



Guaranty Trust Holding Company Plc.

Audited Consolidated and Separate Financial Statements

Together with Directors' and Auditor's Reports

December 2025

Introduction

Guaranty Trust Holding Company Plc (“the Parent” or the “Company”) and its Subsidiaries (hereafter referred to as 'the Group') Financial Statements complies with the applicable legal Requirements of the Nigerian Securities and Exchange Commission regarding Annual Financial Statements and comprises Separate and Consolidated Financial Statements of the Group for the year ended 31 December 2025. The consolidated and separate financial statements have been prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board and adopted by the Financial Reporting Council of Nigeria. Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

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Directors' Report

For the financial year ended December 31, 2025

The Directors of Guaranty Trust Holding Company Plc ("the Company") are pleased to present their report on the affairs of the Company and its Subsidiaries ("the Group"), together with the Group audited financial statements and the auditor's report for the financial year ended December 31, 2025.

Legal form and principal activity

Guaranty Trust Holding Company Plc was incorporated as a public limited company on July 24, 2020, and commenced operations on August 1, 2021. The Company was licensed as a non-operating financial holding company on April 14, 2021, with the listing of its shares on The Nigerian Exchange Limited on June 24, 2021 and on July 9th, 2025, was admitted to the equity shares (international commercial companies secondary listing) category of the Official List of the United Kingdom Financial Conduct Authority (FCA) and to trading on the main market for listed securities of the London Stock Exchange.

The Company has four direct subsidiaries that operate Banking, Payments, Pension Fund Administration and Asset Management businesses.

The Company prepares consolidated financial statements, which include separate financial statements of the subsidiary companies.

Operating results

The Highlights of the Group's operating results for the financial year ended December 31, 2025, are as follows:

	Group Dec-25 N'000	Group Dec-24 N'000	Company Dec-25 N'000	Company Dec-24 N'000
Gross Earnings	2,150,367,873	2,148,337,258	466,386,831	367,664,083
Profit before income tax	1,231,081,326	1,266,246,073	464,276,252	365,747,745
Income tax expense	(365,334,639)	(248,443,224)	(1,669,793)	(1,042,894)
Profit for the year	865,746,687	1,017,802,849	462,606,459	364,704,851
Profit attributable to:				
Equity holders of the parent entity	853,548,304	1,006,219,889	462,606,459	364,704,851
Non-controlling interests	12,198,383	11,582,960	-	-
Earnings Per Share (Naira) - Basic	25.43	35.44	13.11	12.23
Earnings Per Share (Naira) – Diluted	25.43	35.44	13.11	12.23

Dividends

During the period under review, Directors proposed the payment of an interim dividend in the sum of N1:00 per ordinary share on the issued capital, payable to Shareholders on the register of shareholding at the closure date. Withholding tax will be deducted at the time of payment.

Directors' Report

There was no income tax consequence on the Company as a result of the dividend pay-out, as the Company is only required to deduct this tax at source on behalf of Tax authorities in Nigeria. The tax so withheld represents advance payment of income tax by the recipient shareholders.

The Directors recommend the payment of a final dividend of N11.76k (Eleven Naira and Seventy-Six kobo only) per ordinary share of 50 Kobo (bringing the total dividend for the financial year ended December 31, 2025, to N12.76k (2024: N8.03K per share). Withholding tax would be deducted at the point of payment.

Directors and their interest

The Directors who held office during the year, together with their direct and indirect interests in the issued share capital (including Depositary Interest of the Company as recorded in the register of Directors' Shareholding and/or as notified by the Directors for the purposes of sections 301 and 302 of the Companies and Allied Matters Act and the listing requirements of The Nigerian Exchange Limited is noted below:

	Names	Direct Holding December 2025	*Indirect Holding December 2025	Direct Holding December 2024	*Indirect Holding December 2024
Shares of 50k each					
1	Mr. S. Barau	43,553	-	43,553	-
2	Mr. J.K.O. Agbaje	32,146,651	9,481,350 ¹	32,146,651	9,481,350 ¹
3	Mrs. C. N. Echeozo	2,108,118	2,940,300	2,108,118	2,940,300
4	Mr. B. Soyoye	-	-	-	-
5	Mr. A. I. Adeniyi	263,312	74,400	263,312	74,400

¹Indirect shareholding includes underlying shares of Depositary Interest (DI)

Directors' Remuneration

The Company ensures that remuneration paid to its Directors complies with the provisions of the Codes of Corporate Governance issued by its regulators. The Non-Executive Directors shall be paid out of the funds of the Company by way of remuneration for their services as Directors, such sums as shall be approved by shareholders at the Annual General Meeting.

In compliance with Section 34(5) of the Code of Corporate Governance for Public Companies as issued by Securities and Exchange Commission, the Company makes disclosure of the remuneration paid to its directors as follows:

Type of package	Description	Timing
Fixed	- Part of gross salary package for Executive Directors only.	
Basic Salary	- Reflects the financial industry competitive salary package and the extent to which the Company's objectives have been met for the financial year	Paid monthly during the financial year
13 th month salary	- Part of gross salary package for Executive Directors only. - Reflects the financial industry competitive salary package and the extent to which the Company's objectives have been met for the financial year	Paid last month of the financial year
Director fees	- Paid annually on the day of the Annual General Meeting	Paid annually on the day

Sitting allowances	- Allowances paid to Non-Executive Directors only for attending Board and Board Committee Meetings.	Paid after each Meeting

Shareholding analysis

The analysis of the distribution of the shares of the Company as at December 31, 2025, is as follows:

Share Range			Number of Shareholders	% of Shareholder	Number of Holdings	% Shareholding
1	-	10,000	425,325	83.3608	938,304,731	2.5672
10,001	-	50,000	63,896	12.5232	1,390,329,025	3.8039
50,001	-	100,000	9,795	1.9198	705,541,769	1.9303
100,001	-	500,000	8,683	1.7018	1,786,557,068	4.888
500,001	-	1,000,000	1,138	0.223	805,172,624	2.2029
1,000,001	-	5,000,000	1,061	0.2079	2,155,264,086	5.8967
5,000,001	-	10,000,000	133	0.0261	919,440,127	2.5156
10,000,001	-	50,000,000	119	0.0233	2,417,526,829	6.6143
50,000,001	-	100,000,000	28	0.0055	2,023,799,751	5.537
100,000,001	-	500,000,000	29	0.0057	6,010,316,807	16.444
500,000,001	-	1,000,000,000	6	0.0012	4,091,344,599	11.1938
1,000,000,001	-	2,000,000,000	6	0.0012	8,037,473,309	21.9902
SUB TOTAL: -			510,219	99.9994	31,281,070,725	85.5838
DEPOSITORY INTEREST (HELD BY CITI BANK and EQUINITI)			3	0.0006	5,269,158,789	14.4162
TOTAL			510,222	100	36,550,229,514	100

According to the Register of members as at December 31 , 2025 no individual shareholder held more than 5% of the issued share capital of the bank except Stanbic Nominees Nigeria Limited and Zenith Pensions Custodian Limited.

SHAREHOLDER	PERCENTAGE OF SHAREHOLDING	NO OF SHARES HELD
*Depository Interest held	14.42	5,269,158,789
**STANBIC NOMINEES NIGERIA LTD	18.59	6,794,991,184
*** ZENITH PENSIONS CUSTODIAN LIMITED	6.72	2,457,393,665

* Citibank Nigeria Limited held the 5,269,158,789 units of shares in its capacity as Custodian for the Underlying Shares of the Depository Interest (DI) issued by GTCO in December 2025, and listed on the London Stock Exchange. Citibank does not exercise any rights over the Underlying Shares as beneficial owner. All the rights to the Underlying Shares reside with the various DI holders;

** Stanbic Nominees Nigeria Limited held 18.59% of the Bank's shares largely in trading accounts on behalf of various investors.

*** Zenith Pensions held 6.72% of the Bank's shares largely in trading accounts on behalf of various investors.

Event after reporting date

There were no Event after reporting date which could have a material effect on the financial position of the Group as at December 31, 2025 and profit attributable to equity holders on the date other than as disclosed in the financial statements.

