lease liability	28(b)	96,755	96,755	96,755	96,755
<b>Total Current Liabilities</b>		<b>18,577,193</b>	<b>18,587,193</b>	<b>21,036,793</b>	<b>21,046,793</b>
<b>Total Liabilities</b>		<b>18,994,896</b>	<b>19,004,896</b>	<b>22,029,365</b>	<b>22,039,365</b>
<b>Total Equity and Liabilities</b>		<b>62,483,619</b>	<b>62,798,528</b>	<b>64,434,296</b>	<b>64,153,088</b>

The consolidated and separate financial statements were approved by the Board of Directors on 24 March 2026 and signed on its behalf by:



**Mr. Temi Popoola**  
Chairman  
FRC/2013/CISN/00000005400



**Mr. Shehu Yahaya Shantali**  
Managing Director/Chief Executive Officer  
FRC/2013/ICAN/00000004648



**Mr. Peter Medunoye**  
Chief Financial Officer  
FRC/2019/001/00000020289

## Consolidated and Separate Financial Statements of Changes in Equity for the Year Ended 31 December 2025

The Group						
In thousands of Naira	Notes	Share capital	Retained earnings	Fair value reserve	Actuarial reserves	Total
<b>Balance at 1 January 2025</b>		<b>5,000,000</b>	<b>38,011,518</b>	<b>(608,256)</b>	<b>1,670</b>	<b>42,404,932</b>
Profit for the year		-	9,901,903	-	-	9,901,903
Other comprehensive loss: Fair value loss- Debt investments at FVOCI	25(c)	-	-	(18,112)	-	(18,112)
Total comprehensive income		-	9,901,903	(18,112)	-	9,883,791
Transactions with equity holders:						
Dividends paid	-	-	(8,800,000)	-	-	(8,800,000)
Total Transactions with owners of Company	-	-	(8,800,000)	-	-	(8,800,000)
<b>Balance at 31 December 2025</b>		<b>5,000,000</b>	<b>39,113,421</b>	<b>(626,368)</b>	<b>1,670</b>	<b>43,488,723</b>

The Company						
In thousands of Naira	Notes	Share capital	Retained earnings	Fair value reserve	Actuarial reserves	Total
<b>Balance at 1 January 2025</b>		<b>5,000,000</b>	<b>37,720,309</b>	<b>(608,256)</b>	<b>1,670</b>	<b>42,113,723</b>
Profit for the year		-	10,498,021	-	-	10,498,021
Other comprehensive loss: Fair value loss- Debt investments at FVOCI	25(c)	-	-	(18,112)	-	(18,112)
Total comprehensive income		-	10,498,021	(18,112)	-	10,479,909
Transactions with equity holders: Dividends paid	(25e)	-	(8,800,000)	-	-	(8,800,000)
Total Transactions with owners of company	-	-	(8,800,000)	-	-	(8,800,000)
<b>Balance at 31 December 2025</b>		<b>5,000,000</b>	<b>39,418,330</b>	<b>(626,368)</b>	<b>1,670</b>	<b>43,793,632</b>

## Consolidated and Separate Financial Statements of Changes in Equity for the Year Ended 31 December 2024

The Group						
In thousands of Naira	Notes	Share capital	Retained earnings	Fair value reserve	Actuarial reserves	Total
<b>Balance at 1 January 2024</b>		<b>5,000,000</b>	<b>33,463,420</b>	<b>(357,248)</b>	<b>1,670</b>	<b>38,208,021</b>
Profit for the year		-	11,947,919	-	-	11,947,919
Other comprehensive loss: Fair value loss- Debt investments at FVOCI	25(c)		-	(251,008)	-	(251,008)
Total comprehensive income		-	11,947,919	(251,008)	-	11,696,911
Transactions with equity holders: Dividends paid	25(e)		(7,500,000)	-	-	(7,500,000)
Total Transactions with owners of company		-	(7,500,000)		-	(7,500,000)
<b>Balance at 31 December 2024</b>		<b>5,000,000</b>	<b>38,011,518</b>	<b>(608,256)</b>	<b>1,670</b>	<b>42,404,932</b>

The Company						
In thousands of Naira	Notes	Share capital	Retained earnings	Fair value reserve	Actuarial reserves	Total
<b>Balance at 1 January 2024</b>		<b>5,000,000</b>	<b>33,465,420</b>	<b>(357,248)</b>	<b>1,670</b>	<b>38,109,843</b>
Profit for the year		-	11,754,889	-	-	11,754,889
Other comprehensive loss: Fair value loss- Debt investments at FVOCI	25(c)		-	(251,008)	-	(251,008)
Total comprehensive income		-	11,754,889	(251,008)	-	11,503,881
Transactions with equity holders: Dividends paid	25(e)		(7,500,000)	-	-	(7,500,000)
Total Transactions with owners of company		-	(7,500,000)	-	-	(7,500,000)
<b>Balance at 31 December 2024</b>		<b>5,000,000</b>	<b>37,720,309</b>	<b>(608,256)</b>	<b>1,670</b>	<b>42,113,723</b>

The accompanying notes form an integral part of these consolidated and separate financial statements.

## Consolidated and Separate Statements of Cash Flows for the Year Ended 31 December 2025

		Group	Company	Group	Company
In thousands of Naira	Notes	31 Dec 2025	31 Dec 2025	31 Dec 2024	31 Dec 2024
<b>Cash flows from operating activities</b>					
Profit for the year		9,901,903	10,498,021	11,947,919	11,754,889
Adjusted for:					
Income tax expense	13(a)	3,671,818	3,671,818	1,894,124	1,894,124
Amortisation of intangible assets	12.4	99,961	99,961	61,908	61,908
Depreciation of property and equipment	12.4	1,502,878	1,502,878	860,362	860,362
Impairment charge/(reversal) on financial assets	20	(19,871)	(19,871)	111,008	111,008
Foreign exchange loss/(gain)	12.2/11	409,653	409,653	(8,043,726)	(8,043,726)
Investment income	10	(3,806,522)	(3,806,522)	(3,938,426)	(3,938,426)
Share of loss/(profit) of equity accounted investee, net of tax	23(a)	596,118	-	(193,029)	-
Defined benefit charge	29.2(i)	352,427	352,427	124,467	124,467
Profit on disposal of property and equipment	11	(4,281)	(4,281)	(760)	(760)
<b>Cash flows from operating activities</b>		<b>12,704,084</b>	<b>12,704,084</b>	<b>2,823,846</b>	<b>2,823,846</b>
Tax paid	13(c)	(1,681,186)	(1,681,186)	(760,820)	(760,820)
<b>Changes in operating assets and liabilities</b>					
Trade receivables	34(ii)	(64,150)	(64,150)	509,305	509,305
Other assets	34(iii)	4,015,544	4,015,544	(871,114)	(871,114)
Payables and accruals	34(iv)	(1,097,299)	(1,097,299)	1,313,874	1,313,874
Other liabilities	34(iv)	(3,345,773)	(3,345,773)	5,198,852	5,198,852
<b>Net cash flows from operating activities</b>		<b>10,531,220</b>	<b>10,531,220</b>	<b>8,213,943</b>	<b>8,213,943</b>
<b>Cash flows from investing activities:</b>					
Purchase of property and equipment	34(xi)	(1,073,279)	(1,073,279)	(3,305,516)	(3,305,516)
Purchase of intangible assets	16	(466,450)	(466,450)	(30,618)	(30,618)
Proceeds on disposal of property and equipment	34(vi)	187,977	187,977	20,574	20,574
Net purchase on investments (current)	34(vii)	2,497,753	2,497,753	(2,063,294)	(2,063,294)
Net purchase on investments (non-current)	34(viii)	(7,271,935)	(7,271,935)	(4,969,234)	(4,969,234)
Interest received	34(ix)	3,136,104	3,136,104	3,858,829	3,858,829
<b>Net cash flows from investing activities</b>		<b>(2,989,830)</b>	<b>(2,989,830)</b>	<b>(6,489,258)</b>	<b>(6,489,258)</b>
<b>Cash flows from financing activities:</b>					
Dividend paid	34(x)	(8,715,299)	(8,715,299)	(7,431,756)	(7,431,756)
Lease payment	34(iv)	(96,755)	(96,755)	(96,755)	(96,755)
Interest expense on short-term borrowings	12.3	(283,217)	(283,217)	(258,788)	(258,788)
<b>Net cash flows used in financing activities</b>		<b>(9,095,271)</b>	<b>(9,095,271)</b>	<b>(7,787,299)</b>	<b>(7,787,299)</b>
Net decrease in cash and cash equivalents		(1,553,881)	(1,553,881)	(6,062,614)	(6,062,614)
Cash and cash equivalents, beginning of the year		16,635,804	16,635,749	14,654,692	14,654,637
Effect of movements in exchange rates on cash held	12.2/11	(409,653)	(409,653)	8,043,726	8,043,726
<b>Cash and cash equivalents, end of the year</b>	<b>21</b>	<b>14,672,270</b>	<b>14,672,215</b>	<b>16,635,804</b>	<b>16,635,749</b>

The accompanying notes form an integral part of these consolidated and separate financial statements.



# Notes to the Consolidated and Separate Financial Statements for the Year Ended 31 December 2025

## 1 Reporting Entity

Central Securities Clearing System Plc (CSCS) operates a computerized depository, clearing, settlement and delivery system for transactions in securities listed on the Nigerian Exchange Limited or any other authorized organized Securities Trading Platform. CSCS facilitates the delivery (transfer of securities from seller to buyer) and settlement (payment for bought securities) of securities transacted on the floors of Nigerian Exchange Limited, NASD OTC Exchange or any other authorized/organized Securities Trading Platform. CSCS was licensed by the Securities and Exchange Commission as an agent for Central Depository, Clearing and Settlement of transactions in the capital market. CSCS keeps and maintains an electronic book-entry of all securities to facilitate the safekeeping and easy transfer of securities between parties during a trade.

The Company also provides other business support services, such as Lien Services, Legal Entity Identifier Issuance, Document Management and Collateral Management, to businesses. The Company is domiciled in Nigeria with its registered office at Nigerian Exchange Group Building, 2/4, Customs Street, Marina Lagos.

The consolidated and separate financial statements as at and for the year ended 31 December 2025 comprise the Company and its subsidiary (together referred to as the "Group") and the Group's interest in an equity accounted investee.

## 2 Basis of Preparation

### (a) Statement of Compliance

These consolidated and separate financial statements have been prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board and in the manner required by the Companies and Allied Matters Act (CAMA) 2020, and the Financial Reporting Council of Nigeria (Amendment) Act, 2023. The financial statements were authorized for issue by the Company's Board of Directors on 24 March 2026. Details of the material accounting policies consistently applied by the Group for all years presented in the financial statements are included in Note 4.

### (b) Functional and Presentation Currency

The consolidated and separate financial statements are presented in Nigerian Naira, which is

the functional currency of the Group and Company. Except as indicated, financial information presented in Naira has been rounded to the nearest thousand.

### (c) Use of Estimates and Judgements

The preparation of the consolidated and separate financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. 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 year in which the estimate is revised and in any future years affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are described in Note 5.

### (d) Basis of Measurement

These consolidated and separate financial statements have been prepared on a historical cost basis except for the following material items in the statement of financial position:

- Debt and equity securities measured at FVOCI
- Defined benefit liability. This has been measured as the present value of the defined benefit obligation.

### (e) Changes to the Group Material Accounting Policies Material Accounting Policy Information

In the current year, the group has applied the following amendment to IFRS Accounting Standards issued by the IASB, which is mandatorily effective for an accounting period that begins on or after 1 January 2025. Its adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

#### 'Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates titled Lack of Exchangeability

The group has adopted the amendments to IAS 21 for the first time in the current year. The

amendments specify how to assess whether a currency is exchangeable, and how to determine the exchange rate when it is not.

### 3 Accounting Standards Issued but not Yet Effective

'At the date of authorization of these financial statements, the group has not applied the following new and revised IFRS: Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments Annual Improvements to IFRS Accounting Standards – Volume 11

Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7, IFRS 9 Financial Instruments, IFRS 10 Consolidated Financial Statements, and IAS 7 Statement of Cash Flows Amendments to IFRS 9 and IFRS 7 Contracts Referencing Nature-dependent Electricity IFRS 18 Presentation and Disclosures in Financial Statements IFRS 19 Subsidiaries without Public Accountability.

Disclosures: The directors do not expect that the adoption of the standards listed above will have a material impact on the financial statements of the group in future periods, except if indicated below.

Amendments to IFRS 9 and IFRS 7—Amendments to the Classification and Measurement of Financial Instruments.

The amendments in Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) are:

Derecognition of a financial liability settled through electronic transfer. The amendments permit an entity to deem a financial liability (or part of a financial liability) that is settled using an electronic payment system to be discharged (and derecognised) before the settlement date if specified criteria are met. If an entity elects to apply this accounting policy, it must do so for all settlements made through the same electronic payment system.

#### Classification of Financial Assets

- **Contractual terms that are consistent with a basic lending arrangement.**

The amendments provide guidance on how an entity should assess whether contractual cash flows of a financial asset are consistent with a

basic lending arrangement. This is intended to assist an entity to apply the requirements for assessing contractual cash flow characteristics to financial assets with features linked to environmental, social and governance (ESG) concerns.

- **Assets with Non-Recourse Features.**

The amendments enhance the description of the term 'non-recourse', in particular to specify that a financial asset has non-recourse features if an entity's ultimate right to receive cash flows is contractually limited to the cash flows generated by specified assets.

- **Contractually Linked Instruments.**

The amendments clarify the characteristics of contractually linked instruments that distinguish them from other transactions. Specifically, the amendments highlight that in such instruments, a prioritization of payments to the holders of financial assets using multiple contractually linked instruments (tranches) is established through a waterfall payment structure, resulting in concentrations of credit risk and a disproportionate allocation of losses between the holders of different tranches.

The amendments also note that not all transactions with multiple debt instruments meet the criteria of transactions with multiple contractually linked instruments. In addition, the amendments clarify that the reference to instruments in the underlying pool can include financial instruments that are not within the scope of the classification requirements.

Disclosures

- **Investments in Equity Instruments Designated at FVTOCI.**

The requirements in IFRS 7 are amended to require an entity to disclose the fair value gain or loss presented in other comprehensive income during the period, showing separately the fair value gain or loss that relates to investments derecognised in the period and the fair value gain or loss that relates to investments held at the end of the period.

- **Contractual terms that could change the timing or amount of contractual cash flows.**

The amendments require an entity to disclose the contractual terms that could change the timing or amount of contractual cash flows on the

occurrence (or non-occurrence) of a contingent event that does not relate directly to changes in a basic lending risks and costs. The requirements apply to each class of financial asset measured at amortized cost or FVTOCI and each class of financial liability measured at amortized cost.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026 with earlier application permitted. If an entity elects to apply these amendments for an earlier period, it is required to either:

- **Apply all the amendments at the same time and disclose that fact or**
- **Apply only the amendments to the classification of financial assets for that earlier period and disclose that fact.**

The amendments are required to be applied retrospectively, in accordance with IAS 8, with specific exceptions.

The Directors of the entity anticipate that the application of these amendments may have an impact on the Group's consolidated financial statements in future periods. Annual Improvements to IFRS Accounting Standards—Volume II.

The IASB issued amendments to five IFRS Accounting Standards as part of its annual improvements process.

IFRS 1 First-time Adoption of International Financial Reporting Standards—Hedge accounting by a first-time adopter.

For consistency with the requirements in IFRS 9, IFRS 1:B5–B6 were amended to refer to the 'qualifying criteria' for hedge accounting (instead of the 'conditions') and to add cross-references to IFRS 9:6.4.1 to improve the understandability of IFRS 1.

IFRS 7 Financial Instruments: Disclosures—Gain or loss on derecognition

The amendments remove an obsolete cross-reference in IFRS 7:B38 to a paragraph that had been deleted when IFRS 13 was issued and align the wording of this paragraph with the terms used in IFRS 13.

Guidance on implementing IFRS 7—Disclosure of deferred difference between fair value and transaction price. The amendments update IFRS 7:IG14 to make the wording of that paragraph consistent with IFRS 7:28 and improve the internal

consistency of the wording in the example in IFRS 7:IG14.

Guidance on implementing IFRS 7—Introduction and credit risk disclosures.

The amendments add a statement to IFRS 7:IG1 clarifying that the guidance does not necessarily illustrate all the requirements in the referenced paragraphs of IFRS 7. The amendments also simplify the explanation of the aspects of the requirements that are not illustrated in IFRS 7:IG20B.

IFRS 9 Financial Instruments—Derecognition of lease liabilities.

The amendments add a cross-reference to IFRS 9:3.3.3 in IFRS 9:2.1(b)(ii) to clarify that, when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply IFRS 9:3.3.3 and therefore recognise any resulting gain or loss in profit or loss. IFRS 9 Financial Instruments—Transaction price

The amendments replace 'their transaction price (as defined in IFRS 15)' in IFRS 9:5.1.3 with 'the amount determined by applying IFRS 15' to address inconsistency between IFRS 9:5.1.3 and the requirements of IFRS 15 which may require a receivable to be measured at an amount that differs from the amount of the transaction price recognised as revenue.

Additionally, the reference to 'transaction price' (as defined in IFRS 15) is deleted from Appendix A of IFRS 9.

IFRS 10 Consolidated Financial Statements—Determination of a 'de facto agent'.

The amendments address concerns that the requirements in IFRS 10:B73–B74 might, in some situations, be contradictory.

IFRS 10:B73 refers to 'de facto agents' as parties acting on the investor's behalf and states that the determination of whether other parties are acting as de facto agents requires judgement. However, the second sentence of IFRS 10:B74 includes more conclusive language and states that a party is a de facto agent when those that direct the activities of the investor have the ability to direct that party to act on the investor's behalf.

The amendments update IFRS 10:B74 to use less conclusive language and to clarify that the relationship described in IFRS 10:B74 is just one

example of a circumstance in which judgement is required to determine whether a party is acting as a de facto agent.

#### IAS 7 Statement of Cash Flows—Cost method.

The amendment replaces the term ‘cost method’ with ‘at cost’ in IAS 7:37 in line with the removal of the definition of ‘cost method’ from the IFRS Accounting Standards.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted. An entity is required to apply the amendments to IFRS 9:2.1(b)(ii) to lease liabilities that are extinguished on or after the beginning of the annual reporting period in which the entity first applies that amendment. No specific transition provisions are provided in respect of the other amendments.

#### Amendments to IFRS 9 and IFRS 7—Contracts Referencing Nature-dependent Electricity Amendments to IFRS 9 Financial Instruments

The following requirements of IFRS 9 are affected by the amendments:

- the own-use requirements in IFRS 9 are amended to include the factors an entity is required to consider when applying IFRS 9:2.4 to contracts to buy and take delivery of renewable electricity for which the source of production of the electricity is nature-dependent; and
- the hedge accounting requirements in IFRS 9 are amended to permit an entity using a contract for nature-dependent renewable electricity with specified characteristics as a hedging instrument:
  - to designate a variable volume of forecast electricity transactions as the hedged item if specified criteria are met; and
  - to measure the hedged item using the same volume assumptions as those used for the hedging instrument.

#### Amendments to IFRS 7 Financial Instruments: Disclosures and IFRS 19 Subsidiaries without Public Accountability:

Disclosures IFRS 7 and IFRS 19 were amended to introduce disclosure requirements about contracts for nature-dependent electricity with specified characteristics. The amendments are effective for annual periods beginning on or after 1 January 2026, with earlier application permitted.

The amendments to the own use exemption are required to be applied retrospectively in accordance with IAS 8 using the facts and circumstances at the date of initial application.

The amendments to the hedge accounting requirements are to be applied prospectively to new hedging relationships designated on or after the date of initial application.

The directors of the entity anticipate that the application of these amendments may have an impact on the group’s consolidated financial statements in future periods. IFRS 18 Presentation and Disclosures in Financial Statements IFRS 18 replaces IAS 1, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. In addition, some paragraphs from IAS 1 have been moved to IAS 8 and IFRS 7. Furthermore, the IASB has made minor amendments to IAS 7 and IAS 33 Earnings per Share. IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss
- provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements
- improve aggregation and disaggregation.

An entity is required to apply IFRS 18 for annual reporting periods beginning on or after 1 January 2027, with earlier application permitted. The amendments to IAS 7 and IAS 33, as well as the revised IAS 8 and IFRS 7, become effective when an entity applies IFRS 18. IFRS 18 requires retrospective application with specific transition provisions.

The directors of the entity anticipate that the application of these amendments may have an impact on the group’s consolidated financial statements in future periods.

IFRS 19 Subsidiaries without Public Accountability: Disclosures IFRS 19 permits an eligible subsidiary (defined as a subsidiary that does not have public accountability and has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with IFRS Accounting Standards) to provide reduced disclosures when applying IFRS Accounting Standards in its financial statements.

The new standard is effective for reporting periods beginning on or after 1 January 2027 with earlier application permitted. The directors



of the entity do not anticipate that IFRS 19 will be applied for purposes of the consolidated financial statements of the group.

**4 Material Accounting Policies**

The Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise.

**(a) Basis of Consolidation**

**(i) Business Combination**

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired asset has the ability to produce output. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. The Group has an option to apply the “concentration test” that permits a simplified assessment to assess whether an acquired set of activities is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

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

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

**(ii) Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group controls an entity if it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The consolidated and separate financial statements incorporate the assets, liabilities and performance results of Insurance Repository Nigeria Limited. The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. Investment in subsidiary is measured at cost in the separate financial statement.

**(iii) Loss of Control**

When the Group loses control over a subsidiary, the Group derecognizes the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any interest retained in the former subsidiary is measured at fair value when control is lost.

**(iv) Transactions Eliminated on Consolidation**

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated and separate financial statements. Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group’s interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

**(v) Non-Controlling Interests**

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

**(vi) Interest in Equity-Accounted Investee**

The Group's interest in equity-accounted investees represents its interest in associates. Associates are those entities in which the Group and Company have significant influence, but not control, over the financial and reporting policies.

Interest in equity accounted investees are accounted for using the equity method. They are initially recognised at cost, which include transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity-accounted investee, until the date on which the significant influence ceases. The Company invested in NG Clearing Limited. NG Clearing Limited is an associate company in which the Company has 24.7% ownership interest (2024: 24.7%). It is principally established to operate clearing house(s) for the clearance and settlement of transactions in financial securities and derivatives contracts. The Company was incorporated in the year 2016 and has commenced operations.

**(b) Foreign Currency Transactions**

Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions. Foreign currency differences are generally recognised in profit or loss. However, foreign currency differences arising from the translation of the investments measured at FVTOCI are recognised in other comprehensive income (except on impairment, in which case foreign currency differences that have been recognised in other comprehensive income are reclassified to profit or loss).

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated using the exchange rate at the date when fair value was measured. Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

**(c) Revenue  
Revenue from Rendering of Services**

Revenue is recognised when a customer obtains control of the goods or services. Revenue is earned from depository fee, eligibility fee, transaction fee and participation fees.

- Depository fees represent the annual fees charged to Companies quoted on the Nigerian Exchange Limited at a rate based on market capitalisation.
- Eligibility Fees represents annual fees charged to stock broking firms for trading. These fees makes the stockbroking firms eligible to trade.
- Settlement Banks participation fee represents annual fees charged to banks through which the value of the trades on the Exchanges' trading floor (i.e Nigerian Exchange Limited, NASD OTC Exchange, Lagos Commodities and Future Exchange or any other authorized/organized Securities Trading Platform) settles to all related parties.
- Legal entity identifier represents annual fee charged to all market participants on an annual basis for a unique identification number to enable them trade internationally and attract foreign investors confidence.
- The Group and Company provide lien services to lenders who have granted credit facilities to borrowers secured with securities deposited with the Company. Collateral Management fees and other incidental fees are charged and recognised in the statement of profit or loss once the lien service passed the five stages of revenue recognition in accordance with IFRS 15.
- Special account fee represents annual fee charged to individuals, families, corporate and stockbroking firms who desire to have their shares secured in a special account for proper monitoring.
- Website subscription fee represents annual fee charged to individual, family, corporate and stockbroking firms to enable them view their transactions online.
- Data Centre subscription is earned from electronic document management services rendered to different levels of customers on contract basis. This income is recognized either according to percentage-of-completion or the terms and conditions of the contract letter for the period of the contract.



Revenue earned is recognized over the duration of the particular service or revenue is over time as services are rendered. Any upfront fees or payment for services that are rendered over a period are treated as contract liability in line with IFRS 15 and recognized over the required period. These are presented as unearned income.

- Transaction fees are based on values of shares traded on the Nigerian Exchange Limited or any other authorized / organized Securities Trading Platform charged on the investors at a percentage of sales.
- Listing fee is a one-off charge on new issuance of equity and bond by the issuers. This is a percentage of the number of shares multiplied by the market price.
- Nominal fees is charged to issuers or investors for block divestment and shares detachment at an arms length transaction.
- X-alert fee is charged to investors per transaction alerting them on transactions on their shares.
- DMO services fees are monthly charges to DMO on services rendered. For example: creation of ISIN codes, OTC transaction fees, etc.

Revenue	
At a point in time	Over time
Transaction fees	Depository fee
Listing fees	Eligibility fee
Nominal fees	Settlement bank participation fee
X-alert fee	Legal Entity identifier
DMO Services	Collateral management
	Special account fee
	Website subscription fee

The Group and the Company apply practical expedient in considering income from contracts by not disclosing performance obligations that have duration of one year or less.

**Contract Liability**

IFRS 15 Revenue from Contracts with Customers establishes the principles that an entity applies when reporting information about the nature, amount, timing and uncertainty of revenue and cash flows from a contract with a customer.

Contract liability is recognised when a payment for customer is due (or already received, whichever is earlier) before a related performance obligation is satisfied.

Contract liability include payment received for collateral management services rendered as well as collateral management, Website Subscription, and sales and business development fees which are yet to be earned as at the year end 31 December 2025.

**(d) Share Capital**

Incremental costs attributable to the issue of ordinary shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction are accounted for in accordance with IAS 12.

**(e) Dividends Distribution**

Dividend distributions to the Group and Company's shareholders are recognised in the Group's consolidated and separate financial statements in the year in which the dividend is declared and approved by the Group and Company's shareholders. Dividend paid is recognised gross of withholding tax (WHT) with the corresponding WHT remitted to the tax authorities.

**(f) Earnings Per Share**

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

**(g) Employee Benefits**

**(i) Short Term Employee Benefits**

Short term employee benefits, such as salaries, paid absences and other benefits are accounted for on an accrual basis and are expensed as the related service is provided. Bonuses are recognised to the extent that the Group and Company has a present obligation to its employees that can be measured reliably. All expenses related to employee benefits are recognised in the income statement as personnel expenses.

**(ii) Retirement Benefit Costs Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in profit or loss when they are due in respect of service rendered before the end of the reporting year. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in future payments is available. The Group operates a funded contributory retirement benefit scheme for its employees under the provisions of the Pension Reform Act 2014 (as amended). The employer contributes 10% while the employee contributes 8% of the qualifying employee's salary.

**Defined benefit plans - Long Term Incentive Scheme**

The calculation of defined benefit obligations is performed annually by an external actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual year to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the year as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group and Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

**Valuation Methodology**

- First, at the date of joining employment, Present value approach was used to determine the value of the expected future contributions at the proposed annual contribution rate by discounting at the assumed net of earnings discount rate over the period to retirement.
- Secondly the resulting value was adjusted for accumulation at the valuation rate of interest to the valuation date and thereafter, over the future years to retirement, from that date to give the projected lump sum.
- Finally, the projected cash sum was expressed as a proportion of the projected final total emoluments in the year of retirement to obtain the projected gross income replacement ratio.

**(h) Income Tax**

Income tax expense comprises current tax (company income tax, tertiary education tax, National Information Technology Development Agency levy and Nigeria Police Trust Fund levy) and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

The Company had determined that interest and penalties relating to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore are accounted for under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

**(a) Current Tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year, and any adjustment to tax payable or receivable in respect of previous years.

The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date and is assessed as follows:

- Company income tax is computed on taxable profits
- Tertiary education tax is computed on assessable profits

- National Information Technology Development Agency levy is computed on profit before tax
- Nigeria Police Trust Fund levy is computed on net profit (i.e. profit after deducting all expenses and taxes from revenue earned by the company during the year)

Total amount of tax payable under CITA is determined based on the higher of two components namely Company Income Tax (based on taxable income (or loss) for the year); and minimum tax. Taxes based on profit for the period are treated as income tax in line with IAS 12.

**(b) 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 amounts used for taxation purposes.

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences.

If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

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.

Deferred tax is measured at the 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, and reflects uncertainty related to income taxes, if any. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

**(c) Minimum Tax**

Minimum tax which is based on a gross amount is outside the scope of IAS 12 and therefore, are not presented as part of income tax expense in the profit or loss. Minimum tax is determined as 0.5% of gross turnover of the Group less franked investment income. 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.

**(i) Property and Equipment**

**(i) Recognition and Measurement**

The cost of an item of property, plant and equipment is recognised as an asset if:

- it is probable that future economic benefits associated with the item will flow to the entity; and
- the cost of the item can be measured reliably.

Property and equipment are carried at the cost of acquisition or construction and depreciated over its estimated useful life.

The cost of acquisition comprises the acquisition price plus ancillary and subsequent acquisition costs, less any reduction received on the acquisition price. The cost of self-constructed property and equipment comprises the direct cost of materials, direct manufacturing expenses, and appropriate allocations of material and manufacturing overheads. Where an obligation exists to remove an asset or restore a site to its

former condition at the end of its useful life, the present value of the related future payments is capitalized along with the cost of acquisition or construction upon completion and a corresponding liability is recognized.

Property, plant and equipment are tangible items that:

- are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and
- are expected to be used during more than one period.

Property, plant and equipment includes bearer plants related to agricultural activity.

**(ii) Subsequent Expenditure**

Expenses for the repair of property and equipment, such as on-going maintenance costs, are normally recognized in profit or loss. The cost of acquisition or construction is capitalized if a repair (such as a complete overhaul of technical equipment) will result in future economic benefits to the Group.

**(iii) Depreciation**

Depreciation is recognised in profit or loss on a straight line basis over the estimated useful lives of each part of an item of property and equipment. Depreciation is charged to profit from the date the assets are available for use and significant asset components with different useful lives are accounted for and depreciated separately. Right-of-use assets are depreciated on a straight-line basis over the lease term. The following depreciation years, based on the estimated useful lives of the respective assets, are applied throughout the Group:

Computer Equipment	4 years
Furniture and Fittings	8 years
Motor vehicle	4 years
Office Equipment	5 years
Leasehold improvement	3 years
Capital work in progress	Not depreciated

Depreciation begins when an asset (tangible) is available for use and ceases at the earlier of the date that the asset is derecognised or classified as held for sale in accordance with IFRS 5- Non Current Asset Held for Sales and Discontinued Operations

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

**(iv) Derecognition**

An item of property and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss on disposal is the difference between the proceeds and the carrying amount which is recognised as an operating income or expense respectively in profit or loss.

When assets are sold, closed down or scrapped, the difference between the net proceeds and the net carrying amount of the assets is recognized as a gain or loss in other operating income or expenses, respectively.

**(v) Capital Work in Progress**

Construction and other capital projects that are yet to be completed at the reporting date are classified as capital work in progress and recognised in Work-in-progress account. They are transferred to relevant classes of property and equipment upon completion of the project when items are ready for use. Items classified as work in progress are not depreciated.

**(j) Intangible Assets**

**(i) Initial Recognition and Measurement**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis.

**(ii) Subsequent Expenditure**

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred, on the same basis as intangible assets that are acquired separately.

**(iii) Amortization**

Amortization is calculated over the cost of the asset, or other amount substituted for cost, less its residual value.



Amortisation is recognised in the profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative years are as follows:

Software License	Over License term
Software under development	Not amortized

**(iv) Derecognition**

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

**(v) Software Under Development**

Software under development represents qualifying capital expenditure on software, which is yet to be completed at the reporting date. They are transferred to intangible asset class upon completion. Items classified as software under development are not amortized but are reviewed at each reporting date and adjusted if appropriate.

Software under development is capitalized only if the expenditure can be measured reliably, the product is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources and ability to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, software under development is measured at cost less accumulated amortisation and any accumulated impairment losses.

**(k) Impairment of Non-Financial Assets**

The carrying values of all non-financial assets are reviewed for impairment when there is an indication that the assets might be impaired. Impairment tests are performed not only on individual items of intangible assets, property, plant and equipment, but also at the level of cash-generating units.

A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Cash-generating units are tested if there is an indication of possible impairment. Impairment testing involves comparing the carrying amount of each cash-generating unit or item of intangible assets, property or equipment to the recoverable amount, which is the higher of its fair value less costs to sell or value in use. If the carrying amount exceeds the recoverable amount, the asset is impaired by the amount of the difference.

Impairment losses are recognised in profit or loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. 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 amortization, if no impairment loss had been recognized. Reversals of impairment losses are recognized in profit or loss.

For the purpose of calculating the recoverable amount, both the fair value less costs to sell and the value in use are determined from the present value of the future net cash flows. These are forecast on the basis of the Group and Company's current planning, the planning horizon normally being three to five years. Forecasting involves making assumptions, especially regarding future selling prices, sales volumes and costs. Where the recoverable amount is the fair value less costs to sell, the cash-generating unit is measured from the viewpoint of an independent market participant.

Where the recoverable amount is the value in use, the cash-generating unit or individual asset is measured as currently used. In either case, net cash flows beyond the planning year are determined on the basis of long-term business expectations using individual growth rates derived from the respective market information.

**(l) Leases**

"At inception of a contract, the Group and 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.

The Group and Company's major lease transactions are leases relating to the lease of its head office and Abuja branch.

**(i) The Group/Company is a Lessee**

The Group and Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

The Group and Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

**Right-of-Use Assets**

The Group and Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the lease term. The right-of-use assets are presented within note on Property and equipment.

**Lease Liabilities**

The Group and Company recognises lease liabilities at the commencement date of the lease. 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, Group and Company's incremental borrowing rate. Practically, the incremental borrowing rate of the Group and Company is used as the discount rate.

The lease liability is decreased by lease payment and increased by the interest cost on the lease liability. Remeasurement is done whenever there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Group and Company has applied judgement to determine the lease term for its lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group and Company is reasonably certain to exercise such options impacts the lease term, which remarkably impacts the amount of right-of-use asset and lease liability recognised.

**Subsequent Measurement of the Lease Liability**

After the commencement date, a lessee shall measure the lease liability by:

- (a) increasing the carrying amount to reflect interest on the lease liability;
- (b) reducing the carrying amount to reflect the lease payments made; and
- (c) remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

A lessee shall remeasure the lease liability by discounting the revised lease payments using a revised discount rate, if either:

- (a) there is a change in the lease term. A lessee shall determine the revised lease payments on the basis of the revised lease term; or
- (b) there is a change in the assessment of an option to purchase the underlying asset, assessed considering the events and circumstances in the context of a purchase option. A lessee shall determine the revised lease payments to reflect the change in amounts payable under the purchase option.

A lessee shall remeasure the lease liability by discounting the revised lease payments, if either:

- (a) there is a change in the amounts expected to be payable under a residual value guarantee. A lessee shall determine the revised lease payments to reflect the change in amounts expected to be payable under the residual value guarantee.
- (b) there is a change in future lease payments resulting from a change in an index or a rate used to determine those payments, including for example a change to reflect changes in market rental rates following a market rent review. The lessee shall remeasure the lease liability to reflect those revised lease payments only when there is a change in the cash flows (i.e when the

adjustment to the lease payments takes effect). A lessee shall determine the revised lease payments for the remainder of the lease term based on the revised contractual payments.

A lessee shall determine the revised lease payments for the remainder of the lease term based on the revised contractual payments.

### (m) Financial Instruments

#### (i) The Group and Company's financial assets comprise the following:

##### (a) Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand, current balances with banks and similar institutions and highly liquid investments with maturities of three months or less when acquired. They are readily convertible into known amounts of cash and are held for cash management purposes and to meet short term obligations. Cash and cash equivalents are initially measured at fair value and subsequently measured at amortized cost.

##### (b) Fixed Deposits

Fixed deposits, comprising principally funds held with banks and other financial institutions, are initially measured at fair value, plus direct transaction costs, and are subsequently re-measured to amortized cost using the effective interest rate method at each reporting date. Changes in carrying value are recognised in the Statement of Profit or Loss.

Changes in carrying value are recognised in the Statement of Profit or Loss.

##### (c) Investment Securities

Investment securities include all securities classified as fair value through other comprehensive Income, fair value through profit or loss and amortized cost. All investment securities are initially recorded at fair value and subsequently measured according to the respective classification.

##### (d) Trade Receivables

Trade receivables comprise debtors from customers. E.g. Bond dealers, Quoted companies, Settlement Banks, etc.

They are carried at original invoice amount less any impairment for doubtful receivables. Impairment allowances for doubtful receivables are made using the expected credit loss model taking into account aging, previous experience, general economic

conditions and forward looking information. Other receivables are initially measured at fair value and subsequently measured at amortized cost.

#### (e) Other Receivables

Other receivables comprise staff debtors and other receivables. They are carried at original invoice amount less any impairment for doubtful receivables. Impairment allowances for doubtful receivables are made using the expected credit loss model taking into account ageing, previous experience, general economic conditions and forward looking information. Other receivables are initially measured at fair value and subsequently measured at amortized cost.

#### (ii) Recognition and Initial Measurement

The Group and Company initially recognizes its financial assets and liabilities on the trade date, which is the date on which it becomes a party to the contractual provisions of the instrument. A financial asset or financial liability is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

Trade receivables are initially measured at fair value and subsequently measured at amortized cost.

#### (iii) 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-unquoted equity investment, or fair value through profit or loss (FVTPL) - quoted equity investment. Classification and measurement for debt securities is based on the Group and Company's business model for managing the financial instruments and the contractual cash flow characteristics of the instruments.

Classification and measurement for debt securities is based on the Group and Company's business model for managing the financial instruments and the contractual cash flow characteristics of the instruments.

"Debt instruments are measured at amortized cost if both of the following conditions are met and the asset is not designated as FVTPL:

- (a) the asset is held within a business model that is Held-to-Collect (HTC) as described below, and
- (b) the contractual terms of the instrument give rise to cash flows that are solely payments of principal and

interest on the principal amount outstanding (SPPI). Debt instruments are measured at FVOCI if both of the following conditions are met and the asset is not designated as FVTPL:

- (a) the asset is held within a business model that is Held-to-Collect-and-Sell (HTC&S) as described below, and
- (b) the contractual terms of the instrument give rise, on specified dates, to cash flows that are SPPI.

All other debt instruments are measured at FVTPL. Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

On initial recognition of an equity investment that is not held for trading, the Group and Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election will be used for certain equity investments for strategic or long term investment purposes. This election is made on an investment-by-investment basis and once made is irrevocable. For equity instruments measured at FVTPL, changes in fair value are recognized in the profit or loss. Any transaction costs incurred upon purchase of the security are added to the cost basis of the security and are not reclassified to the profit or loss on sale of the security.

**(a) Business Model Assessment**

The Group and Company determines the business models at the level that best reflects how portfolios of financial assets are managed to achieve the Group and Company's business objectives. Judgment is used in determining the business models, which is supported by relevant, objective evidence including:

- How the economic activities of the Group and Company's businesses generate benefits, for example through trading revenue, enhancing yields or other costs and how such economic activities are evaluated and reported to key management personnel;
- How managers of the portfolio are compensated; e.g whether compensation is based on the fair value of assets managed or the contractual cashflows collected;
- The significant risks affecting the performance of the Group and Company's businesses, for example, market risk, credit risk, or other risks and the activities undertaken to manage those risks; and

- Historical and future expectations of sales of securities portfolios managed as part of a business model.

- Frequency, timing and volume of sales is also considered in assessing business model.

The Group's business models fall into three categories, which are indicative of the key strategies used to generate returns:

- Hold-to-Collect (HTC): The objective of this business model is to hold securities to collect contractual principal and interest cash flows. Sales are incidental to this objective and are expected to be insignificant or infrequent.

- Hold-to-Collect-and-Sell (HTC&S): Both collecting contractual cash flows and sales are integral to achieving the objective of the business model.

- Other fair value business models: These business models are neither HTC nor HTC&S, and primarily represent business models where assets are held-for-trading or managed on a fair value basis.

**(b) Assessment of Whether Cashflows are Solely Payments of Principal and Interest**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group and Company 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 Group and Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable - rate features;
- prepayment and extension features; and



- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

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

**(iv) Financial Assets – Subsequent Measurement and Gains and Losses**

Financial asset at amortized cost	These assets are subsequently measured at amortized cost using effective interest rate method. The amortized 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.
Debt Investment at FVOCI	These assets are subsequently measured at fair value through other comprehensive income and using effective interest rate method in recognising interest income. Changes in fair value are recognized initially in Other Comprehensive Income (OCI). When the asset is derecognized or reclassified, changes in fair value previously recognized in OCI and accumulated in equity are reclassified to profit and loss on a basis that always results in an asset measured at FVOCI having the same effect on profit and loss as if it were measured at amortized cost.
Equity investment at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represent recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

**(v) Financial liabilities – Classification, Subsequent Measurement and Gains and Losses**

Financial liabilities are classified as measured at amortized cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortized 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.

**(vi) Derecognition**

**Financial Assets**

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

The Group and Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

**Financial Liabilities**

The Group and Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group and Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

**(vii) Offsetting**

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

**(viii) Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group and Company has access at the date. The fair value of a liability reflects its non-performance risk.

When available, the Group and Company measure the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group and Company uses valuation technique that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all the factors that market participants would take into account in pricing a transaction.

**(ix) Amortized Cost**

The amortized cost of a financial asset or liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount recognized and the maturity amount, minus any reduction for impairment.

**(n) Impairment**

**Non-Derivative Financial Assets**

The Group and Company recognises loss allowances for ECLs on:

- financial assets measured at amortized cost; and
- debt investments measured at FVOCI.

The Group and Company measure loss allowances at an amount equal to lifetime ECLs, except for 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.

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

The Group and Company assume that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group and Company consider a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group and Company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The Group and Company considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'. The Group and Company considers this to be B or BBB- or higher per Augusto & Co., Standard & Poor's, and Global Credit Rating.

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

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period



if the expected life of the instrument is less than 12 months).

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

**Measurement of ECLs**

“The Group and Company recognizes loss allowances for Expected Credit Losses (ECL) on the following financial instruments that are not measured at FVTPL. The Entity measures expected credit losses and recognizes interest income on risk assets based on the following stages:

**Stage 1:**

Assets that are performing. If credit risk is low as of the reporting date or the credit risk has not increased significantly since initial recognition, The Group and Company recognize a loss allowance at an amount equal to 12-month expected credit losses. This amount of credit losses is intended to represent lifetime expected credit losses that will result if a default occurs in the 12 months after the reporting date, weighted by the probability of that default occurring.

**Stage 2:**

Assets that have significant increases in credit risk. In instances where credit risk has increased significantly since initial recognition, The Entity measures a loss allowance at an amount equal to full lifetime expected credit losses. That is, the expected credit losses that result from all possible default events over the life of the financial instrument. For these debt instruments, interest income recognition will be based on the Effective Interest Rate(EIR) multiplied by the gross carrying amount.

**Stage 3:**

Credit impaired. For debt instruments that have both a significant increase in credit risk plus observable evidence of impairment.

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

ECLs are discounted at the effective interest rate of the financial asset.

**Impairment Methodology**

“The calculation of ECL incorporates forward-looking information in all the ECL components. This forward-looking information will impact the various ECL components as follows:

- Probability of default – The PDs will vary during various stages of an economic cycle. It is based on the likelihood that a borrower will default within one year (PD), assessment of the creditworthiness of the counterparty and transformation of 1 Year horizon into lifetime of the asset
- Loss Given Default – Collateral values will vary based on the stage of an economic cycle.
- Exposure at default – Change in interest rates may affect the EAD e.g. higher interest rates may result in longer terms for loans causing a change in the EAD

The Group applies historical experience to determine the expected loss given default ratios for each class of financial instruments. Where internal historical experience is not available, other sources, e.g. data available from rating companies as well as professional judgments are used to determine the LGD ratios that will apply. Collateral that is held against the financial assets is also considered in determining the LGD.

The Group management has resolved to use the recovery rates as published by Moodys credit analytics for all credit exposures to sovereign denominated in foreign currencies and all corporate exposures.

For sovereign exposures denominated in Naira which are assessed as low credit risk exposures, we have resolved to use LGDs within the range of 5-10% based on the Central banks of Nigeria’s Revised Guidance Notes on Credit risk. Section 3.1 of the document addresses exposure to sovereigns and Central banks and states that financial institutions should assign a risk weight of 0% to the following:

- Exposures to Federal Government of Nigeria (FGN) and Central Bank of Nigeria (CBN);
- Instruments issued by other entities backed by express guarantee of the FGN;
- Inter-bank transactions guaranteed by the FGN or CBN; and

- Inter-bank transactions among supervised institutions collateralized by FGN Bonds, Treasury Bills or other similar sovereign bill

### Credit-Impaired Financial Assets

At each reporting date, the Group and Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI 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 being more than 90 days past due;
- the restructuring of a loan or advance by the Group and Company on terms that it would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

### Presentation of Allowance for ECL in the Statement of Financial Position

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

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI

### Write-Off

The gross carrying amount of a financial asset is written off when the Group and Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group and Company has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets.