Gender Analysis

The average number and percentage of males and females employed during the year ended December 31, 2025 vis-a-vis total workforce is as follows:

The Company

	Male	Female	Total	Male	Female
	Number			%	
Employees	27	27	54	50%	50%

Gender analysis in terms of Board and Top Management as at December 31, 2025 is as follows:

	Male	Female	Total	Male	Female
	Number			%	
Board	2	-	2	100%	-
Top Management	1	5	6	17%	83%
Total	3	5	8	38%	62%

Detailed Gender analysis in terms of Board and Top Management as at December 31, 2025 is as follows:

	Male	Female	Total	Male	Female
	Number			%	
Assistant General Manager	-	2	-	-	100%
Deputy General Manager	-	1	1	-	100%
General Manager	1	2	3	33%	67%
Executive Director	1	0	1	100%	0%
Group Chief Executive Officer	1	0	1	100%	0%
Non-Executive Directors	2	1	3	75%	25%
Total	5	6	11	45%	55%

The Group

The average number and percentage of males and females employed during the period ended December 31, 2025, within the Group is as follows:

	Male	Female	Total	Male	Female
	Number			%	
Employees	3,074	3,048	6,122	50.21%	49.79%

Directors' Report

Gender analysis in terms of Board and Top Management as at December 31, 2025 is as follows:

	Male	Female	Total	Male	Female
	Number			%	
Board	2	0	2	100%	0%
Top Management (AGM - GM)	42	33	75	56%	44%
Total	44	33	77	57%	43%

Detailed Gender analysis in terms of Board and Top Management as at December 31, 2025 is as follows:

	Male	Female	Total	Male	Female
	Number			%	
Assistant General Manager	10	13	23	43%	57%
Deputy General Manager	11	6	17	65%	35%
General Manager	7	10	17	41%	59%
Executive Director (Subsidiaries)	3	1	4	75%	25%
Deputy Managing Director (Subsidiaries)	2	0	2	100%	0%
Managing Director (Subsidiaries)	9	3	12	75%	25%
Executive Director (Holdco)	1	0	1	100%	0%
Group CEO	1	0	1	100%	0%
Total	44	33	77	57%	43%

Donations and charitable gifts

The Group donated a total sum of ₦1,710,635,315.98 (December 31 2024: ₦962,623,489) to charitable causes during the year. Further details on the on the activities and causes supported are provided on Page 27.

Property and Equipment (PPE)

Information relating to changes in PPE is given in note 30 to the financial statements. In the Directors' opinion the disclosures regarding the group's properties are in line with the related statement of accounting policy of the group.

Auditors

Ernst & Young have expressed their willingness to continue in office as the Company's Auditor, in accordance with Section 401(2) of the Companies and Allied Matters Act, 2020.

Human Resources Policy

(1) Recruitment

The Company conforms with all regulatory requirements in the employment of staff, whilst also ensuring that only fit and proper persons are approved for appointment to board or top management positions. All prescribed pre-employment screening for prospective employees and other requirements for regulatory confirmation of top management appointments are duly implemented.

(2) Diversity and Inclusion

The Company treats all employees, prospective employees, and customers fairly and equally, regardless of their gender, sexual orientation, family status, race, colour, nationality, ethnic or national origin, religious belief, age, physical or mental disability, or any such factor.

The disclosures below are made pursuant to the FCA's Listing Rule 14.3.30R as Guaranty Trust Holding Company's shares are listed on the London Stock Exchange and classified under the "Equity shares (international commercial companies secondary listing)" category of the FCA's Official List on 9 July 2025.

As of 31 December 2025, the Company confirms the following in accordance with UKLR 14.3.30R(1): (i) 20% per cent of the members of the board of Guaranty Trust Holding Company were women and (ii) the chair of the board, chief executive, the senior independent director was not held by a woman. The Company seeks to achieve a minimum of 40% female representation at Board and Top Management levels, subject to identification of candidates with appropriate skills. For the purpose of this statement, "Board" refers to Managing Director/CEO, Executive Directors and Non-Executive Directors while "Top Management" refers to General Manager, Deputy General Manager and Assistant General Manager grades.

In accordance with UKLR 14.3.30R(2), and for no other purpose, numerical data on the ethnic background and the gender identity or sex of the individuals on the Company's Board and in its executive management as of 31 December 2025 is set out below:

	Number of board members	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and Chair) ¹	Number in executive management ²	Percentage of Executive management
Men	4	80%	3	2	50%
Women	1	20%	-	-	-
Not specified	-	-	-	-	-
White British or other White (including minority-white groups)	-	-	-	-	-
Mixed/Multiple Ethnic Groups	-	-	-	-	-
Asian/Asian British	-	-	-	-	-
Black/African/ Caribbean/ Black British	5	100%	1	2	40%
Other ethnic group, including Arab	-	-	-	-	-

¹The Company is reporting on the positions of CEO, CFO, Chairman of the Board and Senior Independent Director positions.

²Executive management is defined, in accordance with the UKLR, as Guaranty Trust Holding Company's Executive Leadership Team. Board diversity data is accurate as at the date of filing this report. Data on ethnic background has been supplied by each director and data on gender diversity has been approved unanimously by all board members.

(3) Employment of Physically Challenged Persons

The Company operates a non-discriminatory policy in the consideration of applications for employment, including those received from physically challenged persons.

In the event of any employee becoming physically challenged in the course of employment, where possible, the Company is in a position to arrange training to ensure the continuous employment of such a person without subjecting him/her to any disadvantage in his/her career development. In the period under review, the Company had three persons on its staff list with physical challenges.

(4) Employee Involvement and Training

The Company encourages participation of employees in arriving at decisions in respect of matters affecting their well-being through various forums including town hall meetings. Towards this end, the Company provides opportunities where employees deliberate on issues affecting the Company and employee interests, with a view to making inputs to decisions thereon.

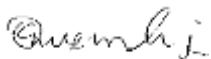
The Company places a high premium on the development of its workforce. Consequently, the Company sponsored its employees for various training courses, both locally and overseas, in the year under review. The Company has also gone into partnership with top-notch executive business schools in Europe and North America to deliver world-class technical and leadership training to employees in Nigeria.

(5) Health, Safety and Welfare of Employees

The Company maintains business premises designed with a view to guaranteeing the safety and healthy living conditions of its employees and customers alike. Employees are adequately insured against occupational and other hazards. In addition, the Company provides medical facilities to its employees and their immediate families at its expense. In line with the status of the Company as a family-friendly organization, we operate crèche facilities at our Head Office and our Ilupeju branch. There is a state-of-the-art gymnasium for staff at our Head Office. This is in addition to the registration of staff members at fitness centers (within their vicinity) and social clubs towards achieving employee wellness.

The Company has in place a number of training programs, workshops and enlightenment programs/publications designed to equip staff members with basic health management tips, First Aid, fire prevention and other occupational safety skills.

Fire prevention and fire-fighting equipment are installed in strategic locations within the Company's premises. The Company operates Group Life and Group Personal Accident (formerly known as Workmen's Compensation) Insurance covers and Employee Compensation Act contributions for the benefits of its employees. It also operates a contributory pension plan in line with the Pension Reform Act 2004 (amended in 2014) as well as a terminal gratuity scheme for its employees.

BY ORDER OF THE BOARD

Erhi Obebeduo

Company Secretary

FRC/2017/NBA/00000016024

Plot 635, Akin Adesola Street, Victoria Island, Lagos

27 January, 2026

Introduction

Corporate governance provides the foundation for sound and responsible management within financial institutions. It sets out the structures, controls, and decision-making processes that ensure transparency, accountability, and prudent oversight of risks that could affect the safety and stability of the institution. In a highly regulated sector where trust and resilience are paramount, strong governance promotes ethical conduct, effective risk management, and compliance with applicable laws and supervisory expectations. By upholding these principles, financial institutions safeguard stakeholder interests and enhance long-term sustainability.

Guaranty Trust Holding Company Limited (“GTCO”) is a public limited liability company and the parent company of the GTCO Group. GTCO’s shares are listed on the Nigerian stock exchange, and the London Stock Exchange. GTCO remains dedicated to its duties and pledge to safeguard and increase investors’ value through transparent corporate governance practices. The Company’s Code of Corporate Governance provides a robust framework for the governance of the Board and the Company.