For corporate customers, the Group and 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 Group and 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 Group and Company's procedures for recovery of amounts due.

### (o) Provisions

Provisions are measured in accordance with IAS 37 (Provisions, Contingent Liabilities and Contingent Assets). Where the cash outflow to settle an obligation is expected to occur after one year, the provision is recognized at the present value of the expected cash outflow. If the projected obligation declines as a result of a change in the estimate, the provision is reversed by the corresponding amount and the resulting income recognized in the operating expense item(s) in which the original charge was recognized.

Claims for reimbursements from third parties are capitalized separately if their realization is virtually certain.

Trade-related provisions are recorded mainly for the obligations in respect of services already received (whether they have been invoiced or not).

Provisions for litigation are recorded in the statement of financial position in respect of pending or future litigations, subject to a case-by-case examination. Such legal proceedings are evaluated on the basis of the available information, including that from legal counsel acting for the Group, to assess potential outcomes. Where it is more likely than not that a present obligation arising out of legal proceedings will result in an outflow of resources, a provision is recorded in the amount of the present value of the expected cash outflows if these are considered to be reliably measurable. These provisions cover the estimated payments to plaintiffs, court fees, attorney costs and the cost of potential settlements. The evaluation is based on the current status of the litigations as of each closing date and includes an assessment of whether the criteria for recording a provision are met and, if so, the amount of the provision to be recorded.

Litigation and other judicial proceedings generally raise complex issues and are subject to many uncertainties and complexities including, but not limited to, the facts and circumstances of each particular case, the jurisdiction in which each suit is brought and differences in applicable law. The outcome of currently pending and future proceedings therefore cannot be predicted. As a result of a judgment in court proceedings or



the conclusion of a settlement, the Group may incur charges in excess of presently established provisions and related insurance coverage.

Where the time effect of money is material, balances are discounted to current values using appropriate rates of interest. The unwinding of the discount is recognized as finance cost.

**(p) Interest Income**

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortized cost of the financial asset.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset.

If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

**(q) Contingent Assets and Liabilities**

"A contingent asset is a possible asset 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 Group. Contingent assets are disclosed in the financial statements when they arise.

A contingent liability is a probable 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 Group. However, they are recognised, if it is probable that an outflow of economic resources will be required to settle the obligation and the amount can be reliably estimated. Contingent liabilities are disclosed in the consolidated and separate financial statements when they arise.

**(r) Other Operating Expenses**

All other operating expenses are accounted for on accrual basis.

**(s) Other Income**

Other income are recognised when the goods or services are transferred to the customer, at the transaction price. They comprise of fees on services to the custodian, gain on foreign exchange, profit of asset disposal, etc.

**(t) Finance Cost**

Finance costs are accounted for on accrual basis. This comprises of the Lease interest and interest expense on short-term borrowings.

**5 Use of Judgements and Estimates**

In preparing these consolidated and separate financial statements, the Directors have made judgement, estimates and assumptions that affect the application of the Group and Company's accounting policies and the reported amounts of assets, liabilities and expenses. Actual reports may differ from these estimates.

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

**Judgements**

Management has exercised judgment in determining the lease term of lease contracts during the year.

Judgement has been applied to determine whether the Group is reasonably certain to exercise extension options.

**Assumptions and Estimation Uncertainties**

Information about assumptions and estimation uncertainties as at 31 December 2025 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year are discussed below;

**Impairment Losses of Financial Assets**

- (i) In the application of the Group and Company's accounting policies, the Directors are required

to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. In assessing the impairment, the Group and Company use historical information on the timing of the recoveries and the amount of loss incurred, and makes an adjustment if current economic and credit conditions are such that the actual losses are likely to be greater or lesser than suggested by historical trends. Actual results may differ from these estimates.

Financial assets accounted for at amortized cost and at fair value through other comprehensive income are evaluated for impairment on a basis described in the accounting policies.

**(ii) Key Actuarial Assumptions**

Measurement of defined benefit obligations: key actuarial assumptions;

**Defined Benefit Obligation**

The Group and Company sponsored a defined benefit plan for the Managing Director/Chief Executive Officer. The Group and Company estimated its obligation to its Managing Director in the current year in return for service using the projected unit credit method. Also, the funding requirements were based on actuarial measurement which sets discount rates with reference to the expected long term rates of return on plan assets. Amounts contributed in each year into the plan were expensed in the year in which they were due. Note 29.2

Further information about the assumptions made in measuring fair values is included in note 8 to the financial statements.

**6 Risk Management Framework**

The board of directors of the Company is responsible for establishing and overseeing the Company's risk management framework and practices. To assist in this effort, the board has created the Board Risk Committee, which develops and monitors the Company's risk management policies. This committee reports regularly to the board on its activities.

The risk management policies are designed to identify and analyze the risks faced by the Company. They establish appropriate risk limits and controls, as well as monitor compliance with these limits. These policies and systems are regularly reviewed to ensure they reflect changes in market conditions and the Company's activities. Through training and management standards and procedures, the Company aims to maintain a disciplined and constructive environment in which all employees understand their roles and responsibilities.

The Board Risk Committee is responsible for overseeing how management monitors compliance with the Company's risk management policies and procedures. It also evaluates the adequacy of the risk management framework in relation to the risks the Company faces. The Board Risk Committee is supported by the Management Risk Committee and the Internal Audit, which conduct both regular and ad-hoc reviews of risk management controls and procedures. The findings from these reviews are reported to the Board Risk Committee.

The Company have exposure to the following risks arising from financial transactions:

- i Credit risk
- ii Liquidity risk
- iii Market risk

**(a) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial transaction fails to meet its contractual/financial obligations under the transaction, and arises principally from the Company and Company's receivables from customers and investments in debt securities.

The carrying amounts of financial assets and contract assets represent the maximum credit exposure.

The Impairment allowance on financial assets were as follows.

In thousands of Naira	Notes	Group		Company	
		2025	2025	2024	2024
Impairment loss on trade receivables	18(b)	467,366	467,366	473,735	473,735
Impairment loss on other receivables	19(b)	70,297	70,297	70,297	70,297
Impairment loss on debt securities at amortized cost	17(a)	95,267	95,267	75,838	75,838
Impairment loss on debt securities at FVTOCI	25(c)	3,705	3,705	5,752	5,752
Impairment loss on cash and cash equivalents	21	14,438	14,438	2,635	2,635
		<b>651,073</b>	<b>651,073</b>	<b>628,258</b>	<b>628,258</b>

### (i) Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Board Risk Committee has established a credit policy under which the Company analyses its customers individually for creditworthiness before entering a contract.

Trade receivables that are outstanding for more than 180 days are fully impaired as the Company considers collection of such receivables as doubtful. In monitoring customers' credit risk, customers are grouped according to their credit characteristics, which include bond dealers, legal entities or stockbroking firms. The Company establishes an allowance for impairment that represents its estimate of expected credit loss model in respect of trade receivables.

As at 31 December 2025, the maximum exposure to credit risk for trade receivables by type of counterparty was as follows:

In thousands of Naira	Notes	Carrying amount		Carrying amount	
		Group	Company	Group	Company
		31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
<b>Trade Receivables</b>					
Bond Dealers		164,912	164,912	8,857	8,857
Quoted Companies		248,086	248,086	180,442	180,442
Stock Broking Firms		17,716	17,716	18,826	18,826
Sales and Business Development		197,651	197,651	314,112	314,112
Settlement Banks		17,564	17,564	16,856	16,856
<b>Total</b>	<b>18(a)</b>	<b>645,929</b>	<b>645,929</b>	<b>539,092</b>	<b>539,092</b>
Impairment allowance for trade receivables	18(b)	(467,366)	(467,366)	(473,735)	(473,735)
<b>Total</b>		<b>178,563</b>	<b>178,563</b>	<b>65,357</b>	<b>65,357</b>

In thousands of Naira	Notes	Carrying amount		Carrying amount	
		Group		Company	
		31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
<b>Other Receivables</b>					
Staff debtors		3,083	3,083	11,521	11,521
Sundry receivables		69,912	69,912	4,094,458	4,094,458
<b>Total</b>	<b>19(a)</b>	<b>72,995</b>	<b>72,995</b>	<b>4,105,979</b>	<b>4,105,979</b>
Impairment allowance for other receivables	19(b)	(70,297)	(70,297)	(70,297)	(70,297)
<b>Total</b>		<b>2,697</b>	<b>2,697</b>	<b>4,035,682</b>	<b>4,035,682</b>

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

In thousands of Naira	Other receivables				Trade receivables			
	Group		Company		Group		Company	
	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Balance as at 1 January	70,297	70,297	70,297	70,297	473,735	473,735	337,381	337,381
Movement in the year	-	-	-	-	(6,369)	(6,369)	136,354	136,354
<b>Balance as at year end</b>	<b>70,297</b>	<b>70,297</b>	<b>70,297</b>	<b>70,297</b>	<b>467,366</b>	<b>467,366</b>	<b>473,735</b>	<b>473,735</b>
<b>Movement in the year:</b>								
Impairment (reversal)/ charge on financial assets	-	-	-	-	(6,369)	(6,369)	136,354	136,354
<b>Net movement in the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(6,369)</b>	<b>(6,369)</b>	<b>136,354</b>	<b>136,354</b>

#### Expected Credit Loss Assessment as at 1 January and 31 December 2025

Considering the size and lack of complexity in the entity's receivables, CSCS Plc adopted a loss rate approach to determine the expected loss of receivables. The adopted approach uses historical loss experience of the obligor (quoted companies, bond dealers, stockbroking firm, settlement banks). It is based on loss provision over the life of the financial assets to determine the expected loss model as opposed to using separate probability of default (PD), Exposure at Default (EAD) and loss given default (LGD) statistics.

Loss rate model is suitable due to lack of complexity and short term nature of most of the financial assets. The basic steps in determining the expected loss rate using this model are:

- Financial assets are segmented based on credit risk characteristics.
- Loss rate for each financial asset is observed over a period of five years.

The receivable comprises of Bond dealers, Quoted companies, Stock Broking Firm, Settlement Banks and Sales and Business Development customers. Based on the historical data and trend of receivables as well as the macroeconomic data (see table below) for the observable periods, the expected loss rate is estimated based on the average loss rate over the observable periods and adjusting the macro economic impact on the obligor ability to meet his obligation.

As at 31 December 2025, the ageing of trade receivables was as follows:

In thousands of Naira	Weighted-average loss rate	Gross carrying amount	Loss allowance	Credit Impaired
Neither past due nor impaired 1 - 30 days	32%	261,532	84,974	No
Neither past due nor impaired 31 - 90 days	32%	2,909	945	No
Neither past due nor impaired 91 - 180 days	32%	60	20	No
More than 180 days pass due	100%	381,427	381,427	Yes
<b>Total</b>		<b>645,929</b>	<b>467,366</b>	

As at 31 December 2024, the ageing of trade receivables was as follows:

In thousands of Naira	Weighted-average loss rate	Gross carrying amount	Loss allowance	Credit Impaired
Neither past due nor impaired 1 - 30 days	31%	1,923	594	No
Neither past due nor impaired 31 - 90 days	31%	31,843	9,831	No
Neither past due nor impaired 91 - 180 days	31%	60,782	18,766	No
More than 180 days pass due	100%	444,544	444,544	Yes
<b>Total</b>		<b>539,092</b>	<b>473,735</b>	

In thousands of Naira	Carrying amount			
	Group	Company	Group	Company
	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Neither past due nor impaired 1 - 30 days	261,532	261,532	1,923	1,923
Neither past due nor impaired 31 - 90 days	2,909	2,909	31,843	31,843
Neither past due nor impaired 91 - 180 days	60	60	60,782	60,782
More than 180 days pass due	381,427	381,427	444,544	444,544
<b>Total</b>	<b>645,929</b>	<b>645,929</b>	<b>539,092</b>	<b>539,092</b>

Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

## (ii) Debt Securities

The Company limit their exposure to credit risk by investing only in debt securities with counterparties that have a minimum credit rating of BB by reputable rating agency. Management actively monitors credit ratings and ensures that the Company has only made investment in line with the Investment Policy Manual as approved by the Board which provides target allocations in fixed tenured investments.

The Group and Company held total investments of N39.5billion (at FVOCI - N0.99billion; at Amortized Cost - N38.5billion) as at 31 December 2025 (31 December 2024: N34.7billion (at FVOCI - N1.3billion; at Amortized Cost - N33.4billion) which represents its maximum credit exposure on Federal Government Bonds, State Government Bonds, and Corporate Bonds.

As at 31 December 2025, the maximum exposure to credit risk for investments was as follows:

In thousands of Naira	FVOCI		Amortized cost		FVOCI		Amortized cost	
	Group	Company	Group	Company	Group	Company	Group	Company
	31-Dec 2025	31-Dec 2025	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024	31-Dec 2024	31-Dec 2024
Federal Government Bonds	998,890	998,890	34,386,797	34,386,797	1,333,882	1,333,882	25,399,172	25,399,172
State Government Bonds	-	-	1,691,903	1,691,903	-	-	2,050,438	2,050,438
Corporate Bonds	-	-	2,509,290	2,509,290	-	-	3,528,089	3,528,089
Commercial paper	-	-	-	-	-	-	2,497,753	2,497,753
<b>Gross carrying amount</b>	<b>998,890</b>	<b>998,890</b>	<b>38,587,990</b>	<b>38,587,990</b>	<b>1,333,882</b>	<b>1,333,882</b>	<b>33,475,452</b>	<b>33,475,452</b>
Impairment loss allowance	(3,705)	(3,705)	(95,267)	(95,267)	(5,752)	(5,752)	(75,838)	(75,838)
<b>Total</b>	<b>995,185</b>	<b>995,185</b>	<b>38,492,723</b>	<b>38,492,723</b>	<b>1,328,130</b>	<b>1,328,130</b>	<b>33,399,614</b>	<b>33,399,614</b>

#### Movement in Allowance for Impairment

In thousands of Naira	FVOCI		Amortized cost		FVOCI		Amortized cost	
	Group	Company	Group	Company	Group	Company	Group	Company
	2025	2025	2025	2025	2024	2024	2024	2024
	12-month ECL		12-month ECL		12-month ECL		12-month ECL	
Balance at 1 January	5,752	5,752	75,838	75,838	3,581	3,581	16,571	16,571
Impairment loss / (reversal) for the year	(2,047)	(2,047)	19,429	19,429	2,171	2,171	59,267	59,267
<b>Total</b>	<b>3,705</b>	<b>3,705</b>	<b>95,267</b>	<b>95,267</b>	<b>5,752</b>	<b>5,752</b>	<b>75,838</b>	<b>75,838</b>

#### (iii) Cash and Cash Equivalents

The Group held cash and cash equivalents of N14.7billion as at 31 December 2025 (31 December 2024: N16.6billion) which represents its maximum credit exposure on these assets. The cash and cash equivalents with maturity profile of less than 3 months, are held with local banks which are rated "BB" by reputable rating agency.

Impairment on cash and cash equivalents has been measured on 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The impairment allowance on cash and cash equivalent for the year ended 31 December 2025 was N14.4million because of additional impairment charge. (2024: N2.6million)

#### (iv) Total Exposure to Credit Risk

The Group's exposure to credit risk was as follows:

In thousands of Naira	Notes	Group	Company	Group	Company
		31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Trade receivables	18(a)	645,929	645,929	539,092	539,092
Other receivables	19(a)	72,995	72,995	4,105,979	4,105,979
Debt securities at FVOCI	17(a)(b)	998,890	998,890	1,333,882	1,333,882
Debt securities at amortized cost	17(a)(b)	38,587,990	38,587,990	33,475,452	33,475,452
Cash and cash equivalents	21	14,698,596	14,698,541	6,267,953	6,267,898
		<b>55,004,400</b>	<b>55,004,345</b>	<b>45,722,357</b>	<b>45,722,302</b>

#### (v) Credit Quality and Credit Rating of Financial Assets

The Company's financial assets assessed for impairment are debt securities at amortized cost and FVOCI, cash and cash equivalents, trade receivable and other receivables.

The following table presents an analysis of the credit quality of the Company's financial assets:

#### 31-Dec-25 Group

In thousands of Naira	Cash and Cash equivalent	Debt securities at Fair value through OCI	Debt securities at amortized cost	Trade receivable	Other receivable	Total
AAA to BBB-	-	-	-	-	-	-
BB+ to B-	14,698,596	1,002,595	38,587,990	-	-	54,289,181
Unrated	-	-	-	645,929	72,995	718,924
<b>Gross Amount</b>	<b>14,698,596</b>	<b>1,002,595</b>	<b>38,587,990</b>	<b>645,929</b>	<b>72,995</b>	<b>55,008,105</b>
Allowance for impairment						
12-month ECL	(14,438)	(3,705)	(95,267)	(85,939)	-	(251,249)
Lifetime ECL credit impaired	-	-	-	(381,427)	(70,297)	(451,725)
<b>Total allowance for Impairment</b>	<b>(14,438)</b>	<b>(3,705)</b>	<b>(95,267)</b>	<b>(467,366)</b>	<b>(70,297)</b>	<b>(651,073)</b>
<b>Carrying amount</b>	<b>14,684,158</b>	<b>998,890</b>	<b>38,492,723</b>	<b>178,563</b>	<b>2,697</b>	<b>54,357,032</b>

**31-Dec-24  
Group**

In thousands of Naira	Cash and Cash equivalent	Debt securities at Fair value through OCI	Debt securities at amortized cost	Trade receivable	Other receivable	Total
AAA to BBB-	-	-	-	-	-	-
BB+ to B-	6,267,953	1,333,882	33,475,452	-	-	41,077,287
Unrated	-	-	-	539,092	4,105,979	4,645,072
<b>Gross Amount</b>	<b>6,267,953</b>	<b>1,333,882</b>	<b>33,475,452</b>	<b>539,092</b>	<b>4,105,979</b>	<b>45,722,358</b>
Allowance for impairment						
12-month ECL	(2,635)	(5,752)	(75,838)	(29,191)	-	(113,416)
Lifetime ECL not credit impaired	-	-	-	-	-	-
Lifetime ECL credit impaired	-	-	-	(444,544)	(70,297)	(514,841)
<b>Total allowance for impairment</b>	<b>(2,635)</b>	<b>(5,752)</b>	<b>(75,838)</b>	<b>(473,735)</b>	<b>(70,297)</b>	<b>(628,258)</b>
<b>Carrying amount</b>	<b>6,265,318</b>	<b>1,328,130</b>	<b>33,399,614</b>	<b>65,357</b>	<b>4,035,682</b>	<b>45,094,100</b>

**31-Dec-25  
Company**

In thousands of Naira	Cash and Cash equivalent	Debt securities at Fair value through OCI	Debt securities at amortized cost	Trade receivable	Other receivable	Total
AAA to BBB-	-	-	-	-	-	-
BB+ to B-	14,698,541	1,002,595	38,587,990	-	-	54,289,126
Unrated	-	-	-	645,929	72,995	718,924
<b>Gross Amount</b>	<b>14,698,541</b>	<b>1,002,595</b>	<b>38,587,990</b>	<b>645,929</b>	<b>72,995</b>	<b>55,008,050</b>
Allowance for impairment						
12-month ECL	(14,438)	(3,705)	(95,267)	(85,939)	-	(199,349)
Lifetime ECL not credit impaired	-	-	-	-	-	-
Lifetime ECL credit impaired	-	-	-	(381,427)	(70,297)	(451,725)
<b>Total allowance for impairment</b>	<b>(14,438)</b>	<b>(3,705)</b>	<b>(95,267)</b>	<b>(467,366)</b>	<b>(70,297)</b>	<b>(651,073)</b>
<b>Carrying amount</b>	<b>14,684,103</b>	<b>998,890</b>	<b>38,492,723</b>	<b>178,563</b>	<b>2,697</b>	<b>54,356,977</b>

**31-Dec-24  
Company**

In thousands of Naira	Cash and Cash equivalent	Debt securities at Fair value through OCI	Debt securities at amortized cost	Trade receivable	Other receivable	Total
AAA to BBB-	-	-	-	-	-	-
BB+ to B-	6,267,898	1,333,882	33,475,452	-	-	41,077,232
Unrated	-	-	-	539,092	4,105,979	4,645,072
<b>Gross Amount</b>	<b>6,267,898</b>	<b>1,333,882</b>	<b>33,475,452</b>	<b>539,092</b>	<b>4,105,979</b>	<b>45,722,303</b>
Allowance for impairment						
12-month ECL	(2,635)	(5,752)	(75,838)	(29,191)	-	(113,416)
Lifetime ECL not credit impaired	-	-	-	-	-	-
Lifetime ECL credit impaired	-	-	-	(444,544)	(70,297)	(514,841)
<b>Total Allowance for Impairment</b>	<b>(2,635)</b>	<b>(5,752)</b>	<b>(75,838)</b>	<b>(473,735)</b>	<b>(70,297)</b>	<b>(628,258)</b>
<b>Carrying amount</b>	<b>6,265,263</b>	<b>1,328,130</b>	<b>33,399,614</b>	<b>65,357</b>	<b>4,035,682</b>	<b>45,094,045</b>

**(b) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the 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 have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to the Company's reputation.

Impairment on cash and cash equivalents has been measured on 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The Group recognised impairment allowance of (N14.44million) on its cash and cash equivalents as at 31 December 2025 (31 December 2024: N2.64 million).

**Exposure to Liquidity Risk**

The following are the remaining contractual maturities of financial instruments at the reporting date. The amounts are gross and undiscounted and include estimated interest payments and exclude the impact of netting arrangements.