This Corporate Governance Statement describes GTCO’s approach to the key elements of corporate governance and is prepared in accordance with the legal requirements of the Code of Corporate Governance for Public Companies issued by the Securities and Exchange Commission (“the SEC Code”), the Corporate Governance Guidelines for Financial Holding Companies in Nigeria issued by the Central Bank of Nigeria (“the CBN Guidelines”) in July 2023, the Financial Reporting Council’s Nigerian Code of Corporate Governance, 2018 (“the FRC Code”), as well as disclosure requirements under the Disclosure and Transparency Rules of the Financial Conduct Authority (FCA), United Kingdom, which are applicable to Non-United Kingdom companies with secondary listing on the London Stock Exchange.

Codes and Regulations

GTCO operates in highly regulated markets and compliance with applicable legislations, regulations, standards and codes, including transparency and accountability, remain an essential characteristic of its culture. As a responsible corporate citizen, the Company complies with the requirements of the Central Bank of Nigeria (“CBN”) in line with defined corporate governance practices and submits reports on the Company’s compliance status to the CBN. The Board monitors compliance with these by means of management reports, which include information on the outcome of any significant interaction with key stakeholders such as regulators. The Group complies with all applicable legislations, regulations, standards and codes.

Corporate governance structure

GTCO’s corporate governance framework is appropriate for the size, scope, and diversity of its operations, ensuring effective management in line with sound business practices. The Board holds the responsibility for overseeing the management and proper organization of GTCO’s operations, while the Group Chief Executive Officer handles the day-to-day executive management. The focus is on the Board fulfilling its role within GTCO’s corporate governance structure and collaborating with other governing bodies to maintain robust corporate governance. This includes systems for internal control, risk management, and financial reporting. The corporate governance framework and the duties of GTCO’s governing bodies are defined by both internal policies and external regulations. The external framework governing corporate governance includes SEC Code, the CBN Guidelines and the FRC Code.

GTCO (“the company”) and its subsidiaries (“the Group”) operate within a governance structure that allows the board to balance its duties of oversight and providing strategic guidance, while also ensuring adherence to regulatory standards, Group policies, and acceptable risk levels.

GTCO's direct subsidiaries include Guaranty Trust Bank Limited (GTBank), (GTBank has subsidiaries in different African countries, Ghana, Cote D'Ivoire, Sierra Leone, Rwanda, Tanzania, The Gambia, Liberia, Kenya, Uganda and a subsidiary in the United Kingdom), Guaranty Trust Asset Managers Limited, Guaranty Trust Pension Managers Limited, and Habaripay Limited. Each subsidiary has its own independent board, which considers the specific legal and regulatory obligations relevant to their respective operations.

These subsidiaries function within governance structures that empower their boards to provide oversight and strategic direction, while ensuring compliance with the applicable regulatory requirements and the company's established standards and risk tolerance levels. Their governance frameworks are aligned with that of GTCO.

As the parent company of the Group, the board of GTCO also serves as the Group's board, overseeing all activities across the subsidiaries. To assist in fulfilling its objectives, the board has established several committees, each with defined roles and responsibilities outlined in their Charters. These Charters are periodically reviewed to maintain their relevance and detail the committees' duties, authority, composition, and reporting procedures.

Governance Activities

During the 2025 financial year, the Company executed various governance activities which included; induction for a new Director, board evaluation and peer evaluation and Board and its Committees also carried out annual self-assessments to review compliance with the terms of reference as contained in their respective Charters.

Listing on the London Stock Exchange

In the course of the financial year, the Company scored a watershed moment by becoming the first financial institution in West Africa to achieve a dual listing of its shares, in its home country (Nigeria) and on the London Stock Exchange. This it achieved by scaling the rigorous regulatory process of both the Financial Conduct Authority (FCA) of the United Kingdom, the London Stock Exchange (LSE) and the requirements of the CBN and the Nigerian Exchange Limited (NGX). The shares of the Company currently trade on both the NGX and the LSE.

The Board

The Board is responsible for organizing GTCO, overseeing its operations, and managing the overall affairs of the GTCO Group in line with both external and internal frameworks, as well as its Charter.

It is the Board's duty to ensure that GTCO's legal and organizational structure is clear, appropriate, and transparent, with well-defined functions and responsibilities that promote sound governance, avoid unnecessary complexity, and allow for effective oversight, thus actively contributing to developing the Group as a focused, sustainable and global brand.

The Board consistently monitors GTCO's business growth, and financial health. Additionally, the Board regularly reviews and updates the governance and control policies and internal regulations it has established. It ensures that an appropriate level of checks and balances is maintained, in order to engender decision taking with the best interest of the Company's stakeholders in mind.

The Board of Directors is accountable to shareholders for creating and delivering sustainable value through the management of the Company's business, thereby safeguarding the interests of all stakeholders. The Board has put in place a robust appointment and effective succession planning framework to ensure that we continue to have the right people to drive the business of the Company in the desired direction.

Appointment Principles

The Company ensures compliance with all relevant laws and regulations, including but not limited to the requirements set by the Central Bank of Nigeria, the Securities and Exchange Commission's Code of Corporate Governance, the Nigerian Code of Corporate Governance, the Companies and Allied Matters Act, as well as the Company's Charters and Code of Corporate Governance.

In selecting Directors and key executives, careful consideration is given to adherence to legal and regulatory standards, including the review of external board appointments to prevent conflicts of interest and ensure that Directors can dedicate adequate attention to the company's affairs.

The Board evaluates the skills, knowledge, experience, and other necessary qualities of candidates to ensure they are suited for the role.

Skills, Knowledge, and Experience of Directors

The Board is made up of seasoned professionals, who have excelled in various sectors and offer a well-rounded blend of qualities to the board, including:

- both international and local experience,
- operational expertise,
- insights into macroeconomic and microeconomic factors impacting the Group,
- local expertise and networks, and
- skills in finance, energy, economics, and banking.

Directors of the Company possess the right balance of expertise, skills and experience, translating to an effective Board and an Executive Management team capable of steering the affairs of the Company in an ever changing and challenging environment.

The Board has a good understanding of the Group's businesses and affairs to enable them properly evaluate information and responses provided by Management, and to provide objective challenge to management. Directors are also prepared to challenge each other's assumptions, beliefs or viewpoints as necessary for the good of the Company and question intelligently, debate constructively and make decisions dispassionately.

The Board's qualifications and demographic composition are periodically assessed to ensure they remain aligned with the operational and strategic needs of the company.

Board Committees

In addition to the Board's direct oversight, the Board exercises its oversight responsibilities through four (4) Standing Committees, namely; the Board Risk Management and Investment Committee, the Board Audit Committee, the Board Governance, Nominations and Remuneration Committee and the Board Information Technology Strategy Committee. In addition to the Board Committees, the Statutory Audit Committee of the Company also performs its statutory role as stipulated by the Companies and Allied Matters Act (2020).

Board Structure and Composition

Two (2) of the Non-Executive Directors are "Independent Directors", appointed based on the core values enshrined in the Company's Code of Corporate Governance and the criteria laid down by the CBN for the

appointment of Independent Directors. In compliance with the provisions of the new requirements of the Companies and Allied Matters Act (2020), the Company has approved the appointment of the third Independent Non-Executive Director and appropriate announcements will be made upon receipt of relevant regulatory approvals. The Independent Directors do not have any significant shareholding interest or any special business relationship with the Company.

The Board meets quarterly, and additional meetings are convened as required. Material decisions may be taken between meetings by way of written resolutions, as provided for in the Articles of Association of the Company.

The Directors are provided with comprehensive information at each of the quarterly Board meetings and are also briefed on business developments between Board meetings.

The Board met four (4) times during the year ended December 31, 2025.

The details of the appointment and tenure of the Board of Directors are stated below:

S/N	NAME OF DIRECTOR	DATE OF APPOINTMENT TO BOARD	TENURE	STATUS
1	Mr. S. Barau	August 1, 2021	4 Years and 4 Months	Current Member
2	Mr. J.K.O. Agbaje	August 1, 2021	4 Years and 4 Months	Current Member
3	Mr. B. T. Soyoye	May 16, 2025	7 months and 15 days	Current Member
4	Mrs. C. N. Echeozo	August 1, 2021	4 Years and 4 Months	Current Member
5	Mr. A. I. Adeniyi	August 1, 2021	4 Years and 4 Months	Current Member

Responsibilities of the Board

The Board Charter outlines the terms of reference that define the Board's responsibilities. These responsibilities include:

- Setting the Company's objectives, strategies, and plans to achieve those goals.
- Reviewing the corporate governance process and evaluating progress toward objectives.
- Establishing the terms of reference and procedures for all board committees, as well as reviewing their reports and minutes.
- Approving the Remuneration policy.
- Assessing and evaluating reports submitted by the executive team.
- Ensuring the existence and maintenance of an effective risk management process across the Group and its subsidiaries, safeguarding financial integrity and the Group's assets.
- Monitoring the performance of the Chief Executive and the executive team.
- Ensuring the presence of a robust budgeting and planning process, measuring performance against these plans, and approving the Group's annual budget.
- Approving major acquisitions, mergers, takeovers, divestments of operating companies, equity investments, and new strategic alliances within the Group.

- Reviewing and approving significant changes to accounting policies or practices and considering recommendations from the statutory audit committee.
- Reviewing and approving the annual financial statements, quarterly results, dividend announcements, and shareholder communications, as well as assessing the Group's ability to continue as a going concern based on the audit committee's recommendation.
- Taking ultimate responsibility for the Group's financial, operational, and internal control systems, ensuring proper reporting by delegated committees.
- Holding ultimate responsibility for regulatory compliance and ensuring comprehensive management reporting to the board.
- Ensuring a clear and balanced assessment of the Group's status in communications with stakeholders.
- Reviewing non-financial matters that have not been specifically assigned to a management committee.
- Recommending to shareholders the appointment or removal of auditors and the remuneration of Auditors.
- Approving resolutions and corresponding documentation for shareholders in general meeting(s), shareholders circulars, prospectus and principal regulatory filings with the Regulators.

Delegation of authority

The Board has ultimate responsibility for determining the strategic objectives and policies of the Company to deliver long-term value by providing overall strategic direction within a framework of rewards, incentives and controls.

The Board has delegated the responsibility for day-to-day operations of the Company to Management and ensures that Management strikes an appropriate balance between promoting long-term growth and delivering short-term objectives. In fulfilling its primary responsibility, the Board acknowledges the relationship between good governance and risk management practices, in relation to the achievement of the Group's strategic objectives and good financial performance.

Roles of Chairman and Chief Executive

The roles of the Chairman and Group Chief Executive are separate and no one individual combines the two positions. The Chairman's main responsibility is to lead and manage the Board to ensure that it operates effectively and fully discharges its legal and regulatory responsibilities. The Chairman is responsible for ensuring that Directors receive accurate, timely and clear information to enable the Board take informed decisions and provide advice to promote the success of the Group. The Chairman also facilitates the contribution of Directors and promotes effective relationships and open communications between Executive and Non-Executive Directors, both inside and outside the Boardroom.

The Board has delegated the responsibility for the day-to-day management of the Company to the Group Chief Executive Officer, who is supported by Executive Management. The Group Chief Executive Officer executes the powers delegated to him in accordance with guidelines approved by the Board of Directors. Executive Management is accountable to the Board for the development and implementation of strategies and policies. The Board regularly reviews group performance, matters of strategic concern and any other matter it regards as material.

Director Nomination Process

The Board Governance, Nominations and Remuneration Committee is charged with the responsibility of leading the process for Board appointments and for identifying and nominating suitable candidates for the approval of the Board.

With respect to new appointments, the Board Governance, Nominations and Remuneration Committee identifies, reviews and recommends candidates for potential appointment as Directors. In identifying suitable candidates, the Committee considers candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board, including gender as well as the balance and mix of appropriate skills and experience.

Shareholding in the Company is not considered a criterion for the nomination or appointment of a Director. The appointment of Directors is subject to the approval of the shareholders and the Central Bank of Nigeria.

Induction and Continuous Training

To enable a good understanding of GTCO's organisation and structure, business model, risk profile and governance arrangements, new Board members participate in an induction programme, within the regulatory prescribed timeline, covering, among other things, areas related to GTCO's structure and business model, risk profile, governance, Board responsibilities, business strategy, financials and risk management as well as relevant laws and regulations. Depending on the individual needs of the Board members, further training on specific subjects is arranged in order to maintain and deepen relevant knowledge. The induction, which is arranged by the Group Company Secretary, may include meetings with senior management staff and key external advisors, to assist Directors in acquiring a detailed understanding of the Company's operations, its strategic plan, its business environment, the key issues the Company faces, and to introduce Directors to their fiduciary duties and responsibilities.

Board members also receive annual training based on their individual and collective needs as well as regulatory and supervisory requirements. The annual training plan is designed to cover the key risk areas of GTCO and ensure up-to-date knowledge of identified relevant knowledge areas and also to enhance their performance on the Board and the various committees to which they belong. The Company's Non-Executive Directors attended foreign and/or local courses in the year ended December 31, 2025, which included "Value creation through Effective Boards (Harvard Business School), Crisis Management (INSEAD- Business School), Directors' consortium public board (Stanford business school).

Board Evaluation and Appraisal

The Board is focused on continued improvements in its corporate governance performance and effectiveness. The Company also conducted an Annual Board and Directors' Evaluation and Appraisal covering all aspects of the Boards' structure, composition, responsibilities, processes and relationships, in compliance with the requirements of the CBN and FRC Codes. To conduct the Annual Board Evaluation and Appraisal for the financial year ended December 31, 2025, the Board engaged the consultancy firm of Deloitte & Touche. The independent consultants carried out a comprehensive review of the effectiveness of the Board by evaluating the performance of the Board, the Board Committees and Directors. The Evaluation and Appraisal report was reviewed by the External Auditors in line with the provisions of the new Code of Corporate Governance for Financial Holding Companies ("FHCs") and will be presented to Shareholders at this Annual General Meeting of the Company. The Board Evaluation and Appraisal report for the financial year ended December 31, 2025, by the independent consultants to the Board revealed that the Company was in substantial compliance with the provisions of the CBN Corporate Governance Guidelines and the FRC Code.

Changes on the Board

In the course of the year, Mr. Hezekiah Oyinlola, Chairman of the Board and Mrs. Helen Bouygues, an Independent Non-Executive Director, retired from the Board. Mr. Oyinlola joined the Board of the Company from inception (August 1, 2021) and was the pioneer Chairman of the Board until his retirement. Mrs. Bouygues joined the Board of the Company also from inception and was the Chairman of the Board Information Technology Strategy Committee and a member of the Board Audit, Governance, Nominations and Remuneration and Risk Management and Investment Committees.

Also, in the course of the year, the Board appointed Mr. Babatunde Soyoye, as an Independent Non-Executive Director. The appointment of Mr. Babatunde Soyoye has been approved by the CBN and will be presented to shareholders at the Annual General Meeting.

Profile of Mr. Babatunde Soyoye

Mr. Babatunde Soyoye holds a Bachelor of Engineering degree in Electrical Engineering from Kings College, University of London, London, England (1991) and a Masters in Business Administration from the Imperial College London, England (1995).

Mr. Soyoye is a seasoned professional with over thirty (30) years' work experience, twenty-seven (27) of which has been spent in investment/financial advisory services.

He is the co-founder and Managing Partner of Helios Investment Partners LLP, a private investment firm with its principal office in the United Kingdom, formed to pursue alternative asset class investments in Sub-Saharan Africa, specializing in investment in companies, growth capital for private enterprises, restructurings, joint ventures, startups and structured investments.

Prior to co-founding Helios Investment Partners, Mr. Soyoye was a Principal responsible for Telecoms & Media investments across Europe for TPG Capital. Before that, he served as a senior member of the corporate strategy team at British Telecom, and manager of business development at Singapore Telecom International.

Mr. Soyoye has played a key role in the execution of over \$3 billion in investments across Africa, Europe, Asia and North America.

He joined the Board with effect from May 16, 2025.

Retirement by Rotation

In compliance with the provisions of Article 84(b) of the Articles of Association of the Company which requires one third of the Directors (excluding Executive Directors) or if their number is not a multiple of three, the number nearest to but not greater than one third, to retire from office at each biennial Annual General Meeting, Mr. Suleiman Barau and Mrs. Cathy Echeozo will retire at the 5th Annual General Meeting and both being eligible, offer themselves for re-election.

Profile of Mr. Suleiman Barau

Mr. Suleiman Barau holds a post graduate degree in Economics and Certificates in Management Research and Projects Planning. He is a seasoned banker and economist. His experience in the banking sector covered merchant, commercial and central banking.