**Maturity Analysis**

The Group		Contractual cashflows					
31 December 2025							
In thousands of Naira	Less than 3 months	3 months - 6 months	6 months - 1 year	1 year - 5 years	Above 5 years	Total	Carrying amount
<b>Financial Assets</b>							
Investment securities	3,731,670	1,223,633	3,016,082	45,899,068	8,353,853	62,224,305	39,591,713
Trade receivables	264,441	60	381,427	-	-	645,929	178,563
Other receivables	2,697	-	-	-	-	2,697	2,697
Cash and cash equivalents	14,686,653	-	-	-	-	14,686,653	14,686,708
<b>Total</b>	<b>18,685,462</b>	<b>1,223,693</b>	<b>3,397,509</b>	<b>45,899,068</b>	<b>8,353,853</b>	<b>77,559,585</b>	<b>54,459,681</b>

**Financial Liabilities**

Payables and accruals	991,008	-	-	-	-	991,008	991,008
Other liabilities	444,596	-	11,177,392	-	-	11,621,989	11,621,989
Lease liabilities	-	-	96,755	236,995	-	333,750	236,995
<b>Total</b>	<b>1,435,604</b>	<b>-</b>	<b>11,274,147</b>	<b>236,995</b>	<b>-</b>	<b>12,946,746</b>	<b>12,849,990</b>

**The Company Contractual cashflows****31 December 2025**

In thousands of Naira	Less than 3 months	3 months - 6 months	6 months - 1 year	1 year - 5 years	Above 5 years	Total	Carrying amount
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**Financial assets**

Investment securities	3,731,670	1,223,633	3,016,082	45,899,068	8,353,853	62,224,305	39,591,713
Trade receivables	264,441	60	381,427	-	-	645,929	178,563
Other receivables	2,697	-	-	-	-	2,697	2,697
Cash and cash equivalents	14,686,653	-	-	-	-	14,686,653	14,686,653
<b>Total</b>	<b>18,685,462</b>	<b>1,223,693</b>	<b>3,397,509</b>	<b>45,899,068</b>	<b>8,353,853</b>	<b>77,559,585</b>	<b>54,459,625</b>

**Financial Liabilities**

Payables and accruals	991,008	-	-	-	-	991,008	991,008
Other liabilities	444,596	-	11,177,392	-	-	11,621,989	11,621,989
Lease liabilities	-	-	96,755	236,995	-	333,750	236,995
<b>Total</b>	<b>1,435,604</b>	<b>-</b>	<b>11,274,147</b>	<b>236,995</b>	<b>-</b>	<b>12,946,746</b>	<b>12,849,990</b>

**The Group Contractual cashflows****31 December 2024**

In thousands of Naira	Less than 3 months	3 months - 6 months	6 months - 1 year	1 year - 5 years	Above 5 years	Total	Carrying amount
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**Financial Assets**

Investment securities	2,847,112	1,211,440	3,129,163	21,101,017	20,141,247	48,429,979	34,833,596
Trade receivables	33,766	60,782	444,544	-	-	539,092	65,357
Other receivables	4,035,682	-	-	-	-	4,035,682	4,035,682
Cash and cash equivalents	6,267,813	-	-	-	-	6,267,813	6,267,868
<b>Total</b>	<b>13,184,372</b>	<b>1,272,222</b>	<b>3,573,707</b>	<b>21,101,017</b>	<b>20,141,247</b>	<b>59,272,566</b>	<b>45,202,502</b>

**Financial Liabilities**

Payables and accruals	1,385,832	-	-	-	-	1,385,832	1,385,832
Other liabilities	389,207	-	14,671,142	-	-	15,060,349	15,060,349
Lease liabilities	-	-	96,755	296,552	-	393,307	296,552
<b>Total</b>	<b>1,775,039</b>	<b>-</b>	<b>14,767,896</b>	<b>296,552</b>	<b>-</b>	<b>16,839,488</b>	<b>16,742,732</b>

## The Company

31 December 2024

In thousands of Naira	Less than 3 months	3 months - 6 months	6 months - 1 year	1 year - 5 years	Above 5 years	Total	Carrying amount
<b>Financial Assets</b>							
Investment securities	2,847,112	1,211,440	3,129,163	21,101,017	20,141,247	48,429,979	34,833,596
Trade receivables	33,766	60,782	444,544	-	-	539,092	65,357
Other receivables	4,035,682	-	-	-	-	4,035,682	4,035,682
Cash and cash equivalents	6,267,813	-	-	-	-	6,267,813	6,267,813
<b>Total</b>	<b>13,184,372</b>	<b>1,272,222</b>	<b>3,573,707</b>	<b>21,101,017</b>	<b>20,141,247</b>	<b>59,272,566</b>	<b>45,202,446</b>
<b>Financial Liabilities</b>							
Payables and accruals	1,385,832	-	-	-	-	1,385,832	1,385,832
Other liabilities	389,207	-	14,671,142	-	-	15,060,349	15,060,349
Lease liabilities	-	-	96,755	296,552	-	393,307	296,552
<b>Total</b>	<b>1,775,039</b>	<b>-</b>	<b>14,767,896</b>	<b>296,552</b>	<b>-</b>	<b>16,839,488</b>	<b>16,742,732</b>

### (c) Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or value of its holdings of financial instruments. The objective of market risk management is to manage market risk exposures within acceptable parameters, while optimising the return. The Company do not use derivatives to manage market risks.

### (i) Currency Risk

The Company is minimally exposed to the financial risk related to the fluctuation of foreign exchange rates. This is so because its revenues, capital expenditures are principally based in Naira. A significant change in the exchange rates between the Naira(₦) (functional and presentation currency) relative to the US dollar has a significant effect on the Company's results of operations, financial position and cash flows. The Company has hedged this by investing in bonds that give foreign currency returns to manage the currency risk fluctuations.

The table below summaries the Group and Company's financial instruments at carrying amount, categorised by currency:

## The Group

Financial instruments by currency as at 31 December 2025

In thousands	Naira	USD	GBP	Euro
<b>Financial Assets</b>				
Investments	30,686,053	8,905,659	-	-
Trade receivables	178,563	-	-	-
Other receivables	2,697	-	-	-
Cash and cash equivalents	14,433,887	231,760	14	20,992
	<b>45,301,201</b>	<b>9,137,420</b>	<b>14</b>	<b>20,992</b>
<b>Financial Liabilities</b>				
Payables and accruals	991,008	-	-	-
Other liabilities	11,621,989	-	-	-
	<b>12,612,995</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Open Position</b>	<b>32,688,206</b>	<b>9,137,420</b>	<b>14</b>	<b>20,992</b>

## The Company

Financial instruments by currency as at 31 December 2025

In thousands	Naira	USD	GBP	Euro
<b>Financial Assets</b>				
Investments	30,686,053	8,905,659	-	-
Trade receivables	178,563	-	-	-
Other receivables	2,697	-	-	-
Cash and cash equivalents	14,433,887	231,760	14	20,992
	<b>45,301,201</b>	<b>9,137,420</b>	<b>14</b>	<b>20,992</b>
<b>Financial Liabilities</b>				
Payables and accruals	991,008	-	-	-
Other liabilities	11,621,989	-	-	-
	<b>12,612,995</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Open Position</b>	<b>32,688,206</b>	<b>9,137,420</b>	<b>14</b>	<b>20,992</b>



## The Group

Financial instruments by currency as at 31 December 2024

In thousands	Naira	USD	GBP	Euro
<b>Financial Assets</b>				
Investments	15,950,409	18,883,187	-	-
Trade receivables	65,357	-	-	-
Other receivables	4,035,682	-	-	-
Cash and cash equivalents	5,770,638	491,959	209	5,007
	<b>25,822,085</b>	<b>19,375,147</b>	<b>209</b>	<b>5,007</b>
<b>Financial liabilities</b>				
Payables and accruals	1,385,832	-	-	-
Other liabilities	15,060,349	-	-	-
	16,446,180	-	-	-
<b>Net Open Position</b>	<b>9,375,905</b>	<b>19,375,147</b>	<b>209</b>	<b>5,007</b>

## The Company

Financial instruments by currency as at 31 December 2024

In thousands	Naira	USD	GBP	Euro
<b>Financial Assets</b>				
Investments	15,950,409	18,883,187	-	-
Trade receivables	65,357	-	-	-
Other receivables	4,035,682	-	-	-
Cash and cash equivalents	5,770,638	491,959	209	5,007
	<b>25,822,085</b>	<b>19,375,147</b>	<b>209</b>	<b>5,007</b>
<b>Financial liabilities</b>				
Payables and accruals	1,385,832	-	-	-
Other liabilities	15,060,349	-	-	-
	16,446,180	-	-	-
<b>Net Open Position</b>	<b>9,375,905</b>	<b>19,375,147</b>	<b>209</b>	<b>5,007</b>

The following significant exchange rates have been applied :

	Year end average rate		Year end spot rate	
	2025	2024	2025	2024
USD	1,435	1,535	1,436	1,536
GBP	1,934	1,925	1,935	1,922
EUR	1,687	1,595	1,686	1,590

The Company sources their foreign currency needs from its bankers and licensed bureau de change operator. Based on history and evidence available, foreign currency needs are majorly sourced from the licensed bureau de change operator. Thus the weighted average rate was derived from a weighted average of the various official and autonomous sources rates' applicable at the reporting date.

## Foreign Exchange Risk Sensitivity Analysis

The Company's exposure to foreign currency risk is largely concentrated in US Dollar. Movement in exchange rate between the US Dollar, and the Nigerian Naira affects reported earnings statement of financial position size through increase or decrease in the remeasured amounts of assets and liabilities denominated in US Dollars. denominated in US Dollars.

In thousands of Naira	Group and Company	
	31 December 2025	31 December 2024
US dollar effect of 30% up or down movement on profit before tax and balance sheet	2,741,226	5,812,544
US dollar effect of 30% up or down movement on equity, net of tax	2,741,226	5,812,544

### (ii) Interest Rate Risk

The Company adopts a policy of ensuring that significant percentage of investable funds are invested into fixed rate financial assets (treasury bills, federal government bonds and other bonds) in line with its investment policy. The Company is exposed to interest rate shocks even though most of its investments are on fixed rate to maturity investment, however the Company could still be exposed to interest risk if rate increased higher than the fixed rate. Other areas the Company could be exposed to interest risk is the opportunity cost of market movement.

CSCS conducts sensitivity analysis to reveal or measure the sensitivity of its net interest rate income to shift of rates.

#### Interest Rate Profile

At the end of the reporting year the interest rate profile of the Group's interest bearing financial instruments as reported to the Management of the Group are as follows:

In thousands of Naira	Note	Group 2025	Company 2025	Group 2024	Company 2024
<b>Financial Instruments</b>					
Cash and cash equivalents	21	14,684,158	14,684,103	6,265,318	6,265,263
Investment securities	17	39,591,713	39,591,713	32,335,843	32,335,843
		<b>54,275,871</b>	<b>54,275,816</b>	<b>38,601,161</b>	<b>38,601,106</b>

#### Interest Rate Sensitivity:

The table below shows the impact on the Company's profit before tax if interest rates on financial instruments had increased or decreased by 300 basis points, with all other variables held constant.

In thousands of Naira	Group 2025	Company 2025	Group 2024	Company 2024
Increase in interest rate by 300 basis points (+30%)	1,628,276	1,628,274	1,158,035	1,158,033
Decrease in interest rate by 300 basis points (-30%)	(1,628,276)	(1,628,274)	(1,158,035)	(1,158,033)

### (d) Equity Price Risk

The Company manages its capital to ensure that it will be able to continue as going concern while maximizing the return to stakeholders through the optimization of its capital structure.

The capital structure of the Company consist of the following:



- Share capital
- Retained earnings
- Other reserves

Information relating to the Company's Capital Structure is disclosed in Note 25 to the consolidated and separate financial statements.

The Group's risk management committee reviews the capital structure on a semi-annual basis. As part of this review, the committee considers the cost of capital and risks associated with share capital.

### Capital Risk Management

The Company's risk management committee reviews the capital structure on an annual basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. Equity includes all capital and reserves of the company that are managed as capital. The Securities and Exchange Commission ("SEC") sets and monitors capital requirements for all Securities Clearing and Settlement Companies (CSDs). SEC prescribes the minimum capital requirement for a Central Securities Depository (CSD) operating in Nigeria. The minimum capital requirement for a CSD is five hundred million naira (N500,000,000.00). The Company has a total equity of N43.5 billion as at 31 December 2025 (31 December 2024: N42.2 billion). This is well above the minimum capital requirement set by SEC.

## 7 Segment Reporting

An operating segment is a component of the Group that engages in business activities from which it can earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, whose operating results are reviewed regularly by the Group's Management Committee (being the chief operating decision maker) to make decisions about resources allocated to each segment and assess its performance, and for which discrete financial information is available.

The Group's Management has considered the nature of product and services in determining the reportable segment of the group.

The Group has three (3) identifiable segments and the following summary describes the operations in each of the these segments.

- Operations:** This Segment provides clearing and settlement services in regard to equities and other securities types including commercial papers traded on other recognized Exchange Platforms in the Nigerian Capital Market. Revenue recognised in this segment are revenues from core activities in note 9 of the financial statements and other income.
- Product and Services:** This segment provides secondary data storage and disaster recovery in event of data loss to companies. It also stores securities used as collateral for credit facilities by companies. Revenue recognised in this segment are revenues from non core activities in note 9 of the financial statements.
- Treasury:** This segment is responsible for investments and management of the Group's liquidity ensuring a balance between liquidity and profitability.

**The Group**  
**31 December 2025**

In thousands of Naira	Operations	Product and Services	Treasury	Unallocated segment	Total
<b>Revenue:</b>					
Derived from external customers	20,297,580	2,908,533	3,806,522	-	27,012,636
Others	1,653,477	-	-	-	1,653,477
<b>Segment Revenue</b>	<b>21,951,057</b>	<b>2,908,533</b>	<b>3,806,522</b>	<b>-</b>	<b>28,666,112</b>
<b>Expenses:</b>					
Personnel expenses	(4,277,744)	(566,805)	(741,802)	-	(5,586,350)
Operating expenses	(5,366,361)	(711,047)	(930,578)	-	(7,007,986)
Finance cost	(244,250)	(32,363)	(42,355)	-	(318,969)
Depreciation and amortisation	(1,227,373)	(162,628)	(212,838)	-	(1,602,839)
Impairment reversal on financial assets	15,216	2,016	2,639	-	19,871
<b>Segment Expense</b>	<b>(11,100,512)</b>	<b>(1,470,827)</b>	<b>(1,924,935)</b>	<b>-</b>	<b>(14,496,274)</b>
Segment operating income before tax	10,850,545	1,437,706	1,881,588	-	14,169,839
Share of profit of equity-accounted investee	-	-	-	(596,118)	(596,118)
Income tax	-	-	-	(3,671,818)	(3,671,818)
<b>Profit After Tax</b>	<b>10,850,545</b>	<b>1,437,706</b>	<b>1,881,588</b>	<b>(4,267,937)</b>	<b>9,901,902</b>

**31 December 2025**  
**Assets and Liabilities**

In thousands of Naira	Operations	Product and Services	Treasury	Unallocated segment	Total
Total assets	47,846,790	6,339,740	8,297,089	-	62,483,619
Total liabilities	14,545,329	1,927,268	2,522,299	-	18,994,896
<b>Net Asset</b>	<b>33,301,461</b>	<b>4,412,470</b>	<b>5,774,790</b>	<b>-</b>	<b>43,488,723</b>

**The Group**  
**31 December 2024**

In thousands of Naira	Operations	Product and Services	Treasury	Unallocated segment	Total
<b>Revenue:</b>					
Derived from external customers	11,884,462	2,061,637	3,938,426	-	17,884,525
Others	8,209,311	-	-	-	8,209,311
<b>Segment Revenue</b>	<b>20,093,772</b>	<b>2,061,637</b>	<b>3,938,426</b>	<b>-</b>	<b>26,093,836</b>
<b>Expenses:</b>					
Personnel expenses	(3,550,060)	(364,239)	(695,820)	-	(4,610,120)
Operating expenses	(4,997,628)	(512,761)	(979,547)	-	(6,489,935)
Finance cost	(239,866)	(24,610)	(47,014)	-	(311,491)
Depreciation and amortisation	(710,201)	(72,867)	(139,201)	-	(922,269)

Impairment loss on financial assets	(85,483)	(8,771)	(16,755)	-	(111,008)
<b>Segment Expense</b>	<b>(9,583,238)</b>	<b>(983,248)</b>	<b>(1,878,337)</b>	<b>-</b>	<b>(12,444,822)</b>
Segment operating income before tax	10,510,535	1,078,389	2,060,089	-	13,649,013
Share of loss of equity-accounted investee	-	-	-	193,029	193,029
Income tax expense	-	-	-	(1,894,124)	(1,894,124)
<b>Profit after tax</b>	<b>10,510,535</b>	<b>1,078,389</b>	<b>2,060,089</b>	<b>(1,701,095)</b>	<b>11,947,919</b>

### 31 December 2024 Assets and Liabilities

In thousands of Naira	Operations	Product and Services	Treasury	Unallocated segment	Total
Total asset	49,618,159	5,090,863	9,725,275	-	64,434,297
Total liabilities	16,963,893	1,740,509	3,324,963	-	22,029,364
Net asset	32,654,267	3,350,354	6,400,313	-	42,404,932

### 8 Accounting Classifications and Fair Values of Financial Assets and Liabilities

The table below shows the carrying amounts and fair values of financial instruments measured at fair value, 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.

#### The Group 31 December 2025

In thousands of Naira	Notes	Carrying amount				Fair value			
		FVOCI	Amortized Cost	FVTPL	Total carrying amount	Level 1	Level 2	Level 3	Total fair value

#### Financial Assets Measured at Fair Value

- Federal Government Bonds	17(a)	998,890	-	-	998,890	998,890	-	-	998,890
		<b>998,890</b>	<b>-</b>	<b>-</b>	<b>998,890</b>	<b>998,890</b>	<b>-</b>	<b>-</b>	<b>998,890</b>

#### The Company 31 December 2025

In thousands of Naira	Notes	Carrying amount				Fair value			
		FVOCI	Amortized Cost	FVTPL	Total carrying amount	Level 1	Level 2	Level 3	Total fair value

#### Financial Assets Measured at Fair Value

- Federal Government Bonds	17(a)	998,890	-	-	998,890	998,890	-	-	998,890
		<b>998,890</b>	<b>-</b>	<b>-</b>	<b>998,890</b>	<b>998,890</b>	<b>-</b>	<b>-</b>	<b>998,890</b>

**The Group**  
**31 December 2024**

In thousands of Naira	Notes	Carrying amount				Fair value			
		FVOCI	Amortized Cost	FVTPL	Total carrying amount	Level 1	Level 2	Level 3	Total fair value
<b>Financial Assets Measured at Fair Value</b>									
- Federal Government Bonds	17(a)	1,333,882	-	-	1,333,882	1,333,882	-	-	1,333,882
		<b>1,333,882</b>	<b>-</b>	<b>-</b>	<b>1,333,882</b>	<b>1,333,882</b>	<b>-</b>	<b>-</b>	<b>1,333,882</b>

**The Company**  
**31 December 2024**

In thousands of Naira	Notes	Carrying amount				Fair value			
		FVOCI	Amortized Cost	FVTPL	Total carrying amount	Level 1	Level 2	Level 3	Total fair value
<b>Financial Assets Measured at Fair Value</b>									
- Federal Government Bonds	17(a)	1,333,882	-	-	1,333,882	1,333,882	-	-	1,333,882
		<b>1,333,882</b>	<b>-</b>	<b>-</b>	<b>1,333,882</b>	<b>1,333,882</b>	<b>-</b>	<b>-</b>	<b>1,333,882</b>

The following table sets out the fair values of financial instruments not measured at fair value and analyses them by the level in the fair value hierarchy into which each fair value measurement is categorised.

**The Group**  
**31 December 2025**

In thousands of Naira	Notes	Carrying amount			Fair value			
		Financial asset at amortized cost	Financial liabilities at amortized cost	Total carrying amount	Level 1	Level 2	Level 3	Total fair value
<b>Financial assets not measured at fair value</b>								
- Federal Government Bonds	17(a)	34,386,797	-	34,386,797	34,334,087	34,334,087	-	34,334,087
- Corporate Government Bonds	17(a)	2,509,290	-	2,509,290	2,220,864	2,220,864	309,650	2,530,513
- State Government Bonds	17(a)	1,691,903	-	1,691,903	1,083,029	1,083,029	533,904	1,616,933
- Unquoted Equities	17(a)	100,100	-	100,100	-	-	-	100,100
- Trade receivables	18(a)	178,563	-	178,563	-	-	178,563	178,563
- Other assets	19(a)	2,697	-	2,697	-	-	2,697	2,697
- Cash and cash equivalents	21	14,672,270	-	14,672,270	-	-	14,672,270	14,672,270
		<b>53,541,621</b>	<b>-</b>	<b>53,541,621</b>	<b>37,637,980</b>	<b>15,697,085</b>	<b>100,100</b>	<b>53,435,165</b>

#### Financial Liabilities Not Measured at Fair Value

- Payables and Accruals	27	-	991,008	991,008	-	991,008	-	991,008
- Other liabilities	28	-	11,621,989	11,621,989	-	11,621,989	-	11,621,989
- Lease liability	28(b)	-	236,995	236,995	-	236,995	-	236,995
		-	<b>12,849,991</b>	<b>12,849,991</b>	-	<b>12,849,991</b>	-	<b>12,849,991</b>

#### The Company 31 December 2025

In thousands of Naira	Notes	Carrying amount			Fair value			Total fair value
		Financial asset at amortized cost	Financial liabilities at amortized cost	Total carrying amount	Level 1	Level 2	Level 3	
<b>Financial Assets Not Measured at Fair Value</b>								
- Federal Government Bonds	17(a)	34,386,797	-	34,386,797	34,334,087	-	-	34,334,087
- Corporate Government Bonds	17(a)	2,509,290	-	2,509,290	2,220,864	309,650	-	2,530,513
- State Government Bonds	17(a)	1,691,903	-	1,691,903	1,083,029	533,904	-	1,616,933
- Unquoted Equities	17(a)	100,100	-	100,100	-	-	100,100	100,100
- Trade receivables	18(a)	178,563	-	178,563	-	178,563	-	178,563
- Other assets	19(a)	2,697	-	2,697	-	2,697	-	2,697
- Cash and cash equivalents	21	14,672,215	-	14,672,215	-	14,672,215	-	14,672,215
		<b>53,541,566</b>	<b>-</b>	<b>53,541,566</b>	<b>37,637,980</b>	<b>15,697,030</b>	<b>100,100</b>	<b>53,435,110</b>

#### Financial Liabilities Not Measured at Fair Value

- Payables and Accruals	27	-	991,008	991,008	-	991,008	-	991,008
- Other liabilities	28	-	11,621,989	11,621,989	-	11,621,989	-	11,621,989
- Lease liability	28(b)	-	236,995	236,995	-	236,995	-	236,995
		-	<b>12,849,991</b>	<b>12,849,991</b>	-	<b>12,849,991</b>	-	<b>12,849,991</b>

**The Group**  
**31 December 2024**

In thousands of Naira	Notes	Carrying amount			Fair value			
		Financial asset at amortized cost	Financial liabilities at amortized cost	Total carrying amount	Level 1	Level 2	Level 3	Total fair value

**Financial Assets Not Measured at Fair Value**

- Federal Government Bonds	17(a)	25,399,172	-	25,399,172	23,526,090	-	-	23,526,090
- Corporate Government Bonds	17(a)	3,528,089	-	3,528,089	1,435,123	455,255	-	1,890,378
- State Government Bonds	17(a)	2,050,438	-	2,050,438	1,318,417	1,480,104	-	2,798,520
- Commercial paper	17(b)	2,497,753	-	2,497,753	2,509,684	-	-	2,509,684
- Unquoted Equities	17(a)	100,100	-	100,100	-	-	100,100	100,100
- Trade receivables	18(a)	65,357	-	65,357	-	65,357	-	65,357
- Other assets	19(a)	4,035,682	-	4,035,682	-	4,035,682	-	4,035,682
- Cash and cash equivalents	21	16,635,804	-	16,635,804	-	16,635,804	-	16,635,804
		<b>54,312,395</b>	<b>-</b>	<b>54,312,395</b>	<b>28,789,313</b>	<b>22,672,201</b>	<b>100,100</b>	<b>51,561,614</b>

**Financial Liabilities not Measured at Fair Value**

- Payables and Accruals	27	-	1,385,832	1,385,832	-	1,385,832	-	1,385,832
- Other liabilities	28	-	15,060,349	15,060,349	-	15,060,349	-	15,060,349
- Lease liability	28(b)	-	296,552	296,552	-	296,552	-	296,552
		<b>-</b>	<b>16,742,733</b>	<b>16,742,733</b>	<b>-</b>	<b>16,742,733</b>	<b>-</b>	<b>16,742,733</b>

**The Company**  
**31 December 2024**

In thousands of Naira	Notes	Carrying amount			Fair value			
		Financial asset at amortized cost	Financial liabilities at amortized cost	Total carrying amount	Level 1	Level 2	Level 3	Total fair value
<b>Financial Assets not Measured at Fair Value</b>								
- Federal Government Bonds	17(a)	25,399,172	-	25,399,172	23,526,090	-	-	23,526,090
- Corporate Government Bonds	17(a)	3,528,089	-	3,528,089	1,435,123	455,255	-	1,890,378
- State Government Bonds	17(a)	2,050,438	-	2,050,438	1,318,417	1,480,104	-	2,798,520
- Commercial paper	17(b)	2,497,753	-	2,497,753	2,509,684	-	-	2,509,684
- Unquoted Equities	17(a)	100,100	-	100,100	-	-	100,100	100,100
- Trade receivables	18(a)	65,357	-	65,357	-	65,357	-	65,357
- Other assets	19(a)	4,035,682	-	4,035,682	-	4,035,682	-	4,035,682
- Cash and cash equivalents	21	16,635,749	-	16,635,749	-	16,635,749	-	16,635,749
		<b>54,312,340</b>	<b>-</b>	<b>54,312,340</b>	<b>28,789,314</b>	<b>22,672,146</b>	<b>100,100</b>	<b>51,561,559</b>
<b>Financial Liabilities not Measured at Fair Value</b>								
- Payables and Accruals	27	-	1,385,832	1,385,832	-	1,385,832	-	1,385,832
- Other liabilities	28	-	15,060,349	15,060,349	-	15,060,349	-	15,060,349
- Lease liability	28(b)	-	296,552	296,552	-	296,552	-	296,552
		<b>-</b>	<b>16,742,733</b>	<b>16,742,733</b>	<b>-</b>	<b>16,742,733</b>	<b>-</b>	<b>16,742,733</b>

## 9 Revenue

	Group	Company	Group	Company
In thousands of Naira	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
<b>Revenue from Core Activities</b>				
Eligibility fees	15,448	15,448	16,014	16,014
Depository fees	4,845,275	4,845,275	3,962,810	3,962,810
Transaction fees	15,436,857	15,436,857	7,905,637	7,905,637
	<b>20,297,580</b>	<b>20,297,580</b>	<b>11,884,462</b>	<b>11,884,462</b>
<b>Revenue from Non-Core Activities</b>				
Collateral management fees	1,646,091	1,646,091	863,537	863,537
Data centre subscriptions	341,132	341,132	631,544	631,544
Nominal fees	330,257	330,257	366,296	366,296
Settlement banks participation fees	55,040	55,040	38,880	38,880
Statement of stock position fees	109,064	109,064	53,275	53,275
Special Accounts Fee	9,413	9,413	8,132	8,132
Website subscription fees	80,687	80,687	45,304	45,304
X-Alert fee	3,732	3,732	2,112	2,112
DMO Services – FG saving bonds	10,769	10,769	6,872	6,872
Legal Entity Identifier subscription	11,772	11,772	7,750	7,750
Issuers portal	3,741	3,741	2,937	2,937
ISIN and Symbol Code fees	24,049	24,049	13,503	13,503
Data Services (API account)	261,454	261,454	9,672	9,672
Global Search – Income account	21,333	21,333	11,823	11,823
	<b>2,908,533</b>	<b>2,908,533</b>	<b>2,061,637</b>	<b>2,061,637</b>
<b>Total Revenue</b>	<b>23,206,113</b>	<b>23,206,113</b>	<b>13,946,099</b>	<b>13,946,099</b>

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## 10 Investment Income

	Group	Company	Group	Company
In thousands of Naira	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
<b>Interest Income from:</b>				
Fixed deposits	304,604	304,604	420,741	420,741
Treasury bills	294,417	294,417	302,178	302,178
Federal Government bonds	2,332,071	2,332,071	2,060,676	2,060,676
Corporate bonds	421,986	421,986	474,141	474,141
State bonds	239,429	239,429	279,275	279,275
<b>Total interest income calculated using the effective interest method</b>	<b>3,592,508</b>	<b>3,592,508</b>	<b>3,537,012</b>	<b>3,537,012</b>
Interest Income on other investment Securities	1,514	1,514	201,414	201,414
<b>Profit on disposal of investment</b>	<b>1,514</b>	<b>1,514</b>	<b>201,414</b>	<b>201,414</b>
<b>Dividend income from securities investments</b>	<b>212,500</b>	<b>212,500</b>	<b>200,000</b>	<b>200,000</b>
<b>Total investment income</b>	<b>3,806,522</b>	<b>3,806,522</b>	<b>3,938,426</b>	<b>3,938,426</b>

The total amount of investment income on instruments measured at amortized cost for the Group and Company is N3.59bn (2024: N3.54bn)

## 11. Other Income

	Group	Company	Group	Company
In thousands of Naira	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Profit on disposal of property and equipment	4,281	4,281	760	760
Management fees	648,411	648,411	12,323	12,323
Gain on foreign exchange	-	-	8,043,726	8,043,726
Custodian fee – Income account	7,763	7,763	18,980	18,980
Income (Security Lending)	936,325	936,325	133,522	133,522
Other Income	56,697	56,697	-	-
	<b>1,653,477</b>	<b>1,653,477</b>	<b>8,209,311</b>	<b>8,209,311</b>

## 12 Expenses

### 12.1 (i) Personnel Expenses

In thousands of Naira	Group	Company	Group	Company
	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Salaries and allowances	3,605,608	3,605,608	2,574,456	2,574,456
Staff training and development	111,120	111,120	89,641	89,641
Staff welfare and medical expenses	485,892	485,892	419,886	419,886
Performance bonus (see note (i) below)	745,781	745,781	1,186,871	1,186,871
Long term incentive scheme expense(see note (ii) below)	352,427	352,427	124,467	124,467
Staff Pension Contribution (see note (iii) below)	242,106	242,106	185,741	185,741
Nigeria Social Insurance Trust Fund (NSITF)	43,417	43,417	29,058	29,058
	<b>5,586,350</b>	<b>5,586,350</b>	<b>4,610,120</b>	<b>4,610,120</b>

- (i) Performance bonus accrual for 2025 was made in line with the board approved staff incentive bonus scheme for the year ended 31 December 2025.
- (ii) Long Term Incentive Scheme is a defined benefit (as approved by the Board). See Note 29 for details.
- (iii) The Company operates a funded defined contribution retirement scheme for its employees under the provision of the Pension Reform Act of 2014. The employer contributes 10% while the employee contributes 8% of the qualifying employee's salary. The Company does not have any additional legal or constructive obligation to pay further contributions if the Pension Fund Administrators do not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior years.

### 12.1 (ii) Employee Information:

- (a) The average number of persons in employment during the year were as follows:

	Group	Company	Group	Company
	31 December 2025	31 December 2025	31 December 2024	31 December 2024
Executive Directors	2	2	2	2
Management	7	7	7	7
Non-management	116	116	100	100
	<b>125</b>	<b>125</b>	<b>109</b>	<b>109</b>

- (b) The Directors who received fees and other emoluments (excluding pension contributions and reimbursable expenses) were:

In thousands of Naira	Group	Company	Group	Company
	31 December 2025	31 December 2025	31 December 2024	31 December 2024
Chairman	18,000	18,000	23,513	23,513
Other non-executive Directors	121,731	121,731	79,486	79,486
	<b>139,731</b>	<b>139,731</b>	<b>102,998</b>	<b>102,998</b>



The Directors remuneration as shown above includes:

	Group		Company	
In thousands of Naira	31 December 2025	31 December 2025	31 December 2024	31 December 2024
Executive Compensation	846,452	846,452	409,834	409,834
	<b>846,452</b>	<b>846,452</b>	<b>409,834</b>	<b>409,834</b>

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

	Group		Company	
	31 December 2025	31 December 2025	31 December 2024	31 December 2024
N1,000,000 - N5,000,000	-	-	4	4
N5,000,001 and above	7	7	8	8
	<b>7</b>	<b>7</b>	<b>12</b>	<b>12</b>

(d) The employees of the Group, other than Directors, who received remuneration in the following range (excluding pension contributions and other benefits) were:

	Group		Company	
	31 December 2025	31 December 2025	31 December 2024	31 December 2024
N60,000 - N1,000,000	-	-	-	-
N1,000,001 - N3,000,000	-	-	-	-
N3,000,001 - N6,000,000	5	5	17	17
N6,000,001 - N9,000,000	32	32	19	19
N9,000,001 and above	88	88	73	73
	<b>125</b>	<b>125</b>	<b>109</b>	<b>109</b>

## 12.2 Other Operating Expenses

	Group		Company	
	31 December 2025	31 December 2025	31 December 2024	31 December 2024
Maintenance expenses	112,340	112,340	77,468	77,468
Office running expenses (see note (a) below)	1,720,637	1,720,637	1,537,301	1,537,301
Professional fees (see note (b) below)	149,608	149,608	618,377	618,377
Business development (see note (c) below)	2,493,866	2,493,866	2,393,949	2,393,949
Board of Directors fees	139,731	139,731	102,998	102,998
Board of Directors expenses	1,143,593	1,143,593	1,577,571	1,577,571
Donations	112,175	112,175	44,530	44,530
Audit fees	26,000	26,000	35,000	35,000
Bank charges	17,136	17,136	16,479	16,479
Loss on disposal of asset	183,362	183,362	-	-
Loss on foreign exchange	409,653	409,653	-	-
NIBBS BVN Verification Service Charge	16,530	16,530	3,873	3,873
Industrial Training Fund (ITF)	63,185	63,185	35,094	35,094
Other miscellaneous expenses (see note (d) below)	420,170	420,170	47,294	47,294
	<b>7,007,986</b>	<b>7,007,986</b>	<b>6,489,935</b>	<b>6,489,935</b>

- (a) Office running expenses represent expense incurred in running the business efficiently which comprise of professional subscriptions, rate, fuel, electricity, insurance, printing and stationery, marketing and brand communication expense, and other administrative expenses.
- (b) Professional fees comprise legal, tax and other specialist advisory services obtained from external professionals.
- (c) Business development expenses can be analyzed as follows:

In thousands of Naira	Group		Company	
	31 December 2025	31 December 2025	31 December 2024	31 December 2024
Data centre/IT Maintenance	208,247	208,247	206,567	206,567
Business travel expenses	265,849	265,849	321,795	321,795
Business promotion/development	231,957	231,957	95,757	95,757
Digital centre services expenses	234,616	234,616	547,842	547,842
Software license fees	1,551,045	1,551,045	1,217,857	1,217,857
Legal Entity Identifier remittance	2,152	2,152	4,131	4,131
	<b>2,493,866</b>	<b>2,493,866</b>	<b>2,393,949</b>	<b>2,393,949</b>

#### (d) Other Miscellaneous Expenses

Other miscellaneous expenses can be analysed as follows:

In thousands of Naira	Group	Company	Group	Company
	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Filing fees	-	-	590	590
Entertainment	4,688	4,688	4,579	4,579
Annual General Meeting (AGM) expenses	42,933	42,933	37,610	37,610
Investor relations expense	4,515	4,515	4,515	4,515
AMEDA Expense	368,034	368,034	-	-
	<b>420,170</b>	<b>420,170</b>	<b>47,294</b>	<b>47,294</b>

#### 12.3 Finance Cost

In thousands of Naira	Group	Company	Group	Company
	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Lease interest	35,752	35,752	52,703	52,703
Interest expense on short-term borrowings	283,217	283,217	258,788	258,788
	<b>318,969</b>	<b>318,969</b>	<b>311,491</b>	<b>311,491</b>

#### 12.4 Depreciation and Amortization

In thousands of Naira	Group	Company	Group	Company
	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Depreciation of property and equipment (See (15))	1,502,878	1,502,878	860,362	860,362
Amortisation of intangible assets (See (16))	99,961	99,961	61,908	61,908
	<b>1,602,839</b>	<b>1,602,839</b>	<b>922,269</b>	<b>922,269</b>

#### 13 Taxation

##### 13 (a) Income Tax Expense Recognised in Profit or Loss

In thousands of Naira	Group	Company	Group	Company
	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Corporate income tax	3,398,374	3,398,374	1,055,046	1,055,046
Tertiary education tax	392,913	392,913	169,764	169,764
Information technology levy	141,698	141,698	136,986	136,986
Police trust fund	-	-	685	685
<b>Income tax</b>	<b>3,932,985</b>	<b>3,932,985</b>	<b>1,362,481</b>	<b>1,362,481</b>
Deferred tax expense				
Temporary differences - deferred tax	(261,166)	(261,166)	531,643	531,643
<b>Income tax expense</b>	<b>3,671,818</b>	<b>3,671,818</b>	<b>1,894,124</b>	<b>1,894,124</b>

## Reconciliation of Effective Tax Rate

### The Group

In thousands of Naira	31 December 2025		31 December 2024	
	Tax rate	Amount	Tax rate	Amount
<b>Profit before tax</b>		<b>13,573,721</b>		<b>13,842,043</b>
Income tax using the domestic corporation tax rate	30.0%	4,072,116	30.00%	4,152,613
Non-deductible expenses	7.6%	1,034,948	7.5%	1,034,948
Non taxable income	-(14.51%)	(1,969,856)	-(26.01%)	(3,600,871)
Tertiary Education tax	2.9%	392,913	1.2%	169,764
Impact of NITDA Levy	1.0%	141,698	1.0%	136,986
Police trust fund	0.0%	-	0.0%	685
<b>Income Tax Expense</b>	<b>27.05%</b>	<b>3,671,819</b>	<b>13.68%</b>	<b>1,894,124</b>

### The Company

In thousands of Naira	31 December 2025		31 December 2024	
	Tax rate	Amount	Tax rate	Amount
<b>Profit before tax</b>		<b>14,169,839</b>		<b>13,649,013</b>
Income tax using the domestic corporation tax rate	30.00%	4,250,952	30.00%	4,094,704
Non-deductible expenses	7.30%	1,034,948	7.58%	1,034,948
Non taxable income	-15.10%	(2,138,978)	-25.96%	(3,542,963)
Tertiary Education tax	2.77%	392,913	1.24%	169,764
Impact of NITDA Levy	1.00%	141,698	1.00%	136,986
Police trust fund	0.00%	-	0.01%	685
<b>Income Tax Expense</b>	<b>25.98%</b>	<b>3,681,533</b>	<b>13.88%</b>	<b>1,894,124</b>

### 13 (b) Deferred Tax (Liabilities)/Assets:

Deferred tax (liabilities)/assets attributable to the following:

In thousands of Naira	Group		Company	
	31-Dec 2025	31-Dec 2024	31-Dec 2025	31-Dec 2024
Investment securities	453,746	192,580	453,746	192,580
Property and equipment, and software	(647,341)	(647,341)	(647,341)	(647,341)
Other liabilities	(83,868)	(83,868)	(83,868)	(83,868)
	<b>(277,463)</b>	<b>(538,629)</b>	<b>(277,463)</b>	<b>(538,629)</b>

Movement in deferred tax balances:

In thousands of Naira	Balance, beginning of year	Recognised in Profit or loss	Recognised in OCI	Balance, end of year	Deferred tax asset/(liabilities)
<b>31 December 2025</b>					
Investment securities	192,580	261,166	-	453,746	453,746
Property and equipment	(647,341)	-	-	(647,341)	(647,341)
Other liabilities	(83,868)	-	-	(83,868)	(83,868)
	<b>(538,629)</b>	<b>261,166</b>	<b>-</b>	<b>(277,463)</b>	<b>(277,463)</b>



In thousands of Naira	Balance, beginning of year	Recognised in Profit or loss	Recognised in OCI	Balance, end of year	Deferred tax asset/(liabilities)
<b>31 December 2024</b>					
Investment securities	132,495	60,085	-	192,580	192,580
Property and equipment	(181,628)	(465,713)	-	(647,341)	(647,341)
Other liabilities	42,146	(126,014)	-	(83,868)	(83,868)
<b>Tax assets/(liabilities)</b>	<b>(6,986)</b>	<b>(531,643)</b>	<b>-</b>	<b>(538,629)</b>	<b>(538,629)</b>

### 13 (c) Current Tax Liabilities

In thousands of Naira	Group		Company	
	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Balance, beginning of year	1,802,084	1,802,084	1,424,638	1,424,638
Charge for the year (see note 13(a) above)	3,932,985	3,932,985	1,362,481	1,362,481
Payments during the year	(1,681,186)	(1,681,186)	(760,820)	(760,820)
Withholding tax credit utilised during the year	(231,128)	(231,128)	(224,216)	(224,216)
<b>Balance, end of period</b>	<b>3,822,754</b>	<b>3,822,754</b>	<b>1,802,084</b>	<b>1,802,084</b>

### 14 Basic/Diluted Earnings Per Share

The calculation of basic/diluted earnings per share at 31 December 2025 was based on the profit attributable to ordinary shareholders of N9.90billion for the Group and N10.50billion for the Company (31 December 2024: N11.94billion for the Group and N11.75billion for the Company) and an average number of ordinary shares outstanding of 5,000,000,000 (31 December 2024: 5,000,000,000).

In thousands of Naira	Group		Company	
	31-Dec 2025	31-Dec 2025	31-Dec 2024	31-Dec 2024
Profit attributable to ordinary shareholders	9,901,903	10,498,021	11,947,919	11,754,889
<b>In thousands of unit</b>				
Weighted average number of ordinary shares (basic/diluted)	5,000,000	5,000,000	5,000,000	5,000,000
Earnings per share (basic/diluted)- Kobo	198	210	239	235

## 15 Property and Equipment

### The Group

In thousands of Naira	Motor vehicles	Furniture and fittings	Office equipment	Computer equipment	Leasehold Improvement	Building Right-of-use asset	Work-in-progress	Total
<b>Cost</b>								
Balance at 1 January 2024	1,192,342	654,548	287,527	1,208,012	699,341	533,955	766,049	5,341,774
Additions	1,197,433	430,512	203,649	916,958	189,483	-	367,481	3,305,516
Reclassifications	-	-	-	-	766,049	-	(766,049)	-
Disposals	(405,920)	(8,982)	(8,402)	(10,937)	-	-	-	(434,241)
<b>Balance at 31 December 2024</b>	<b>1,983,855</b>	<b>1,076,078</b>	<b>482,775</b>	<b>2,114,033</b>	<b>1,654,872</b>	<b>533,954</b>	<b>367,480</b>	<b>8,213,047</b>
Balance at 1 January 2025	1,983,855	1,076,078	482,775	2,114,033	1,654,872	533,954	367,480	8,213,047
Additions	385,358	490	107,775	519,372	27,147	-	33,137	1,073,279
Reclassification	180,162	66,884	84,471	-	35,964	-	(367,481)	-
Disposals	(418,052)	-	(30,197)	(3,036)	-	-	-	(451,285)
<b>Balance as at 31 December 2025</b>	<b>2,131,322</b>	<b>1,143,452</b>	<b>644,824</b>	<b>2,630,369</b>	<b>1,717,983</b>	<b>533,954</b>	<b>33,137</b>	<b>8,835,042</b>
<b>Accumulated Depreciation</b>								
Balance at 1 January 2024	724,320	172,419	180,877	1,041,767	225,095	276,414	-	2,620,892
Depreciation for the year	328,763	82,181	43,900	93,558	237,982	73,977	-	860,362
Disposals	(386,772)	(8,315)	(8,402)	(10,937)	-	-	-	(414,426)
<b>Balance at 31 December 2024</b>	<b>666,311</b>	<b>246,285</b>	<b>216,375</b>	<b>1,124,387</b>	<b>463,078</b>	<b>350,391</b>	<b>-</b>	<b>3,066,829</b>
Balance at 1 January 2025	666,311	246,285	216,375	1,124,387	463,078	350,391	-	3,066,828
Depreciation for the year	541,570	127,063	98,480	186,103	500,659	49,002	-	1,502,877
Disposals	(257,251)	-	(8,082)	(2,256)	-	-	-	(267,589)
<b>Balance as at 31 December 2025</b>	<b>950,630</b>	<b>373,349</b>	<b>306,774</b>	<b>1,308,234</b>	<b>963,737</b>	<b>399,393</b>	<b>-</b>	<b>4,302,116</b>
Carrying amount as at 1 January 2024	<b>468,022</b>	<b>482,129</b>	<b>106,650</b>	<b>166,245</b>	<b>474,245</b>	<b>257,541</b>	<b>766,049</b>	<b>2,720,882</b>
Carrying amount as at 31 December 2024	<b>1,317,543</b>	<b>829,793</b>	<b>266,399</b>	<b>989,646</b>	<b>1,191,795</b>	<b>183,563</b>	<b>367,480</b>	<b>5,146,221</b>
<b>Carrying amount as at 31 December 2025</b>	<b>1,180,692</b>	<b>770,104</b>	<b>338,050</b>	<b>1,322,134</b>	<b>754,246</b>	<b>134,561</b>	<b>33,137</b>	<b>4,532,925</b>

- (a) There were no capitalised borrowing costs related to the acquisition of property and equipment during the year (2024: Nil)
- (b) All items of property and equipment are non-current.
- (c) There was no impairment losses on any class of property and equipment during the year (2024: Nil)
- (d) There were no items of property and equipment pledged as security for borrowings as at 31 December 2025 (2024: Nil)
- (e) WIP items represents computer equipment yet to be delivered.
- (f) The reclassification from Leasehold represent the Office retrofit for the completed floors.