Mr. Barau was between 2007 and 2017 a two term Deputy Governor of the Central Bank of Nigeria (CBN).

Prior to that he was a Special Adviser to the CBN Governor between 2005 and 2007. Mr. Barau had been involved in significant reforms of the banking and financial services industry during these periods particularly on banking, payments and monetary policies.

Mr. Barau has received executive education from most of the major global business schools.

Mr. Barau joined the Board in August 2021, and was the Chairman of the Board Governance, Nominations and Remuneration Committee, before being appointed as Chairman, Board of Directors upon the retirement of Mr. Oyinlola from the Board. He satisfied the requirement for attendance of Board and Committee Meetings as required by the Code of Corporate Governance during the period under review. A record of his attendance at Board Meetings is available on page 21 of this Report.

Mr. Barau is in his sixties and resident in Nigeria.

Profile of Mrs. Catherine Echeozo

Mrs. Catherine Echeozo started her 33-year banking career in 1984 with Chase Merchant Bank Nigeria and also worked with Ecobank Nigeria Plc. She then began her 24-year career with GTBank in 1993. She was appointed to the Board of GTBank as an Executive Director in March 2005, and Deputy Chief Executive Officer of the Bank in 2011 and served in that capacity until her retirement in March 2017. Mrs. Echeozo also represented GTBank on the Board of Nigerian Interbank Settlement System (NIBSS) from 2008 till March 2017.

After her retirement in 2017 from GTBank, Mrs. Echeozo was appointed to the Council of The Nigerian Stock Exchange as the Second Vice President and also served as an Independent Director of Stanbic IBTC Pension Managers Limited from 2017 – 2020. She presently manages Cathingens Empowerment Initiative, her social intervention & Investment entity and also serves in the following capacities: Chairman, NGX Regulation Ltd, a subsidiary of the Nigerian Exchange Group, External Member, Investment Committee CDC Group, Member Board of Trustees First Cardiology Foundation, Member Finance Council. Catholic Archdiocese of Lagos and Member Board of Trustees ICAN University

Mrs. Echeozo holds a first degree in Accountancy from the University of Nigeria, a Masters of Business Administration from the University of Maryland, University College, USA. She became a Fellow of the Institute of Chartered Accountants of Nigeria in the year 2000 and a Certified Information Systems Auditor in 2005.

Mrs. Echeozo joined the Board in August 2021, and is the Chairman of the Board Risk Management and Investment Committee, in addition to being a member of the Board Information Technology Strategy Committee and Board Governance, Nominations and Remuneration Committee. She satisfied the requirement for attendance of Board and Committee Meetings as required by the Code of Corporate Governance during the period under review. A record of her attendance at Board Meetings is available on page 21 of this Report.

Mrs. Echeozo is in her sixties and resident in Nigeria.

Non-Executive Directors' Remuneration

The Company's policy on remuneration of Non-Executive Directors is guided by the provisions of the CBN Code which stipulates that Non-Executive Directors' remuneration should be limited to sitting allowances, Directors' fees and reimbursable travel and incidental expenses. The Non-Executive Directors shall be paid out of the funds of the Company by way of remuneration for their services as Directors, such sums as shall be approved by shareholders at the Annual General Meeting.

Details of remuneration paid to Executive and Non-Executive Directors is contained in Note 44 I of this report.

Board Committees

The Board carries out its responsibilities through its Standing Committees, which have clearly defined terms of reference, setting out their roles, responsibilities, functions and scope of authority. The Board has four (4) Standing Committees in addition to the Statutory Audit Committee of the Company, namely; Board Risk Management and Investment Committee, Board Audit Committee, Board Governance, Nominations and Remuneration Committee and Board Information Technology Strategy Committee.

Through these Committees, the Board is able to effectively carry out its oversight responsibilities and take advantage of individual expertise to formulate strategies for the Company and its Subsidiaries. The Committees make recommendations to the Board, which retains responsibility for final decision making.

All Committees in the exercise of their powers so delegated conform to the regulations laid down by the Board, with well-defined terms of reference contained in the Charter of each Committee. The Committees render reports to the Board at the Board's quarterly meetings.

A summary of the roles, responsibilities, composition and frequency of meetings of each of the Committees are as stated hereunder:

Board Risk Management and Investment Committee

This Committee is tasked with the responsibility of setting and reviewing the Company's risk policies.

The Terms of Reference of the Board Risk Management and Investment Committee includes to:

- Review and recommend for the approval of the Board, the Company's Risk Management Policies including the risk profile and limits;
- Determine the adequacy and effectiveness of the Company's risk detection and measurement systems and controls;
- Oversee Management's process for the identification of significant risks across the Company and the adequacy of risk mitigation, prevention, detection and reporting mechanisms;
- Review and recommend to the Board for approval, the contingency plan for specific risks;
- Review the Company's compliance level with applicable laws and regulatory requirements which may impact on Company's risk profile;
- Conduct periodic review of changes in the economic and business environment, including emerging trends and other factors relevant to the Company's risk profile;
- To have oversight functions over the Company's investment strategies;
- To recommend to the Board investment strategies in line with Investment Regulations issued by the Central Bank of Nigeria;
- To monitor and oversee the implementation of the Company's investment strategy;
- To establish the Company's investment objectives and policies;
- To determine an optimal investment, mix consistent with the risk profile approved by the Board of Directors;

- To ensure due diligence in the selection and approval of investments;
- To review periodically the Company's investment policies and procedures; and
- Handle any other issue referred to the Committee from time to time by the Board.

The Head of Risk and Compliance of the Company presents regular briefings to the Committee at its meetings.

The Committee is required to meet quarterly and additional meetings are to be convened as required. The Committee met four (4) times during the financial year ended December 31, 2025.

The Board Risk Management and Investment Committee comprised the following members during the year under review:

S/NO	NAME	STATUS	DESIGNATION	Dates of Attendance
1.	Mrs. C. N. Echeozo	Non-Executive Director	Chairman	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025
2.	Mr. J. K. O. Agbaje	Group Chief Executive Officer	Member	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025
4.	Mr. A. I. Adeniyi	Executive Director	Member	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025

Board Audit Committee

This Committee is tasked with the responsibility of setting and reviewing the Company's risk policies and has oversight of audit functions, without prejudice to the statutory Audit Committee established in compliance with CAMA, which is not considered a board committee.

The Terms of Reference of the Board Audit Committee includes to:

- Evaluate the Group's internal control and assurance framework annually, in order to satisfy itself on the design and completeness of the framework relative to the activities and risk profile of the Company and its Subsidiaries;
- Keep the effectiveness of the Company's system of accounting, reporting and internal control under review and to ensure compliance with legal and agreed ethical requirements;
- Review the activities, findings, conclusions and recommendations of the external auditors relating to the Company's annual audited financial statements;
- Review the Management Letter of the External Auditor and Management's response thereto;
- Review the appropriateness and completeness of the Company's statutory accounts and its other published financial statements;
- Oversee the independence of the external auditors;

- Receive a summary of whistleblowing cases reported and the result of the investigation from the Head of Internal Audit;
- Handle any other issue referred to the Committee from time to time by the Board.

The Head of Internal Audit of the Company presents regular briefings to the Committee at its meetings.

The Committee meets quarterly and additional meetings are convened as required. The Committee met four (4) times during the financial year ended December 31, 2025.

The Board Audit Committee comprised the following members during the period under review:

S/NO	NAME	STATUS	DESIGNATION	DATES ATTENDANCE	OF
1.	Mr. B.T. Soyoye*	Non-Executive (Independent) Director	Chairman	30-Jul-2025 27-Oct-2025	
2.	Mrs. C. Echeozo	Non-Executive Director	Member	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025	
3.	Mrs. H. L. Bouygues***	Non-Executive (Independent) Director	Member	27-Jan-2025	

*Appointed to the Board on June 20, 2025

**The newly appointed Director would be a member of this Committee, upon receipt of the approval of the CBN.

***Retired in the course of the 2025 Financial year.

Board Governance, Nominations and Remuneration Committee

This Committee is responsible for the approval of human resource matters, identification and nomination of candidates for appointment to the Board and Board governance issues such as induction and continuous education, approval of the promotion of top management staff, corporate governance, succession planning, conflict of interest situations and compliance with legal and regulatory provisions. The Committee is also responsible for setting the principles and parameters of the Remuneration Policy across the Company and to approve the policy relating to all remuneration schemes and long-term incentives for employees of the Company.

The Committee has oversight on strategic people issues, including employee retention, equality and diversity as well as other significant employee relations matters.

The Committee meets quarterly, and additional meetings are convened as required. The Committee met four (4) times during the financial year ended December 31, 2025.

The membership* of the Committee is as follows:

S/NO	NAME	STATUS	DESIGNATION	DATES OF ATTENDANCE
1	Mrs. C. N. Echeozo	Non-Executive Director	Chairman	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025
2	Mr. B. T. Soyoye*	Non-Executive (Independent) Director	Member	30-Jul-2025 27-Oct-2025
3	Mrs. H. L. Bouygues**	Non-Executive (Independent) Director	Member	27-Jan-2025

* Appointed to the Board on June 20, 2025

**Retired in the course of the 2025 Financial year.

*The newly appointed Director would be a member of this Committee, upon receipt of the approval of the CBN.

Board Information Technology Strategy Committee

The Board Information Technology Strategy Committee is responsible for the provision of strategic guidance to Management on Information Technology issues and monitoring the effectiveness and efficiency of Information Technology within the Group and the adequacy of controls.

The Terms of Reference of the Board Information Technology Strategy Committee include to:

- provide advice on the strategic direction of Information Technology issues in the Group;
- inform and advise the Board on important Information Technology issues in the Group;
- monitor overall Information Technology performance and practices in the Group.

The Board Information Technology Strategy Committee comprised the following members during the year under review:

S/No	Name	Status	Designation	DATES OF ATTENDANCE
1	Mrs. H. L. Bouygues*	Non-Executive (Independent) Director	Member	NIL
2	Mr J. K. O. Agbaje	Group Chief Executive Officer	Member	28-Apr-2025 27-Oct-2025
3.	Mrs. C. N. Echeozo	Non-Executive Director	Chairman	28-Apr-2025 27-Oct-2025

* Retired in the course of the 2025 Financial year.

The Committee meets bi-annually and additional meetings are convened as required. The Committee met twice during the financial year ended December 31, 2025.

Statutory Audit Committee

This Committee is responsible for ensuring that the Company complies with all the relevant policies and procedures both from the regulators and as laid down by the Board of Directors. Its major functions include the approval of the annual audit plan of the internal auditors, review and approval of the audit scope and plan of the external auditors, review of the audit report on internal weaknesses observed by both the internal and external auditors during their respective examinations and to ascertain whether the accounting and reporting

policies of the Company are in accordance with legal requirements and agreed ethical practices.

The Committee reviews the Company's annual and half-year audited financial statements, particularly the effectiveness of the Company's disclosure controls and systems of internal control as well as areas of judgment involved in the compilation of the Company's results.

The Committee is responsible for the review of the integrity of the Company's financial reporting and oversees

the independence and objectivity of the external auditors. The Committee reviews and ensures that adequate whistleblowing procedures are in place and that a summary of issues reported are highlighted to the Committee in addition to reviewing the independence of the external auditors and ensuring that where non-audit services are provided by the external auditors, there is no conflict of interest. The Committee has access to the external auditors to seek explanations and additional information, while the internal and external auditors have unrestricted access to the Committee, which ensures that their independence is in no way impaired.

The Committee is made up of two (2) Non-Executive Directors and three (3) Shareholders of the Company appointed by members at the Annual General Meeting. The membership of the Committee at the Board level is based on relevant experience of the Board members, while one of the Shareholders serves as the Chairman of the Committee.

The internal and external auditors are invited from time to time to attend the Meetings of the Committee. The Chief Financial Officer and appropriate members of Management also attend the meetings upon invitation. The Committee is required to meet quarterly and additional meetings may be convened as the need arises.

The Statutory Audit Committee of the Company met four (4) times during the year. The following members served on the Committee during the year ended December 31, 2025:

S/No	Name	Status	Designation	Dates of Attendance
1	Mrs. S. O. J. Mbagwu-Fagbemi	Shareholders' Representative	Chairman	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025
2	Alhaji M. A. Usman	Shareholders' Representative	Member	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025
3	Mrs. A. Kuye	Shareholders' Representative	Member	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025
4	Mrs. C. N. Echeozo	Non-Executive Director	Member	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025
5	Mrs. H. L. Bouygues**	Non-Executive (Independent) Director	Member	27-Jan-2025
6	Mr. B. T. Soyoye*	Non-Executive (Independent) Director	Member	30-Jul-2025 27-Oct-2025

*Appointed to the Board on June 20, 2025

**Retired in the course of the 2025 Financial year.

Attendance of Board and Board Committee Meetings

The table below shows the frequency of meetings of the Board of Directors and Board Committees, as well as Members' attendance for the year ended December 31, 2025.

S/N	DIRECTORS	BOARD	BOARD RISK MANAGEMENT AND INVESTMENT COMMITTEE	BOARD AUDIT COMMITTEE	BOARD GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE	BOARD I.T. STRATEGY
	DATE OF MEETINGS	28-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025	27-Jan-2025 28-Apr-2025 30-Jul-2025 27-Oct-2025	28-Apr-2025 27-Oct-2025
	NUMBER OF MEETINGS	4	4	4	4	2
1	Mr. S. Barau ¹	4	N/A	2	2	N/A
2	Mr. H. A. Oyinlola ²	2	N/A	N/A	N/A	N/A
3	Mr. J. K. O Agbaje	4	4	N/A	N/A	2
4	Mrs. H. L. Bouygues ³	1	1	1	1	0
5	Mr. B. T. Soyoye ⁴	2	N/A	2	2	N/A
6	Mrs. C. N. Echeozo	4	4	4	4	2
7	Mr. A. I. Adeniyi	4	4	N/A	N/A	N/A

¹ The Chairman is not a member of any Committee in compliance with the CBN Code which prohibits the chairman of the Board from being a member of any Committee. Mr. Barau attended Committee Meetings in the course of the year as he only became the Chairman of the Board upon the retirement of Mr. Oyinlola in the course of the year.

² Mr. Oyinlola was the Chairman of the Board until his retirement in the course of the year.

³ Mrs. Bouygues retired from the Board in the course of the year.

⁴ Mr. Soyoye was appointed to the Board in June 2025.

N/A -Not Applicable

Tenure of Directors

In order to ensure both continuity and injection of fresh ideas, the tenure for Non-Executive Directors is limited to a maximum of two (2) terms of three (3) years each, i.e. six (6) years whilst the maximum tenure for Independent Non-Executive Directors is limited to a maximum of two (2) terms of three (3) years each, i.e. six (6) years. This is in compliance with the directives of the CBN and FRC Codes.

Board Evaluation and Appraisal

In the Company's customary manner of imbibing the best corporate governance practices, the Board engaged an Independent Consultant, Deloitte & Touche, to carry out the annual Board and Directors appraisal for the 2025 financial year. The annual appraisal covered all aspects of the Board's structure, composition, responsibilities, processes, relationships, individual members' competencies and respective roles in the Board performance, as well as the Company's compliance status with the provisions of the CBN and SEC Codes.

The Annual Board and Director Evaluation and Appraisal Report for the 2025 financial year will be presented to shareholders at the 5th Annual General Meeting of the Company.

Shareholders

The General Meeting of the Company is the highest decision-making body of the Company. The Company's General Meetings will be conducted in a transparent and fair manner. Shareholders have the opportunity to express their opinions on the Company's financial results and other issues affecting the Company. The Annual

General Meeting will be attended by representatives of regulators such as the Central Bank of Nigeria, the Securities and Exchange Commission, the Nigerian Stock Exchange, the Corporate Affairs Commission as well as representatives of Shareholders' Associations.

The Company has an Investors Relations Unit, which deals directly with enquiries from shareholders and ensures that Shareholders' views are escalated to Management and the Board. In addition, quarterly, half-yearly and annual financial results are published in widely read national newspapers.

The Company ensures that institutional investors and international holders of the Global Depositary Receipts get frequent updates on the Company's progress via interactive conference calls, local and international investor presentations and meetings. These conference calls and investor meetings provide our investors with direct access to senior and executive Management.