## The Company

In thousands of Naira	Motor vehicles	Furniture and fittings	Office equipment	Computer equipment	Leasehold Improvement	Building Right-of-use asset	Work-in-progress	Total
<b>Cost</b>								
Balance at 1 January 2024	1,192,342	654,548	287,527	1,208,012	699,341	533,955	766,049	5,341,774
Additions	1,197,433	430,512	203,649	916,958	189,483	-	367,481	3,305,516
Reclassification	-	-	-	-	766,049	-	(766,049)	-
Disposals	(405,920)	(8,982)	(8,402)	(10,937)	-	-	-	(434,241)
<b>Balance as at 31 December 2024</b>	<b>1,983,855</b>	<b>1,076,078</b>	<b>482,775</b>	<b>2,114,033</b>	<b>1,654,872</b>	<b>533,955</b>	<b>367,481</b>	<b>8,213,049</b>
<b>Balance at 1 January 2025</b>	<b>1,983,855</b>	<b>1,076,078</b>	<b>482,775</b>	<b>2,114,033</b>	<b>1,654,872</b>	<b>533,955</b>	<b>367,481</b>	<b>8,213,049</b>
Additions	385,358	490	107,775	519,372	27,147	-	33,137	1,073,279
Reclassification	180,162	66,884	84,471	-	35,964	-	(367,481)	(0)
Disposals	(418,052)	-	(30,197)	(3,036)	-	-	-	(451,285)
<b>Balance as at 31 December 2025</b>	<b>2,131,322</b>	<b>1,143,452</b>	<b>644,824</b>	<b>2,630,369</b>	<b>1,717,983</b>	<b>533,954</b>	<b>33,137</b>	<b>8,835,042</b>
<b>Accumulated Depreciation</b>								
Balance at 1 January 2024	724,320	172,419	180,877	1,041,767	225,095	276,414	-	2,620,892
Depreciation for the year	328,763	82,181	43,900	93,558	237,982	73,977	-	860,362
Disposals	(386,772)	(8,315)	(8,402)	(10,937)	-	-	-	(414,426)
<b>Balance at 31 December 2024</b>	<b>666,311</b>	<b>246,285</b>	<b>216,375</b>	<b>1,124,387</b>	<b>463,078</b>	<b>350,391</b>	<b>-</b>	<b>3,066,828</b>
Balance at 1 January 2025	666,311	246,285	216,375	1,124,387	463,078	350,391	-	3,066,828
Depreciation for the year	541,570	127,063	98,480	186,103	500,659	49,002	-	1,502,877
Disposals	(257,251)	-	(8,082)	(2,256)	-	-	-	(267,589)
<b>Balance as at 31 December 2025</b>	<b>950,630</b>	<b>373,349</b>	<b>306,774</b>	<b>1,308,234</b>	<b>963,737</b>	<b>399,393</b>	<b>-</b>	<b>4,302,116</b>
Carrying amount as at 1 January 2024	<b>468,022</b>	<b>482,129</b>	<b>106,650</b>	<b>166,245</b>	<b>474,245</b>	<b>257,541</b>	<b>766,049</b>	<b>2,720,882</b>
Carrying amount as at 31 December 2024	<b>1,317,543</b>	<b>829,793</b>	<b>266,399</b>	<b>989,646</b>	<b>1,191,795</b>	<b>183,564</b>	<b>367,481</b>	<b>5,146,221</b>
<b>Carrying amount as at 31 December 2025</b>	<b>1,180,692</b>	<b>770,104</b>	<b>338,050</b>	<b>1,322,134</b>	<b>754,246</b>	<b>134,561</b>	<b>33,137</b>	<b>4,532,925</b>

- (a) There were no capitalised borrowing costs related to the acquisition of property and equipment during the year (2024: Nil)
- (b) All items of property and equipment are non-current.
- (c) There was no impairment losses on any class of property and equipment during the year (2024: Nil)
- (d) There were no items of property and equipment pledged as security for borrowings as at 31 December 2025 (2024: Nil)
- (e) WIP items represents computer equipment yet to be delivered.
- (f) The reclassification from Leasehold represent the Office retrofit for the completed floors.

## 16 Intangible Assets

### The Group

In thousands of Naira	Software	Software under development	Total
<b>Cost:</b>			
Balance as at 1 January 2024	3,884,395	50,349	3,934,745
Additions	29,568	1,050	30,618
Reclassification during the year	5,719	(5,719)	-
<b>Balance as at 31 December 2024</b>	<b>3,919,683</b>	<b>45,680</b>	<b>3,965,363</b>
Balance as at 1 January 2025	3,919,683	45,680	3,965,363
Additions during the year	386,099	80,351	466,450
Reclassification during the year	45,680	(45,680)	-
<b>Balance as at 31 December 2025</b>	<b>4,351,462</b>	<b>80,351</b>	<b>4,431,813</b>
<b>Accumulated Amortisation:</b>			
Balance as at 1 January 2024	3,778,434	-	3,778,434
Amortisation charge for the year	61,908	-	61,908
<b>Balance as at 31 December 2024</b>	<b>3,840,341</b>	<b>-</b>	<b>3,840,341</b>
Balance as at 1 January 2025	3,840,341	-	3,840,341
Amortisation charge for the year	3,840,341	-	99,959
<b>Balance as at 31 December 2025</b>	<b>3,940,300</b>	<b>-</b>	<b>3,940,300</b>
<b>Carrying amount as at 1 January 2024</b>	<b>105,962</b>	<b>50,349</b>	<b>156,311</b>
<b>Carrying amount as at 31 December 2024</b>	<b>79,341</b>	<b>45,680</b>	<b>125,021</b>
<b>Carrying amount as at 31 December 2025</b>	<b>411,161</b>	<b>80,351</b>	<b>491,512</b>

### The Company

In thousands of Naira	Software	Software under development	Total
<b>Cost:</b>			
Balance as at 1 January 2024	3,884,395	50,349	3,934,744
Additions	29,568	1,050	30,618
Reclassification during the year	5,719	(5,719)	-
<b>Balance as at 31 December 2024</b>	<b>3,919,683</b>	<b>45,680</b>	<b>3,965,363</b>
Balance as at 1 January 2025	3,919,683	45,680	3,965,363
Additions during the year	386,099	80,351	466,450
Reclassification during the year	45,680	(45,680)	-
<b>Balance as at 31 December 2025</b>	<b>4,351,462</b>	<b>80,351</b>	<b>4,431,813</b>
<b>Accumulated Amortisation:</b>			
Balance as at 1 January 2024	3,778,434	-	3,778,434
Amortisation charge for the year	61,908	-	61,908
<b>Balance as at 31 December 2024</b>	<b>3,840,341</b>	<b>-</b>	<b>3,840,341</b>
Balance as at 1 January 2025	3,840,341	-	3,840,341
Amortisation charge for the year	99,959	-	99,959
<b>Balance as at 31 December 2025</b>	<b>3,940,300</b>	<b>-</b>	<b>3,940,300</b>
<b>Carrying amount as at 1 January 2024</b>	<b>105,962</b>	<b>50,349</b>	<b>156,310</b>
<b>Carrying amount as at 31 December 2024</b>	<b>79,341</b>	<b>45,680</b>	<b>125,021</b>
<b>Carrying amount as at 31 December 2025</b>	<b>411,161</b>	<b>80,351</b>	<b>491,512</b>

- (a) There were no capitalised borrowing costs related to the acquisition of the intangible assets during the year (2024: Nil)
- (b) All intangible assets are non current.
- (c) All intangible assets have a finite useful life and are amortized over the useful life of the assets.
- (d) No leased assets are included in the above intangible assets accounts (2024: Nil)
- (e) The Company has no capital commitment as at year end (2024: Nil)
- (f) No intangible assets was impaired as at 31 December 2025 (2024: Nil)
- (g) Reclassification relates to cost of projects that were previously recognized as software under development pending their completion.

## 17 Investment Securities

Investments can be analysed as follows:

### 17 (a) Non-Current Investment Securities

In thousands of Naira	Group 31 December 2025	Group 31 December 2025	Group 31 December 2024	Company 31 December 2024
Federal Government bonds	35,309,273	35,309,273	26,693,199	26,693,199
State Government bonds	1,691,344	1,691,344	2,046,166	2,046,166
Corporate bonds	2,490,996	2,490,996	3,496,378	3,496,378
Equity investments	100,100	100,100	100,100	100,100
<b>Total Non-Current Investment Securities</b>	<b>39,591,713</b>	<b>39,591,713</b>	<b>32,335,843</b>	<b>32,335,843</b>

### at Amortized Cost

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Federal Government bonds	34,386,797	34,386,797	25,399,172	25,399,172
State Government bonds	1,691,903	1,691,903	2,050,438	2,050,438
Corporate bonds	2,509,290	2,509,290	3,528,089	3,528,089
	38,587,990	38,587,990	30,977,699	30,977,699
Impairment Loss	(95,267)	(95,267)	(75,838)	(75,838)
<b>Total Amortized Cost Investment Securities</b>	<b>38,492,723</b>	<b>38,492,723</b>	<b>30,901,861</b>	<b>30,901,861</b>

### at Fair Value through Other Comprehensive Income (FVOCI)

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Federal Government bonds	998,890	998,890	1,333,882	1,333,882
<b>Total Fair Value through Other Comprehensive Income Investment Securities</b>	<b>998,890</b>	<b>998,890</b>	<b>1,333,882</b>	<b>1,333,882</b>

### Equity Investment

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
<b>Unquoted Equities at Cost</b>				
NSE Nominees Share Investments	100	100	100	100
Lagos Commodities & Futures Exchange	100,000	100,000	100,000	100,000
<b>Total Equity Investment</b>	<b>100,100</b>	<b>100,100</b>	<b>100,100</b>	<b>100,100</b>
<b>Total Non-Current Investment Securities</b>	<b>39,591,713</b>	<b>39,591,713</b>	<b>32,335,843</b>	<b>32,335,843</b>

### 17 (b) Current Investment Securities

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
	Amortized cost	Amortized cost	Amortized cost	Amortized cost
Commercial Paper	-	-	2,497,753	2,497,753
<b>Total Current Investment</b>	<b>-</b>	<b>-</b>	<b>2,497,753</b>	<b>2,497,753</b>

### 17(c) Fair Value through Other Comprehensive Income

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Fair value closing balance	998,890	998,890	1,333,882	1,333,882
Fair value opening balance	1,014,955	1,014,955	1,587,061	1,587,061
<b>Fair Value Loss</b>	<b>(16,065)</b>	<b>(16,065)</b>	<b>(253,179)</b>	<b>(253,179)</b>
<b>Total fair value loss on Bonds – See note 25 (c)</b>	<b>(16,065)</b>	<b>(16,065)</b>	<b>(253,179)</b>	<b>(253,179)</b>

At the reporting date, all investments booked as FVTOCI were marked to market and the change in FVTOCI.

### 18(a) Trade Receivables

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Trade receivables	645,929	645,929	539,092	539,092
Allowance for doubtful trade receivables (See note 18(b) below)	(467,366)	(467,366)	(473,735)	(473,735)
<b>Net Carrying Amount</b>	<b>178,563</b>	<b>178,563</b>	<b>65,357</b>	<b>65,357</b>
<b>Current Assets</b>	<b>178,563</b>	<b>178,563</b>	<b>65,357</b>	<b>65,357</b>

## 18(b) Impairment Allowance on Trade Receivables

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Balance, beginning of year	473,735	473,735	337,381	337,381
(Reversal)/Charge during the year	(49,056)	(49,056)	62,913	62,913
Depository fee suspense	42,687	42,687	73,442	73,442
<b>Balance, end of year</b>	<b>467,366</b>	<b>467,366</b>	<b>473,735</b>	<b>473,735</b>

## 19(a) Other assets

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
<b>Current Financial Assets:</b>				
Ex-Staff Debtors	3,083	3,083	11,521	11,521
Other receivables (see note (i) below)	69,912	69,912	4,094,458	4,094,458
<b>Gross Financial Assets</b>	<b>72,995</b>	<b>72,995</b>	<b>4,105,979</b>	<b>4,105,979</b>
Impairment allowance on other assets (see note 19(b) below)	(70,297)	(70,297)	(70,297)	(70,297)
<b>Net Financial Assets</b>	<b>2,697</b>	<b>2,697</b>	<b>4,035,682</b>	<b>4,035,682</b>
<b>Non-financial assets:</b>				
Withholding tax recoverable	483,822	483,822	368,510	368,510
Stock Account	7,259	7,259	7,259	7,259
Prepayment	1,286,168	1,286,168	1,377,432	1,377,432
CSCS Unclaimed Dividend - Africa Prudential	217	217	6,824	6,824
<b>Total Non-Financial Assets</b>	<b>1,777,466</b>	<b>1,777,466</b>	<b>1,760,025</b>	<b>1,760,025</b>
<b>Non-Current</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Other Assets</b>	<b>1,780,163</b>	<b>1,780,163</b>	<b>5,795,707</b>	<b>5,795,707</b>

- (i) Other receivables include a N4billion receivable due from a counterparty attributed to equity securities buyback arrangement in which the Group purchases and simultaneously agrees to sell back the equity securities at a fixed price on a future date. Hence, the carrying amount is the contractual cash flow to be received at the future date which is at a fixed price. However, during the holding period, the Group has the rights to dividend income from the equity securities.

## 19(b) Impairment Allowance on Other Assets

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Balance, beginning of year	70,297	70,297	70,297	70,297
<b>Balance, end of year</b>	<b>70,297</b>	<b>70,297</b>	<b>70,297</b>	<b>70,297</b>

## 20 Impairment (reversal)/Loss on Financial Assets

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Impairment loss/(reversal) on trade receivables (Note 18(b))	(49,056)	(49,056)	62,913	62,913
Impairment loss/(reversal) on debt instrument at amortized cost	19,430	19,430	43,610	43,610
Impairment loss on debt instrument at FVTOCI	(2,047)	(2,047)	2,171	2,171
Impairment (reversal) on cash and cash equivalent	11,803	11,803	(2,519)	(2,519)
Impairment loss/(reversal) on other assets	-	-	4,833	4,833
	<b>(19,871)</b>	<b>(19,871)</b>	<b>111,008</b>	<b>111,008</b>

## 21 Cash and Cash Equivalents

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Cash at hand	2,550	2,550	2,550	2,550
Balances with banks	14,052,392	14,052,337	5,756,699	5,756,644
Fixed deposits	631,766	631,766	508,619	508,619
<b>Current Assets</b>	<b>14,686,708</b>	<b>14,686,653</b>	<b>6,267,868</b>	<b>6,267,813</b>
<b>Expected Credit loss on Allowance</b>	<b>(14,438)</b>	<b>(14,438)</b>	<b>(2,635)</b>	<b>(2,635)</b>
Restricted cash	-	-	10,370,571	10,370,571
<b>Carrying Amount</b>	<b>14,672,270</b>	<b>14,672,215</b>	<b>16,635,804</b>	<b>16,635,749</b>

- (i) Balances with banks of N10.3billion represents restricted cash relating to Escrow account in the name of the Chief Registrar High Court of Lagos State for the purpose of warehousing Contract Stamp fees deducted at source by CSCS on capital markets transactions. The liability with respect to this restricted cash is warehoused in other liabilities account in Note 28. The restricted cash has been remitted to the Nigeria Revenue Service (NRS) as at 31 December 2025

## 22 Intercompany Receivables

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Intercompany receivables (See note a)	-	34,511	-	34,511
Impairment allowance on intercompany receivables	-	(34,511)	-	(34,511)
<b>Net Carrying Amount</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

- (a) Intercompany receivables represent amount due from the Company's subsidiary, Insurance Repository Nigeria Limited for payments made by the Company with respect to the pre-operational expenses incurred on behalf of the subsidiary. The amount has been fully impaired.

## 23 Equity-Accounted Investee

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Investment in Associate - NG Clearing Limited (See note 23(a) below)	1,832,590	1,541,437	1,639,561	1,541,437
Share of profit from associate (b)	(610,101)	-	195,204	-
Adjustment on the Group's share of profit of investee	13,983	-	(2,175)	-
<b>Carrying Amount</b>	<b>1,236,473</b>	<b>1,541,437</b>	<b>1,832,590</b>	<b>1,541,437</b>
<b>Non-Current Assets</b>	<b>1,268,855</b>	<b>1,541,437</b>	<b>1,832,590</b>	<b>1,541,437</b>

This amount represents adjustment to correctly reflect the Group's proportion (24.7%) of the net asset of the associate

### (a) Investment in Associate - NG Clearing Limited

NG Clearing Limited is an associate company in which the Company has 24.7% ownership interest (2024: 24.7%). It is principally established as a central counterparty clearing house (CCP) for the clearing and settlement of derivative instruments across various asset classes, i.e., futures and options contracts on indices, equity shares, commodities, currency, rates etc. The Company was incorporated in the year 2016 and commenced operations in 2022.

Total amount recognised in profit or loss is as follows

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Share of (loss)/profit from NG Clearing Limited	(610,101)	-	195,204	-
Adjustment on the Group's share of profit of investee	13,983	-	(2,175)	-
	<b>(596,118)</b>	<b>-</b>	<b>193,029</b>	<b>-</b>

### (b) Share of Loss/Profit from Associate

In thousands of Naira	31 December 2025	31 December 2024
<b>Percentage Ownership Interest</b>	<b>24.7%</b>	<b>24.7%</b>
Current assets	2,260,119	215,326
Non-current assets	2,884,270	7,396,255
Current liabilities	(138,429)	(192,190)
<b>Net Asset (100%)</b>	<b>5,005,960</b>	<b>7,419,391</b>
Group's share of net asset (24.7%)	1,236,473	1,832,590
<b>Carrying Amount of interest in associate</b>	<b>1,236,473</b>	<b>1,832,590</b>
Revenue	(1,604,638)	1,666,984
Total Expense	(865,408)	(876,683)
(Loss)/Profit from continuing operations	(2,470,046)	790,301
<b>Group's share of accumulated (loss)/profit (24.7%)</b>	<b>(610,101)</b>	<b>195,204</b>

## 24 Investment in Subsidiary

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Insurance Repository Nigeria Limited	-	10,000	-	10,000
Carrying amount	-	10,000	-	10,000

The Company has a 99.9% holding in Insurance Repository Nigeria Limited. Insurance Repository Nigeria Limited was incorporated in Nigeria and was yet to commence operations as at 31 December 2025. Its principal objective is to enhance the record keeping of insurance data and policies.

## 25 Capital and Reserves

### (a) Share Capital

In thousands of units	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
<b>Share capital - in issue at 31 December - fully paid</b>				
Ordinary shares in issue and fully paid at 1 January	5,000,000	5,000,000	5,000,000	5,000,000
<b>Ordinary share in issue and fully paid as at end of the year</b>	<b>5,000,000</b>	<b>5,000,000</b>	<b>5,000,000</b>	<b>5,000,000</b>

### (b) Retained Earnings

Retained earnings are the carried forward recognised income net of expenses plus current year profit attributable to shareholders.

### (c) Fair Value Reserve

The fair value reserves comprises the cumulative net change in the fair value of debt securities designated at FVOCI until the assets are derecognized or reclassified.

Analysis of fair value reserves are as follows:

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Opening fair value reserves	608,256	608,256	357,248	357,248
Fair value (loss)/gain on FVOCI bonds- See note 17(c)	16,065	16,065	253,179	253,179
ECL on FVOCI (see note (i) below)	2,047	2,047	(2,171)	(2,171)
Debt Instruments at FVOCI- net change in fair value	18,112	18,112	251,008	251,008
<b>Closing Fair Value Reserves</b>	<b>626,368</b>	<b>626,368</b>	<b>608256</b>	<b>608256</b>

(i) This represents ECL adjustments on FVOCI financial assets as at year end.

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Balance, beginning of year	(5,752)	(5,752)	(3,581)	(3,581)
(Charge)/Reversal during the year	2,047	2,047	(2,171)	(2,171)
<b>Balance, end of year</b>	<b>(3,705)</b>	<b>(3,705)</b>	<b>(5,752)</b>	<b>(5,752)</b>

#### (d) Actuarial Reserve

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Statement of other comprehensive income: Opening actuarial reserves	1,670	1,670	1,670	1,670
Closing actuarial reserves	<b>1,670</b>	<b>1,670</b>	<b>1,670</b>	<b>1,670</b>

#### (e) Dividend

The Company has proposed a dividend of 178 Kobo per share from the retained earnings account as at 31 December 2025, pending the approval of the shareholders at the 2025 Annual General Meeting.

The following dividends were declared and paid by the company

	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
	Kobo	N'000	Kobo	N'000
Dividend	<b>176</b>	<b>8,800,000</b>	<b>150</b>	<b>7,500,000</b>

This represents the dividend of 176kobo proposed for the preceding year but paid in the current year.

#### 26 Intercompany Payables

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2023	Company 31 December 2023
Insurance Repository Nigeria Limited (See note (a) below)	-	10,000	-	10,000
Carrying amount	-	10,000	-	10,000

(a) Intercompany payables represents amount payable to the Company's subsidiary, Insurance Repository Nigeria Limited for purchase of the subsidiary's shares.

#### 27 Payables and Accruals

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
<b>Financial Liabilities</b>				
Sundry creditors (see note (i) below)	180,543	180,543	550,124	550,124
Accruals (see note (ii) below)	800,065	800,065	800,708	800,708
Audit fees	10,400	10,400	35,000	35,000
<b>Total Other Financial Liabilities</b>	<b>991,008</b>	<b>991,008</b>	<b>1,385,832</b>	<b>1,385,832</b>
<b>Non-Financial Liabilities</b>				
National Housing Fund	824	824	824	824
Nigeria Social Insurance Trust Fund	56,960	56,960	43,296	43,296
Staff Multipurpose Co-operative	487	487	487	487
Staff pension fund	2,713	2,713	2,801	2,801
Staff productivity bonus	745,813	745,813	1,189,582	1,189,582
Contract liability (see note (iii) below)	793,294	793,294	1,065,576	1,065,576

<b>Total Other Non-Financial Liabilities</b>	<b>1,600,091</b>	<b>1,600,091</b>	<b>2,302,565</b>	<b>2,302,565</b>
<b>Total Payables and Accruals</b>	<b>2,591,099</b>	<b>2,591,099</b>	<b>3,688,398</b>	<b>3,688,398</b>

- (i) The sundry creditors comprises of AdonaiNet - uncollected trade alert fees.
- (ii) The accruals represent amount payable to vendors with respects to IT subscriptions, professional consulting, industrial training fund contribution etc.
- (iii) Contract liability include payment received for collateral services rendered, website Subscription, and sales and business development fees which are yet to be earned as at the year end 31 December 2025.