Shareholders' responsibilities

The Shareholders' role is to approve appointments to the Board of Directors, payment of Dividend, remuneration of managers, appointment of shareholder members of the Audit Committee and the external auditors as well as to grant approval for certain corporate actions that are by legislations or the Company's articles of association specifically reserved for shareholders. Their role is extended to holding the board accountable and responsible for efficient and effective corporate governance.

Protection of Shareholders' Rights

The Board ensures the protection of the statutory and general rights of shareholders at all times, particularly their right to vote at general meetings. All shareholders are treated equally, regardless of volume of shareholding or social status.

Communication Policy

The Board and Management of the Company ensure that communication and dissemination of information regarding the operations and management of the Company to shareholders, stakeholders and the public is timely, accurate and continuous, to give a balanced and fair view of the Company's financial and non-financial matters. Such information, which is in plain language, readable and understandable, is available on the Company's website, <https://www.gtcopl.com>. The website is constantly updated with information as events occur.

The website also has an Investors Relations portal where the Company's financial Reports and other relevant information about the Company is published and made accessible to its shareholders, stakeholders and the public.

The main objective of the Company's Communication Policy is to support the Company in achieving the overall goals described in the Company's core values which strengthens the Company's culture of transparency in pursuit of best corporate governance practices.

In order to reach its overall goal on information dissemination, the Company is guided by the following principles:

- (i) **Compliance with Rules and Regulations:** The Company complies with the legislation and codes of corporate governance of the jurisdictions within which it operates. These include the Banks and other Financial Institutions Act (BOFIA), the Companies and Allied Matters Act (CAMA) and the codes of Corporate Governance issued by the Central Bank of Nigeria, the Financial Reporting Council, the Securities and Exchange Commission, as well as the disclosure and transparency rules of the United Kingdom Listing Authority ("UKLA") (by virtue of the listing of Depositary Interest by the Company on The London Stock Exchange);

- (ii) **Efficiency:** The Company uses modern communication technologies in a timely manner to convey its messages to its target groups. Synergies are sought when it comes to using different communication channels. The Company replies without unnecessary delay to information requests by the media and the public;
- (iii) **Transparency:** As an international financial institution, the Company strives in its communication to be as transparent and open as possible while considering the concept of confidentiality between the Company and its subsidiaries. This contributes to maintaining a high level of accountability;
- (iv) **Pro-activity:** The Company proactively develops contacts with its target groups and identifies topics of possible mutual interest;
- (v) **Clarity:** The Company aims at clarity, i.e. to send uniform and clear messages on key issues;
- (vi) **Cultural awareness:** As an international financial institution, the Company operates in a multicultural environment and accordingly recognizes the need to be sensitive to the cultural peculiarities of its operating environment;
- (vii) **Feedback:** The Company actively and regularly seeks feedback on its image and communication activities both from the media as well as from its key target groups. This feedback is used to fine-tune communication activities.

Information Flow

It is the responsibility of Executive Management under the direction of the Board, to ensure that the Board receives adequate information on a timely basis, about the Company's businesses and operations at appropriate intervals and in an appropriate manner, to enable the Board to carry out its responsibilities.

The Group Company Secretary

The Group Company Secretary provides a point of reference and support for all Directors. The Group Company Secretary also consults regularly with Directors to ensure that they receive required information promptly. The Board may obtain information from external sources, such as consultants and other advisers, if there is a need for outside expertise, via the Company Secretary or directly.

The Group Company Secretary is also responsible for assisting the Board and Management in the implementation of the Code of Corporate Governance of the Company, coordinating the orientation and training of new Directors and the continuous education of Non-Executive Directors; assisting the Chairman and Group Chief Executive Officer to formulate an annual Board Plan and with the administration of other strategic issues at the Board level; organizing Board meetings and ensuring that the minutes of Board meetings clearly and properly capture Board discussions and decisions.

Independent professional advice is available, on request, to all Directors at the Company's expense when such advice is required to enable a Member of the Board effectively perform as required.

The Company meets the costs of independent professional advice obtained jointly or severally by a Director or Directors where such advice is necessary to enable the obligations imposed on an individual, through membership of the Board, to be properly fulfilled.

Insider Trading and price sensitive information

The Company has in place a policy regarding trading in its shares by its Directors and employees within the Group on the terms and conditions similar to the standards set out by the Nigerian Exchange Limited and the London Stock Exchange. The policy is periodically circulated on the Company's internal communication network ("Intranet") to serve as a reminder to staff of their obligations thereunder.

Directors, insiders and their related persons in possession of confidential price sensitive information ("insider information") are prohibited from dealing with the securities of the Company where such would amount to insider trading. Directors, insiders and related parties are prohibited from disposing, selling, buying or transferring their shares in the Company for a "lock up" period commencing from the date of receipt of such insider information until such a period when the information is released to the public or any other period as defined by the Company from time to time.

In addition to the above, the Company makes necessary disclosure as required under Rule 111 of the Securities and Exchange Commission ("SEC") Rules and Regulations which stipulates that Directors and top Management employees and other insiders of public companies shall notify the SEC of any sale or purchase of shares in the company, not later than forty-eight (48) hours after such activity.

The Directors of the Company comply strictly with the laid down procedure and policy regarding trading in the Company's shares.

Management Committees

These are Committees comprising senior management staff of the Company. The Committees are risk driven as they are basically set up to identify, analyze, synthesize and make recommendations on risks arising from day to day activities of the Company. They also ensure that risk limits as contained in the Board and Regulatory policies are complied with at all times. They provide inputs for the respective Board Committees and also ensure that recommendations of the Board Committees are effectively and efficiently implemented. They meet as frequently as necessary to immediately take action and decisions within the confines of their powers.

The standing Management Committees in the Company are:

- i. Data Steering;
- ii. Information Technology;
- iii. Risk, Compliance, and Investment.

Data Steering Committee

This Committee is responsible for ensuring that the Group leverages Data Analytics to drive value and make business decisions through the development and implementation of use cases. It is also responsible for ensuring strong ownership and buy-in of Data and Analytics activities by Business units. Lastly, to capture economies of scale, it is responsible for centralizing talent-data scientists and engineers-and deploying them across the Group as needed.

Information Technology (IT) Steering Committee

This Committee is responsible for ensuring there is a standardized information technology management approach across the Group, consistent high IT performance across the Group such as application development and maintenance, service quality etc and delivering economies of scale through shared IT infrastructure and services. The Committee provides inputs for the Board Information Technology and Strategy Committee and ensures that the decisions and policies emanating from the Committee's meetings are implemented.

Risk, Compliance and Investment

This Committee is responsible for safeguarding the Group against internal and external material surprises. It oversees risk, investment strategy, information security and compliance with regulatory requirements of the Group's activities. Each Subsidiary has a head of risk and a head of compliance who are responsible for the day-to-day management of risk and compliance. The Committee provides inputs for the Board Risk Management and Audit Committee and also ensures that the decisions and policies emanating from the Committee's meeting are implemented.

Monitoring Compliance with Corporate Governance**Head, Risk and Compliance**

The Head, Risk and Compliance monitors compliance with money laundering requirements within the Group and the implementation of the Corporate Governance Code of the Company.

The Group Company Secretary and the Head, Risk and Compliance forward regular returns to the Central Bank of Nigeria on all whistleblowing reports and corporate governance breaches.

Whistleblowing procedures

The Company complies with the principles set out in the CBN Whistleblowing Guidelines. The Company has also established a whistleblowing procedure that ensures anonymity for whistleblowers, this is well documented in its whistleblowing policy on the Company's website.

Code of Conduct

The Company has an internal Code of Professional Conduct for Employees ("the Company's Code") which all members of staff subscribe to upon assumption of duties. Staff are also required to reaffirm their commitment to the Company's Code on an annual basis.

All members of staff are expected to strive to maintain the highest standards of ethical conduct and integrity in all aspects of their professional life as contained in the Company's Code which prescribes the common ethical standards, policies and procedures of the Company relating to employee values. The Company also has a Code of Conduct for Directors

Human Resources Policy

The Human Resources policy of the Company is contained in the Directors' Report on page 2 of this Financial Statements

The Company has in place an employee share ownership scheme called the Staff Investment Trust (SIT) scheme for the Company and its subsidiaries. The Scheme is authorised to hold up to a specified percentage of ordinary shares of the Company for the benefit of eligible employees of the Company and its subsidiaries.