### 28(a) Other Liabilities

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
<b>Financial Liabilities</b>				
Unclaimed Dividends (see note (i))	390,325	390,325	305,624	305,624
Brain & Hammers Wakala Sukuk Series 1	195	195	195	195
CSCS Individual Divestment	1,290	1,290	1,290	1,290
Amount due to lien services clients/Repo Counter parties	186,431	186,431	186,431	186,431
Exchange Traded Fund Distribution Accounts	89,682	89,682	8,926	8,926
Amount due to Adonai Net	7,692	7,692	7,692	7,692
Amount due to Investment & Securities Tribunal (see note (ii))	642,644	642,644	321,789	321,789
Stamp Duty Collection Account (see note (iii))	9,932,130	9,932,130	13,295,796	13,295,796
Amount due to Kaduna State Govt	77,783	77,783	41,779	41,779
Amount due to FGN Green Bond Holders	15,558	15,558	15,558	15,558
Amount due to FGN USD Bond Holders	153,281	153,281	-	-
Regulatory Fees (SEC)	124,748	124,748	88,794	88,794
Managed funds	232	232	232	232
Accrued Stamp duty interest	-	-	786,244	786,244
	<b>11,621,989</b>	<b>11,621,989</b>	<b>15,060,349</b>	<b>15,060,349</b>
<b>Indirect Tax</b>				
PAYE liability	69,440	69,440	20,211	20,211
Withholding tax liability	52,448	52,448	75,710	75,710
Value Added Tax liability	322,708	322,708	293,287	293,287
<b>Indirect Tax</b>	<b>444,596</b>	<b>444,596</b>	<b>389,207</b>	<b>389,207</b>
	<b>12,066,585</b>	<b>12,066,585</b>	<b>15,449,556</b>	<b>15,449,556</b>

- (i) The balance of the unclaimed dividends was invested in fixed placements and a total of N34.4million was earned as interest income on the amount during the year.
- (ii) In October 2014, the Ministry of Finance directed that CSCS (including NGX and SEC) should contribute 10% of its transaction fees on trades executed on the Nigerian Exchange Limited to Investment and Securities Tribunal (IST). The balance represents outstanding due to IST as at 31st December 2025.
- (iii) The account relates to stamp duties deducted at source on capital market trades which is remitted to the Nigeria Revenue Service(NRS).

## 28(b) Lease Liability

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Lease liability	236,995	236,995	296,552	296,552
<b>Carrying Amount</b>	<b>236,995</b>	<b>236,995</b>	<b>296,552</b>	<b>296,552</b>

### Movement in Lease Liability

In thousands of Naira	Group 31 December 2024	Company 31 December 2024	Group 31 December 2024	Company 31 December 2024
Balance, beginning of year	296,552	296,552	340,604	340,604
Accretion of Interest	35,752	35,752	52,703	52,703
Lease repayment (principal)	(61,003)	(61,003)	(44,051)	(44,051)
Lease repayment (interest)	(35,752)	(35,752)	(52,703)	(52,703)
<b>Balance, End of Year</b>	<b>236,995</b>	<b>236,995</b>	<b>296,552</b>	<b>296,552</b>

### Lease liability is payable as follows:

In thousands of Naira	Group 31 December 2024	Company 31 December 2024	Group 31 December 2024	Company 31 December 2024
Less than one year	96,755	96,755	96,755	96,755
More than five years	140,240	140,240	199,797	199,797
<b>Carrying Amount</b>	<b>236,995</b>	<b>236,995</b>	<b>296,552</b>	<b>296,552</b>

## 29 Pension Plan and other Employment Benefits

### (a) Defined Contribution Plan

All the employees of the Group qualify for the contributory pension scheme of Nigeria. The Group is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions. Pension contribution of a percentage of employees emoluments (10% by the employer and 8% by the employees) are made in accordance with the Pension Reform Act 2014.

The total expense recognized in profit or loss was N242.11 million for the Group and N242.11 million for the Company (2024: N185.74 million for the Group and N185.74 million for the Company) represent contributions payable to these plans by the Group and Company at the rates specified in accordance with the Pension Reform Act 2014 (amended).

### (b) Long Term Incentive Scheme

The Managing Director is entitled to a defined benefit (as approved by the Board) upon his exit and the expiration of his employment with the Group. The defined benefit shall be 33% of his annual benefit which shall be provided and reported in the Group's yearly financial account. Actuarial valuation of the benefit liabilities of the Managing Director was carried out by O & A Hedge Actuarial Consulting, a firm of certified actuaries with FRC number FRC/2019/00000012909. The valuation report was signed by Layemo B Abraham with FRC number FRC/2016/NAS/00000015764. As at 31 December 2025, no amount was provided following the payment of the defined benefit to the Managing Director upon expiration of employment (2024: N254.15 million).

As at 31 December 2025, no amount was provided following the payment of the defined benefit to the Managing Director upon expiration of employment (2024: N254.15 million).

Analysis of the amount charged to statement of profit or loss and other comprehensive income and statement of financial position for the prior year is shown below:

Analysis of the amount charged to statement of profit or loss and other comprehensive income and statement of financial position for the prior year is shown below:

**(i) Per statement of Profit or Loss and Other Comprehensive Income**

The long term incentive scheme liability is made up of:

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
Opening balance	254,146	254,146	129,679	129,679
Addition in profit or loss during the year	352,427	352,427	124,467	124,467
Payments during the year	(606,573)	(606,573)	-	-
<b>Total Defined Benefits</b>	<b>-</b>	<b>-</b>	<b>254,146</b>	<b>254,146</b>

In thousands of Naira	Group 31 December 2025	Company 31 December 2025	Group 31 December 2024	Company 31 December 2024
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**Statement of Profit or Loss:**

Current service cost	352,427	352,427	79,704	79,704
Interest Cost	-	-	44,763	44,763
<b>Total</b>	<b>352,427</b>	<b>352,427</b>	<b>124,467</b>	<b>124,467</b>

**30 Events After the Reporting Date**

There are no events after the reporting date that could have had a material effect on the financial position and performance of the Group and Company as at 31 December 2025 which have not been adequately provided for or disclosed.

**31 Contingent Liabilities**

There are pending litigations against the Group some of which the Group is only a nominal party. Contingent liability as at 31st December 2025 stood at N3,166,999,344.30 (2024: N2,603,802,630.63). However, the directors are of the opinion that the various suits will not succeed against the Company.

**32 Capital Commitments**

The Directors are of the opinion that all known liabilities and commitments which are relevant in assessing the state of affairs of the Group and Company have been taken into account in the preparation of the consolidated and separate financial statements.

**33 Related Parties**

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

## Associate

Transactions with Nigerian Exchange Group Plc also meet the definition of related party transactions, as Central Securities Clearing System Plc is an associate of Nigerian Exchange Group Plc. The transactions includes: rent and x-alert handling charges held by CSCS on behalf of Nigerian Exchange Limited.

In thousands of Naira	Transaction type	Secured/ Unsecured	Transaction values		Balance outstanding	
			31 Dec 2025	31 Dec 2024	31 Dec 2025	31 Dec 2024
Name of company / Individual	Transaction type	Secured/ Unsecured	Amount	Amount	Amount	Amount
NGX Real Estate Limited	Rent/Service Charge	Unsecured	149,789	126,806	-	-
Nigerian Exchange Group Plc	Payment of dividend	Not applicable	3,829,674	3,263,926	-	-
			<b>3,979,463</b>	<b>3,390,732</b>	-	-

## Transactions with Key Management Personnel

The Group's key management personnel, and persons connected with them, are also considered to be related parties. The definition of key management includes the close members of family of key personnel and any entity over which key management exercise control. The key management personnel have been identified as the executive and non-executive directors of the Group. Close members of family are those family members who may be expected to influence, or be influenced by those individuals in their dealings with the Group.

## Key Management Personnel Compensation

Compensation to the Company's key management personnel include salaries, non-cash benefits and contributions to the post-employment defined contribution plans.

Executive directors are subject to a mutual term of notice of 3 months. Upon resignation at the Company's request, they are entitled to termination benefits of up to 12 months' total remuneration. If they resign on their own they receive 50% of their salary and an additional 20% for each year in service.

### (a) Key Management Personnel Compensation comprise:

In thousands of Naira	31 December 2025	31 December 2024
<b>Short Term</b>		
Wages & Salaries	1,632,292	681,127
<b>Long Term</b>		
Post Employment benefits	352,427	124,467
	<b>1,984,718</b>	<b>805,594</b>

### (b) Directors' Remuneration

In thousands of Naira	31 December 2025	31 December 2024
<b>Short Term</b>		
Fees as Directors	79,093	23,513
Directors sitting allowances	60,638	79,486
Other allowances	71,958	252,690
	<b>211,688</b>	<b>355,688</b>
Executive Compensation	1,984,718	805,594
	<b>2,196,407</b>	<b>1,161,282</b>

Compensation of the Company's key management personnel includes salaries, non-cash benefits and contributions to a post-employment defined benefit plan (see notes 12.1 and note 29).

### Key Management Personnel and Director Transactions

The value of transactions with key management personnel and entities over which they have control or significant influence were as follows:

#### Income

Included in income is an amount of N6.9million (31 December 2024: N98.3million) representing depository fees, eligibility fees, settlement participation fees, OTC Transactions earned by CSCS from companies in which certain Directors have interests. The details of the income as well as the balances outstanding in receivables as at 31 December 2025 were as follows:

#### In thousands of Naira

Name of company / Individual	Name of Directors related to the companies	Relationship	Position	Transaction type	Amount	Outstanding balance in trade receivables as at 31 December 2025
VFD Group Plc	Mr. Nonso Okpala	Director	MD/CEO	Depository fee	6,969	-
					<b>6,969</b>	<b>-</b>

#### In thousands of Naira

Name of company / Individual	Name of Directors related to the companies	Relationship	Position	Transaction type	Amount	Outstanding balance in trade receivables as at 31 December 2024
Sterling Bank Plc.	Tairat Tijani	Director	Director	Depository fee	12,969	-
Access Holdings Plc	Roosevelt Ogbonna	Director	MD/CEO	Depository fee	78,173	-
Access Bank Plc	Roosevelt Ogbonna	Director	MD/CEO	Settlement Bank Participation Fees	1,204	-
Sterling Bank Plc.	Tairat Tijani	Director	Director	Settlement Bank Participation Fees	1,204	-
VFD Group Plc	Mr. Nonso Okpala	Director	MD/CEO	Depository fee	4,820	-
					<b>98,369</b>	<b>-</b>

#### Prepayments

Included in prepayment is an amount of N409.9 million (31 December 2024: N591.6 million) representing balances on prepaid transport allowances to Directors.

#### Bank Balances

There were no balances as at 31 December 2025 in cash and cash equivalent (31 December 2024: N3.14billion) representing account balances of CSCS with Banks in which certain Directors have interests.

In thousands of Naira

31 December 2025

Name of Company / Individual	Name of Directors related to the companies	Relationship	Transaction type	Amount
-	-	-	-	-

In thousands of Naira

31 December 2024

Name of Company / Individual	Name of Directors related to the companies	Relationship	Transaction type	Amount
Access Bank Plc	Roosevelt Ogbonna	Shareholder/Director	Current account	37,006
Access Bank Plc-Dom Fee Collection A/c	Roosevelt Ogbonna	Shareholder/Director	Collection account	-
Access Bank Plc-POS	Roosevelt Ogbonna	Shareholder/Director	Collection account	22
Access Bank Plc-LEI	Roosevelt Ogbonna	Shareholder/Director	Collection account	539
Access Bank Plc-USDollar Dom A/c	Roosevelt Ogbonna	Shareholder/Director	Collection account	13,112
Sterling Bank Plc	Tairat Tijani	Director	Current account	4,991
Sterling Bank-Stamp Duty Collection Account	Tairat Tijani	Director	Collection Account	2,770,530
Sterling Bank-IST Collection A/c	Tairat Tijani	Director	Collection account	321,736
				<b>3,147,936</b>

### Investments

Included in investment securities is an amount of N350million as at 31 December 2025 (31 December 2024: N1.74billion) representing treasury bills, federal government bonds and state government bonds belonging to CSCS and held in the custody of certain Banks which certain Directors have interests. The face value of the investments as at 31 December 2025 were as follows:

In thousands of Naira

31 December 2025

Name of Company / Individual	Name of Directors	Relationship	Transaction type	Amount
VFD Group Plc	Mr. Nonso Okpala	Shareholder/Director	Securities Lending	150,000
VFD Group Plc	Mr. Nonso Okpala	Shareholder/Director	Commercial Paper	200,000
				<b>350,000</b>

In thousands of Naira

31 December 2024

Name of Company / Individual	Name of Directors	Relationship	Transaction type	Amount
Access Bank Plc	Roosevelt Ogbonna	Shareholder/Director	Euro Bonds	741,468
Access Bank Plc	Roosevelt Ogbonna	Shareholder/Director	Euro Bonds	465,633
Access Bank Plc	Roosevelt Ogbonna	Shareholder/Director	Treasury bills	367,551
VFD Group Plc	Mr. Nonso Okpala	Shareholder/Director	Commercial Paper	165,425
				<b>1,740,077</b>

There was no material impact on the Company's basic and diluted earning per share.

### 34 Cash Flow Workings

In thousands of Naira	Notes	Group 31 Dec 2025	Company 31 Dec 2025	Group 31 Dec 2024	Company 31 Dec 2024
<b>(i) Changes in trade receivables</b>					
Opening balance	18(a)	65,357	65,357	637,574	637,574
Impairment reversal	20	49,056	49,056	(62,913)	(62,913)
Closing balance		(178,563)	(178,563)	(65,357)	(65,357)
<b>Change during the year</b>		<b>(64,150)</b>	<b>(64,150)</b>	<b>509,305</b>	<b>509,305</b>
<b>(ii) Changes in other assets</b>					
Opening balance	19(a)	5,795,707	5,795,707	4,924,593	4,924,593
Closing balance	19(a)	(1,780,163)	(1,780,163)	(5,795,707)	(5,795,707)
<b>Change during the year</b>		<b>4,015,544</b>	<b>4,015,544</b>	<b>(871,114)</b>	<b>(871,114)</b>
<b>(iii) Changes in payables and accruals</b>					
Opening balance	27	3,688,398	3,688,398	2,374,524	2,374,524
Closing balance	27	(2,591,099)	(2,591,099)	(3,688,398)	(3,688,398)
<b>Change during the year</b>		<b>1,097,299</b>	<b>1,097,299</b>	<b>(1,313,874)</b>	<b>(1,313,874)</b>
<b>(iv) Changes in other liabilities and lease liability</b>					
Opening balance	28	15,746,108	15,746,108	10,644,010	10,644,010
Lease payment during the year		(96,755)	(96,755)	(96,755)	(96,755)
Closing balance	28	(12,303,580)	(12,303,580)	(15,746,108)	(15,746,108)
<b>Change during the year</b>		<b>3,345,773</b>	<b>3,345,773</b>	<b>(5,198,852)</b>	<b>(5,198,852)</b>
<b>(v) Changes in Intercompany Payable</b>					
Opening balance	26	-	10,000	-	10,000
Closing balance	26	-	(10,000)	-	(10,000)
<b>Change during the year</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(vi) Proceeds from disposal of property and equipment</b>					
Cost of property and equipment disposed	15	451,285	451,285	434,241	434,241
Accumulated depreciation	15	(267,589)	(267,589)	(414,426)	(414,426)
Profit on disposal of property and equipment	11	4,281	4,281	760	760
<b>Proceeds during the year</b>		<b>187,977</b>	<b>187,977</b>	<b>20,574</b>	<b>20,574</b>
<b>(vii) Net changes in short term investment securities</b>					
Balance, beginning of the year	17(b)	2,497,753	2,497,753	434,459	434,459
Balance, end of the year		-	-	(2,497,753)	(2,497,753)
<b>Change during the year</b>		<b>2,497,753</b>	<b>2,497,753</b>	<b>(2,063,294)</b>	<b>(2,063,294)</b>
<b>(viii) Net changes in investment securities - bonds</b>					
Balance, beginning of the year	17(a)	32,335,843	32,335,843	27,619,788	27,619,788
Fair value (loss)		(16,065)	(16,065)	(253,179)	(253,179)
Balance, end of the year	17(a)	(39,591,713)	(39,591,713)	(32,335,843)	(32,335,843)

<b>Change during the year</b>		<b>(7,271,935)</b>	<b>(7,271,935)</b>	<b>(4,969,234)</b>	<b>(4,969,234)</b>
<b>(ix) Interest received</b>					
Balance, beginning of the year		(670,419)	(670,419)	(79,597)	(79,597)
Interest income	10	3,806,522	3,806,522	3,938,426	3,938,426
<b>Interest Received for the Year</b>		<b>3,136,104</b>	<b>3,136,104</b>	<b>3,858,829</b>	<b>3,858,829</b>

**(x) Dividend paid**

Balance, beginning of the year	28(a)	305,624	305,624	237,380	237,380
Additional dividend during the year	25(e)	8,800,000	8,800,000	7,500,000	7,500,000
Balance, end of year	28(a)	(390,325)	(390,325)	(305,624)	(305,624)
<b>Net Dividend Paid during the Year</b>		<b>8,715,299</b>	<b>8,715,299</b>	<b>7,431,756</b>	<b>7,431,756</b>

During the year, dividend of N1.76k per share was approved and paid to shareholders on 2024 profits.

**(xi) Purchase of PPE**

Balance, beginning of the year	15	3,305,516	3,305,516	1,354,103	1,354,103
Additions	15	1,073,279	1,073,279	3,305,516	3,305,516
<b>Purchase of Property and Equipment</b>		<b>1,073,279</b>	<b>1,073,279</b>	<b>3,305,516</b>	<b>3,305,516</b>

**35 Non-Audit Fees**

Included in professional fees is a total of N4.2m for Non-audit services rendered by Messrs. Deloitte & Touche. See table below for details.(See note 12.2).

Name of Firm	Nature of Service	Applicable Fees (N'000)
Deloitte & Touche	Tip-Offs Anonymous Service	1,075
Deloitte & Touche	Assurance engagement on the Internal Control over Financial Reporting (ICFR)	3,200
<b>Total</b>		<b>4,275</b>



**OTHER  
NATIONAL  
DISCLOSURES**

## Value Added Statement for the Year Ended 31st December 2025

In thousands of Naira	Group 31 December 2025	%	Company 31 December 2025	%
Gross earnings	28,666,112	140	28,666,112	135
Net impairment loss on trade receivables	19,871	0	19,871	0
Bought-in-materials and services	(8,184,238)	(40)	(7,588,121)	(35)
<b>Value Added</b>	<b>20,501,745</b>	<b>100</b>	<b>21,097,862</b>	<b>100</b>

Distribution of Value Added To Employees:		%		%
Staff cost	5,586,350	24	5,586,350	26
<b>To Government</b>				
Government as taxes	5,586,350	28	3,671,818	17

For future replacement of assets, expansion of business and payment of dividend to shareholders:				
- Deferred Tax	(261,166)	(1)	(261,166)	(1)
- Depreciation and amortisation	1,602,839	8	1,602,839	8
- Dividend to shareholders	8,800,000	42	8,800,000	42
- To augment reserve	1,101,903	5	1,698,021	8
	<b>20,501,745</b>	<b>100</b>	<b>21,097,862</b>	<b>100</b>

In thousands of Naira	Group 31 December 2024	%	Company 31 December 2024	%
Gross earnings	26,093,836	136	26,093,836	136
Net impairment loss on trade receivables	(111,008)	(1)	(111,008)	(1)
Bought-in-materials and services	(6,608,397)	(35)	(6,801,426)	(35)
<b>Value Added</b>	<b>19,374,431</b>	<b>100</b>	<b>19,181,402</b>	<b>100</b>

Distribution of Value Added to Employees:		%		%
Staff cost	4,610,120	23	4,610,120	23
<b>To government</b>				
Government as taxes	1,894,124	10	1,894,124	10

For future replacement of assets, expansion of business and payment of dividend to shareholders:				
- Deferred Tax	531,643	3	531,643	3
- Depreciation and amortisation	922,269	5	922,269	5
- Dividend to shareholders	7,500,000	38	7,500,000	38
- To augment reserve	4,447,919	21	4,254,889	21
	<b>19,906,074</b>	<b>100</b>	<b>19,713,045</b>	<b>100</b>

## Financial Summary

### The Group

In thousands of Naira	31 Dec 2025	31 Dec 2024	31 Dec 2023	31 Dec 2022	31 Dec 2021	31 Dec 2020
<b>Assets</b>						
<b>Non current Assets</b>						
Property and equipment	4,532,925	5,146,221	2,720,881	1,963,224	1,851,378	1354103
Intangible assets	491,512	125,021	156,310	190,840	375,414	585705
Equity-accounted investee	1,236,473	1,832,590	1,639,561	1,568,358	1,512,503	1553668.881
Investments securities	39,591,713	32,335,843	27,619,788	24,396,079	21,248,233	19570294
Deferred tax asset	-	-	-	128,042	-	-
<b>Total Non Current Assets</b>	<b>45,852,623</b>	<b>39,439,675</b>	<b>32,136,540</b>	<b>28,246,542</b>	<b>24,987,528</b>	<b>23,063,771</b>
<b>Current Assets</b>						
Investment securities	-	2,497,753	434,459	102,974	550,128	-
Trade receivables	178,563	65,357	637,574	391,986	550,231	160,450
Other assets	1,780,163	5,795,707	4,924,593	522,224	598,958	424,482
Cash and cash equivalent	14,672,270	16,635,804	14,654,692	15,749,671	15,530,376	17,773,624
<b>Total Current Assets</b>	<b>16,630,996</b>	<b>24,994,620</b>	<b>20,651,318</b>	<b>16,766,856</b>	<b>17,229,693</b>	<b>18,358,556</b>
<b>Total Assets</b>	<b>62,483,619</b>	<b>64,434,297</b>	<b>52,787,859</b>	<b>45,013,398</b>	<b>42,217,221</b>	<b>41,422,326</b>
<b>Liabilities</b>						
<b>Current Liabilities</b>						
Payables, provisions and accruals	2,591,099	3,688,398	2,374,524	782,789	1,473,362	1,533,907
Current tax liabilities	3,822,754	1,802,084	1,424,638	1,607,004	1,498,463	436,529
Other liabilities	12,066,585	15,546,311	10,400,161	7,200,950	5,412,833	3,770,877
Lease Liability	96,755	-	-	-	-	-
<b>Total Current Liabilities</b>	<b>18,577,193</b>	<b>21,036,793</b>	<b>14,199,323</b>	<b>9,590,743</b>	<b>8,384,658</b>	<b>5,741,313</b>
<b>Non Current Liabilities</b>						
Deferred tax liabilities	277,463	538,629	6,986	-	109,466	63485.35613
Long term incentive scheme	-	254,146	129,679	65,554	12,819	125551
Lease Liability	140,240	199,797	243,849	251,465	-	-
<b>Total Non Current Liabilities</b>	<b>417,703</b>	<b>992,572</b>	<b>380,514</b>	<b>317,019</b>	<b>122,285</b>	<b>189,036</b>
<b>Total Liabilities</b>	<b>18,994,896</b>	<b>22,029,365</b>	<b>14,579,837</b>	<b>9,907,762</b>	<b>8,506,943</b>	<b>5,930,349</b>
<b>Equity</b>						
Share capital	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000
Retained earnings	39,113,421	38,011,519	33,563,600	30,335,703	28,786,348	30,216,537
Fair Value Reserve	(626,368)	(608,256)	(357,248)	(231,736)	(77,740)	273,770
Actuarial reserves	1,670	1,670	1,670	1,670	1,670	1,670
<b>Total Equity</b>	<b>43,488,723</b>	<b>42,404,933</b>	<b>38,208,022</b>	<b>35,105,636</b>	<b>33,710,278</b>	<b>35,491,977</b>
<b>Total Equity and Liabilities</b>	<b>62,483,619</b>	<b>64,434,297</b>	<b>52,787,859</b>	<b>45,013,398</b>	<b>42,217,221</b>	<b>41,422,326</b>



In thousands of Naira	31 Dec 2025	31 Dec 2024	31 Dec 2023	31 Dec 2022	31 Dec 2021	31 Dec 2020
Total operating income	28,666,112	26,093,836	19,022,852	11,515,320	10,469,020	12087177
Profit before taxation	13,573,721	13,842,043	11,201,867	6,084,737	5,786,107	7392696
Profit after taxation	9,901,903	11,947,919	10,077,897	5,136,471	4,419,810	6928335
<b>Earnings per share (kobo)</b>	198	239	202	103	88	139
<b>Number of ordinary shares of NI each</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>

### The Company

In thousands of Naira	31 Dec 2025	31 Dec 2024	31 Dec 2023	31 Dec 2022	31 Dec 2021	31 Dec 2020
<b>Assets</b>						
<b>Non Current Assets</b>						
Property and equipment	4,532,925	5,146,221	2,720,881	1,963,224	1,851,378	1354103
Intangible assets	491,512	125,021	156,310	190,840	375,414	585705
Equity-accounted investee	1,541,437	1,541,437	1,541,437	1,541,437	1,541,437	1541437
Investment in subsidiary	10,000	10,000	10,000	10,000	10,000	10000
Investments securities	39,591,713	32,335,843	27,619,788	24,396,079	21,248,233	19570294
Deferred tax asset	-	-	-	128,042	-	-
<b>Total Non Current Assets</b>	<b>46,167,587</b>	<b>39,158,522</b>	<b>32,048,416</b>	<b>28,229,621</b>	<b>25,026,462</b>	<b>23,061,539</b>
<b>Current Assets</b>						
Investment securities	-	2,497,753	434,459	102,974	550,128	160,450
Trade receivables	1,780,563	65,357	637,574	391,986	550,231	424,482
Other assets	1,780,163	5,795,707	4,924,593	522,224	598,958	17,773,569
Cash and cash equivalent	14,672,215	16,635,749	14,654,637	15,749,616	15,530,321	18,358,501
<b>Total Current Assets</b>	<b>16,630,941</b>	<b>24,994,566</b>	<b>20,651,263</b>	<b>16,766,801</b>	<b>17,229,638</b>	<b>41,420,040</b>
<b>Total Assets</b>	<b>62,798,528</b>	<b>64,153,088</b>	<b>52,699,680</b>	<b>44,996,423</b>	<b>42,256,100</b>	<b>41,420,040</b>

<b>Liabilities</b>						
<b>Current Liabilities</b>						
Intercompany payables	10,000	10,000	10,000	10,000	10,000	10,000
Payables, provisions and accruals	2,591,099	3,688,398	2,374,524	782,789	1,473,362	1,533,907
Current tax liabilities	3,822,754	1,802,084	1,424,638	1,607,004	1,498,463	436,529
Other liabilities	12,066,585	15,449,556	10,303,406	7,119,969	5,412,833	3,770,877
Lease Liabilities	96,755	96,755	96,755	80,981	-	-
<b>Total Current Liabilities</b>	<b>18,587,193</b>	<b>21,046,792</b>	<b>14,209,323</b>	<b>9,600,743</b>	<b>8,394,658</b>	<b>5,751,313</b>

<b>Non current liabilities</b>						
Deferred tax liabilities	277,463	538,629	6,986	-	109,465	63,485
Long term incentive scheme	-	254,146	129,679	65,554	12,819	125,551
Lease Liabilities	140,240	199,797	243,849	251,465	-	-
<b>Total Non Current Liabilities</b>	<b>417,703</b>	<b>992,571</b>	<b>380,514</b>	<b>317,019</b>	<b>122,284</b>	<b>189,036</b>
<b>Total Liabilities</b>	<b>19,004,896</b>	<b>22,039,363</b>	<b>14,589,837</b>	<b>9,917,762</b>	<b>8,516,942</b>	<b>5,940,349</b>

<b>Equity</b>						
Share capital	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000
Retained earnings	39,418,330	37,720,309	33,465,420	30,308,726	28,815,227	30,204,250
Fair value reserve	(626,368)	(608,256)	(357,248)	(231,736)	(77,740)	273,770
Actuarial reserves	1,670	1,670	1,670	1,670	1,670	1,670
<b>Total Equity</b>	<b>43,793,632</b>	<b>42,113,726</b>	<b>38,109,842</b>	<b>35,078,660</b>	<b>33,739,157</b>	<b>35,479,690</b>
<b>Total Equity and Liabilities</b>	<b>62,798,528</b>	<b>64,153,088</b>	<b>52,699,680</b>	<b>44,996,423</b>	<b>42,256,100</b>	<b>41,420,040</b>

<b>In thousands of Naira</b>	<b>31 Dec 2025</b>	<b>31 Dec 2024</b>	<b>31 Dec 2023</b>	<b>31 Dec 2022</b>	<b>31 Dec 2021</b>	<b>31 Dec 2020</b>
Total operating income	28,666,112	26,093,836	19,022,852	11,515,320	10,469,020	12,087,177
Profit before taxation	14,169,839	13,649,013	11,130,664	6,141,765	5,827,273	7,334,741
Profit after taxation	10,498,021	11,754,889	10,006,694	5,193,499	4,460,976	6,870,380
Earnings per share (kobo)	210	235	200	104	89	137
<b>Number of ordinary shares of N1 each</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>	<b>5,000,000,000</b>



# Document Management Service (DMS)

CSCS Document Management Service (DMS) is the solution that helps to streamline operations in publishing, indexing, storage, and retrieval of electronic data resources in your organization

## Product Features



**Digitization**



**Physical Archiving**



**Electronic Document Management & Workflow in Real-time**



## Product Benefits

- Efficient preservation of documents
- Paperless environment
- Easy retrieval of documents
- Timely document access and distribution of workflow
- Security and access control
- Reclamation of space, etc.

## Contact Us

✉ [productsales@cscs.ng](mailto:productsales@cscs.ng) ☎ 0700 2255 2727

Affix  
Recent Passport  
Photograph  
**USE GUM ONLY  
NO STAPLE PINS**  
(to be stamped by your banker)  
ONLY CLEARING BANKS ARE ACCEPTABLE

## E-DIVIDEND MANDATE ACTIVATION FORM

**INSTRUCTION**

Please complete all section of this form to make it eligible for processing and return to the address below.

**The Registrar**

Africa Prudential Plc  
220B, Ikorodu Road, Palmgrove, Lagos.

I/We hereby request that henceforth, all my/our Dividend Payment(s) due to me\us from my/our holdings in all the companies ticked at the right hand column be credited directly to my /our bank detailed below:

Bank Verification Number (BVN):

Bank Name:

Bank Account Number:

Account Opening Date:  DD  MM  YYYY

**SHAREHOLDER ACCOUNT INFORMATION**

Gender: Male  Female  Date Of Birth  DD  MM  YYYY

Surname/Company's Name  First Name  Other Name

Address

City  State  Country

Clearing House Number (CHN) (if any)  Name of Stockbroking Firm

Mobile Telephone 1  Mobile Telephone 2

E-mail Address

**DECLARATION**

I/We hereby declare that the information I have provided is true and correct and that I shall be held personally liable for any of my personal details.

I/We also agree and consent that Africa Prudential Plc ("Afriprud") may collect, use, disclose, process and deal in any manner whatsoever with my/our personal, biometric and shareholding information set out in this form and/or otherwise provided by me/us or possessed by Afriprud for administration of my/our shareholding and matters related thereto.

Signature:

Signature:   
Joint/Company's Signatories

Company Seal (if applicable)

**Please tick against the company(ies) where you have shareholdings**

CLIENTELE	
1. ABBEY MORTGAGE BANK PLC	<input type="checkbox"/>
2. ADAMAWA STATE GOVERNMENT BOND	<input type="checkbox"/>
3. AFRILAND PROPERTIES PLC	<input type="checkbox"/>
4. AFRICA PRUDENTIAL PLC	<input type="checkbox"/>
5. A & G INSURANCE PLC	<input type="checkbox"/>
6. ALUMACO PLC	<input type="checkbox"/>
7. A.R.M LIFE PLC	<input type="checkbox"/>
8. BECO PETROLEUM PRODUCTS PLC	<input type="checkbox"/>
9. BUA CEMENT PLC	<input type="checkbox"/>
10. BUA FOODS PLC	<input type="checkbox"/>
11. BENUE STATE GOVERNMENT BOND	<input type="checkbox"/>
12. CAP PLC	<input type="checkbox"/>
13. CAPP AND D'ALBERTO PLC	<input type="checkbox"/>
14. CSCS PLC	<input type="checkbox"/>
15. CHAMPION BREWERIES PLC	<input type="checkbox"/>
16. CORDROS MONEY MARKET FUND	<input type="checkbox"/>
17. EBONYI STATE GOVERNMENT BOND	<input type="checkbox"/>
18. GOLDEN CAPITAL PLC	<input type="checkbox"/>
19. INFINITY TRUST MORTGAGE BANK PLC	<input type="checkbox"/>
20. INVESTMENT & ALLIED ASSURANCE PLC	<input type="checkbox"/>
21. JAIZ BANK PLC	<input type="checkbox"/>
22. KADUNA STATE GOVERNMENT BOND	<input type="checkbox"/>
23. LAGOS BUILDING INVESTMENT CO. PLC	<input type="checkbox"/>
24. GLOBAL SPECTRUM ENERGY SERVICES PLC	<input type="checkbox"/>
25. MED-VIEW AIRLINE PLC	<input type="checkbox"/>
26. MIXTA REAL ESTATE PLC (formerly ARM Properties Plc)	<input type="checkbox"/>
27. NEXANS KABLEMETAL NIG. PLC	<input type="checkbox"/>
28. LIVINGTRUST MORTGAGE BANK	<input type="checkbox"/>
29. PERSONAL TRUST & SAVINGS LTD	<input type="checkbox"/>
30. P.S MANDRIDES PLC	<input type="checkbox"/>
31. PORTLAND PAINTS & PRODUCTS NIG. PLC	<input type="checkbox"/>
32. PREMIER BREWERIES PLC	<input type="checkbox"/>
33. RESORT SAVINGS & LOANS PLC	<input type="checkbox"/>
34. ROADS NIGERIA PLC	<input type="checkbox"/>
35. SCOA NIGERIA PLC	<input type="checkbox"/>
36. TRANSCORP HOTELS PLC	<input type="checkbox"/>
37. TRANSCORP PLC	<input type="checkbox"/>
38. TOWER BOND	<input type="checkbox"/>
39. THE LA CASERA CORPORATE BOND	<input type="checkbox"/>
40. UACN PLC	<input type="checkbox"/>
41. UNITED BANK FOR AFRICA PLC	<input type="checkbox"/>
42. UNITED CAPITAL PLC	<input type="checkbox"/>
43. UNITED CAPITAL BALANCED FUND	<input type="checkbox"/>
44. UNITED CAPITAL BOND FUND	<input type="checkbox"/>
45. UNITED CAPITAL EQUITY FUND	<input type="checkbox"/>
46. UNITED CAPITAL MONEY MARKET FUND	<input type="checkbox"/>
47. UNITED CAPITAL NIGERIAN EURO BOND FUND	<input type="checkbox"/>
48. UNITED CAPITAL WEALTH FOR WOMEN FUND	<input type="checkbox"/>
49. UNIC DIVERSIFIED HOLDINGS PLC	<input type="checkbox"/>
50. UNIC INSURANCE PLC	<input type="checkbox"/>
51. UAC PROPERTY DEVELOPMENT COMPANY PLC	<input type="checkbox"/>
52. UTC NIGERIA PLC	<input type="checkbox"/>
53. VFD GROUP PLC	<input type="checkbox"/>
54. WEST AFRICAN GLASS IND PLC	<input type="checkbox"/>
OTHERS: <input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="checkbox"/>

CUT ALONG DOTTED LINE



OTHER NATIONAL DISCLOSURES  
FINANCIAL STATEMENTS  
GOVERNANCE  
STRATEGY AND BUSINESS REVIEW  
OVERVIEW



## SHARE PORTAL APPLICATION FORM

Dear Registrar,

Please take this as authority to activate my account(s) on your SharePortal where I will be able to view and manage my investment portfolio online with ease.

**\* = Compulsory fields**

1. \*SURNAME/COMPANY NAME:

2. \*FIRST NAME:

3. OTHER NAME:

4. \*E-MAIL:

5. ALTERNATE E-MAIL:

6. \*MOBILE NO.: 1.  2.

7. SEX: MALE  FEMALE  8. \*DATE OF BIRTH

9. \*POSTAL ADDRESS:

10. CSCS CLEARING HOUSE NO.:

11. NAME OF STOCKBROKER:

### DECLARATION

I/We hereby declare that the information I have provided is true and correct and that I shall be held personally liable for any of my personal details.

I/We also agree and consent that Africa Prudential Plc ("Afriprud") may collect, use, disclose, process and deal in any manner whatsoever with my/our personal, biometric and shareholding information set out in this form and/or otherwise provided by me/us or possessed by Afriprud for administration of my/our shareholding and matters related thereto.

Signature:

Signature:

Joint/Company's Signatories

Company Seal (if applicable)

**Please tick against the company(ies) where you have shareholdings**

#### CLIENTELE

1. ABBEY MORTGAGE BANK PLC	<input type="checkbox"/>
2. ADAMAWA STATE GOVERNMENT BOND	<input type="checkbox"/>
3. AFRILAND PROPERTIES PLC	<input type="checkbox"/>
4. AFRICA PRUDENTIAL PLC	<input type="checkbox"/>
5. A & G INSURANCE PLC	<input type="checkbox"/>
6. ALUMACO PLC	<input type="checkbox"/>
7. A.R.M LIFE PLC	<input type="checkbox"/>
8. BECO PETROLEUM PRODUCTS PLC	<input type="checkbox"/>
9. BUA GROUP	<input type="checkbox"/>
10. BENUE STATE GOVERNMENT BOND	<input type="checkbox"/>
11. CAP PLC	<input type="checkbox"/>
12. CAPP AND D'ALBERTO PLC	<input type="checkbox"/>
13. CEMENT COY. OF NORTHERN NIG. PLC	<input type="checkbox"/>
14. CSCS PLC	<input type="checkbox"/>
15. CHAMPION BREWERIES PLC	<input type="checkbox"/>
16. CWG PLC	<input type="checkbox"/>
17. CORDROS MONEY MARKET FUND	<input type="checkbox"/>
18. EBONYI STATE GOVERNMENT BOND	<input type="checkbox"/>
19. GOLDEN CAPITAL PLC	<input type="checkbox"/>
20. INFINITY TRUST MORTGAGE BANK PLC	<input type="checkbox"/>
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47. UNITED CAPITAL MONEY MARKET FUND	<input type="checkbox"/>
48. UNITED CAPITAL NIGERIAN EUROBOND FUND	<input type="checkbox"/>
49. UNITED CAPITAL WEALTH FOR WOMEN FUND	<input type="checkbox"/>
50. UNIC DIVERSIFIED HOLDINGS PLC	<input type="checkbox"/>
51. UNIC INSURANCE PLC	<input type="checkbox"/>
52. UAC PROPERTY DEVELOPMENT COMPANY PLC	<input type="checkbox"/>
53. UTC NIGERIA PLC	<input type="checkbox"/>
54. VFD GROUP PLC	<input type="checkbox"/>
55. WEST AFRICAN GLASS IND PLC	<input type="checkbox"/>
OTHERS: <input type="text"/>	<input type="checkbox"/>
<input type="text"/>	<input type="checkbox"/>

CUT ALONG DOTTED LINE



## PROXY FORM

[PLEASE COMPLETE THIS FORM IN CAPITAL LETTERS]

The 32nd Annual General Meeting of Central Securities Clearing System Plc will be held at The Civic Centre, Ozumba Mbadiwe Road, Opposite 1004, Victoria Island, Lagos, Nigeria on Thursday, 23 April 2026 at 10.00 am. I/We, ..... of ..... being a member(s) of being a member(s) of Central Securities Clearing System Plc (CSCS), hereby appoint either of the following individuals as my/our Proxy to attend and vote for me/us and on my/our behalf at the 32nd Annual General Meeting of CSCS to be held on Thursday, 23 April 2026.

### A. Individuals designated for appointment as Proxy

			Proxy: Tick ("X") against the name of the individual you are appointing
1.	Mr. Temi Popoola	Board Chairman	
2.	Mrs. Chinelo Anohu	Independent Non-Executive Director	
3.	Mr. Ibrahim Dikko	Independent Non-Executive Director	
4.	Mr. Nonso Okpala	Non-Executive Director	
5.	Mr. Samuel Onukwue	Non-Executive Director	
6.	Dr. Aisha Muhammed-Oyebode	Independent Non-Executive Director	
7.	Mrs. Bola Adesola	Independent Non-Executive Director	
8.	Mr. Kennedy Uzoka	Non- Executive Director	
9.	Mr. Nornah Awoh	Shareholder	
10.	Mr. Shehu Yahaya Shantali	Managing Director/Chief Executive Officer	
11.	Mr. Adeyinka Shonekan	Executive Director	
12.	Mr. Ewhomazino T. Otuoniyo	Acting Company Secretary	

### B. Items to vote on/against

Number of Shares:				
Resolutions		Vote in Favour	Vote Against	Abstain
<b>Ordinary Business</b>				
1.	To present and consider the Company's Audited Accounts for the financial year ended 31st December 2025, the Reports of the Directors, Auditors and Audit Committee thereon.			
2.	To declare a dividend of N1.78 (One Naira, Seventy-Eight Kobo) per share totaling N8,900,000,000.00 (Eight Billion, Nine Hundred Million Naira).			
3.	To elect Mr. Shehu Yahaya Shantali as an Executive Director.			
4.	To elect Mr. Kennedy Uzoka as a Non-Executive Director.			
5.	To re-elect Mr. Temi Popoola as a Non-Executive Director (retiring by rotation).			
6.	To re-elect Mr. Nonso Okpala as a Non-Executive Director (retiring by rotation).			
7.	To re-elect Mr. Samuel Onukwue as a Non- Executive Director (retiring by rotation).			
8.	To ratify the re-appointment of Messrs. Deloitte & Touche as External Auditors			
9.	To authorize the Directors to fix the remuneration of the External Auditors.			
10.	To elect members of the Statutory Audit Committee.			

Please indicate with an "X" in the appropriate column how you wish your votes to be cast on the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her/its discretion.

Dated this ..... day of ....., 2026.

Shareholder's Signature .....

Name of Shareholder .....

Signature of the Person Attending (Proxy).....

Notes:

1. It is not advisable to send and receive physical copies of the Proxy Forms. To this end, electronic copies will suffice and we kindly request that you send a duly completed and signed copy of this Proxy Form and Admission Form to the Acting Company Secretary, Mr. Ewhomazino T. Otuoniyo (as in the Notice) by eotuoniyo@cscs.ng or the Company's Registrars, Africa Prudential Registrars at cxc@africaprudential.com not less than 48 hours before the meeting.
2. The Central Securities Clearing System Plc (CSCS) requests every member who is entitled to attend and vote at the Company's 32nd Annual General Meeting to appoint a proxy to attend and vote in his/her/its stead. Attendance of the 32nd Annual General meeting shall be in-person or by proxy.
3. In line with best practice, the names of Directors/Shareholders/Acting Company Secretary of CSCS have been entered on the Proxy Form to ensure that someone attends and votes as your Proxy. But if you wish, you may insert in the blank space on the form (marked \*) the name of the person you wish to attend the meeting and vote on your behalf instead of the Directors/Shareholders/Acting Company Secretary of CSCS.
4. In the case of joint shareholders, any of them may complete the form, but the names of all joint shareholders must be stated.
5. If the shareholder is a corporation, this form must be executed under its common seal or under the hand of some of its officers or an attorney duly authorized.
6. In accordance with the provisions of the Stamp Duties Act, Cap. S8, Laws of the Federation of Nigeria, 2004, this Proxy Form must bear appropriate stamp duty.
7. The Proxy must produce the duly completed admission card sent with this Proxy Form to gain entrance to the meeting.

**ADMISSION CARD:**

Please admit the duly appointed Proxy to the 32nd Annual General Meeting of Central Securities Clearing System Plc to be held at The Civic Centre, Ozumba Mbadiwe Road, Opposite 1004, Victoria Island, Lagos, Nigeria on Thursday 23 April, 2026 at 10.00 am.

Name of Proxy attending:.....

Name of Shareholder:.....

No of Shares held:.....

Signature: .....

# Office Locations

## Head Office

Central Securities Clearing System Plc  
1st Floor, Nigerian Exchange Group House  
2/4 Customs Street, Marina  
Lagos, Nigeria  
Phone: 0700 CALL CSCS, 0700 2255 2727

## Abuja Office

Central Securities Clearing System Plc  
5th Floor, Muktar El Yakub Place (UK Visa  
Application Office Building. Plot 1129  
Zakariya Maimalari Street,  
Opp. War College or Beside Metro Plaza.  
Central Business District, Abuja.

## Contact

Phone: +234 9 290 9043, +234 9 290 8750  
Email: [contact@cscs.ng](mailto:contact@cscs.ng)  
Website: <https://www.cscs.ng>





# SINGLE PORTFOLIO VIEW

Provide flexibility for your customers, who are investors in the capital market, in referencing and interacting with their entire financial portfolio **ON A SINGLE PLATFORM** by Integrating your digital applications with our portfolio view service via an API.



Online view of capital market investments



Asset Valuation



Consolidated stock accounts

## Benefits to Your Customers

- ▶ Oversight of their capital market holdings on our online platforms.
- ▶ View of all their accounts with different stockbrokers on a single platform.
- ▶ Convenience in knowing their assets and net-worth – stocks, bonds, deposits, savings – at a glance.

## Benefits to You

- ▶ Increase usage of your online applications by customers.
- ▶ Foster your relationship with the capital market.
- ▶ Serve as a means of introducing an innovative solution and staying competitive in the financial services industry.
- ▶ Easy validation of your customer's capital market investments as collateral for loan.
- ▶ Revenue generating opportunity.

## Contact Us

✉ [productsales@cscs.ng](mailto:productsales@cscs.ng)

☎ 0700 2255 2727