The SIT scheme was established as an incentive mechanism enabling eligible staff invest in ordinary shares of the Company at a discount (the prevailing Net Assets Value (NAV), and buying-back their stock from the Company at the market price, subject to attaining a determined length of service at the point of disengagement and proper conduct at disengagement.

Internal Management Structure

The Company operates an internal management structure where all officers are accountable for duties and responsibilities attached to their respective offices and there are clearly defined and acceptable lines of authority and responsibility.

Service and Related Party Contracts

As part of the need to efficiently synergize, avoid unnecessary duplication of functions and to achieve the efficient harmonization of resources for optimum performance in the Group, the Company has put in place Shared Services Agreements with all its subsidiaries, i.e. Guaranty Trust Bank Limited, Guaranty Trust Fund Managers Limited, Guaranty Trust Pension Limited and HabariPay Limited. These agreements are in line with the Central Bank of Nigeria's Guidelines for Shared Services Arrangement for Banks and Other Financial Institutions issued in May 2021.

The Shared Services Agreements were approved by the Boards of the Company and its respective subsidiaries.

The services shared include:

- a) Information Technology
- b) Legal Services
- c) Talent Management
- d) Facilities Management and
- e) Corporate Communications

The services shared enable the Group to achieve the following: a) Increased efficiency, eliminate redundancies, and increase productivity. b) Enhance the quality of the Group's services by sharing best practices, technical knowledge, and operational support c) Improves cost savings d) Achieve the overall mission and vision of the Group.

Donations and charitable gifts

In order to identify with the aspirations of various sections of the society, the Group donated a total sum of ₦1,710,635,315.98 (December 31 2024: ₦962,623,489) as donations and charitable contributions during the year. It comprises contributions to Educational organizations, Art and Cultural organizations, and Professional organizations amongst others.

A listing of the beneficiary organizations and the amounts donated to them is shown in the table:

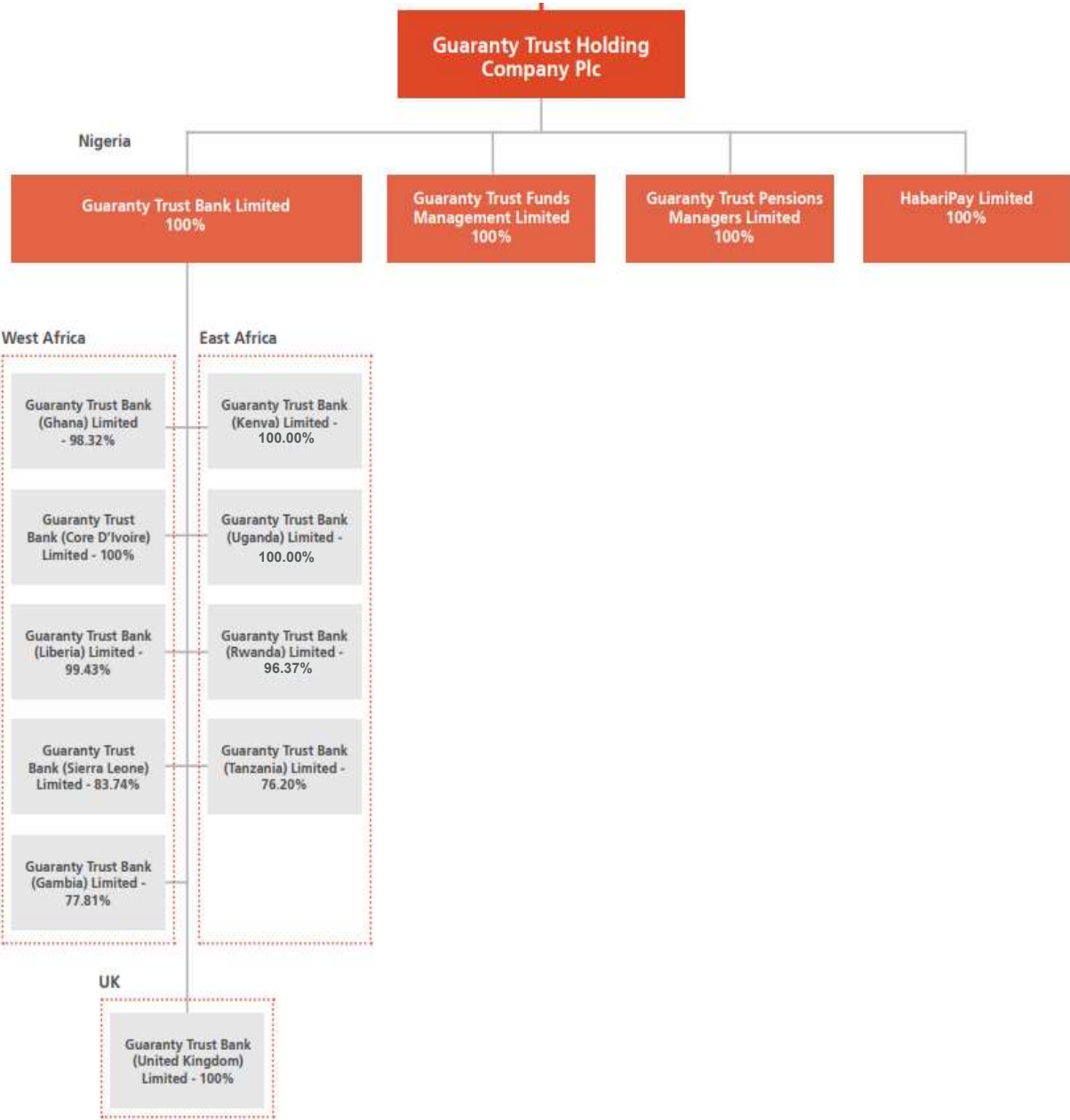
SECTOR	BENEFICIARY/PROJECT	AMOUNT (₦)
Community Development		
	Support for Extra Curricular Activities (Religious, Sports, Financial Services etc)	82,000,000.00
	Support for Women Development	27,313,340.00
	Support for Nigerian Data Protection Commission	20,000,000.00
	Support for Religious activities	11,000,000.00
	Support for Rural communities (Donation of Gas Cylinders)	112,933,717.50
	GTCO Annual Autism Conference- "Advancing Autism Inclusion"	294,071,348.29
	Support for Bankers Committee (Lagos and FCT)	30,200,000.00
	Provision of Healthcare in partnership with Swiss Red Cross	393,607,231.07
	Support for Annual Banking and Finance Conference	60,000,000.00
	Support for CIBN NAT Seminar	5,273,199.12
	Support for LASTMA	2,000,000.00
	Support for Youth Economic Intervention	15,000,000.00
	Support for Bripan Conference	2,000,000.00
	Support for End Violence against Women Campaign	2,000,000.00
	Support for World Savings Day Project	485,000.00
	Support for Lagos State Consumer Protection Agency	2,000,000.00
	Support for TEDX	4,000,000.00
	Support for Massey Street Hospital for Christmas Celebration	3,702,000.00
	Others	5,360,000.00
Education	Support for Education	3,859,625.00
	Support for Extra Curricular Activities	17,277,000.00
	CSR Initiative for Students (Beat the Distance Bicycle Program)	587,910,000.00
	Support for Babcock University Refurbishment	2,000,000.00
	Support for Financial Literacy	11,580,000.00
	Support for World Book Day	8,062,855.00
Health	Support for Mental Health Awareness Campaign	5,000,000.00
	Support for Twenty One Foundation Annual Charity Walk (to raise funds for impactful charitable causes)	2,000,000.00
Grand Total		1,710,635,315.98

Subsidiary Governance

Subsidiary governance is an integral part of our Group’s risk management framework that provides the structure through which the performance objectives of the subsidiaries are defined, measured and performance monitoring is conducted.

GTCO’s governance strategy is implemented through the establishment of robust systems and processes - that ensure our subsidiaries reflect same values, ethics, processes and control as the parent company, while remaining independent in the conduct of their business and abiding within the confines of local extant regulations.

As at December 31, 2025, the Group had four (4) subsidiaries, eight International sub-subsidiaries and two (2) sub-sub-subsidiaries. The operations and management of these subsidiaries are monitored and controlled by GTCO Plc as described below:



Oversight function

The Group Finance Directorate is responsible for the coordination and implementation of the Group's international expansion strategy. It plays a pivotal role in driving and monitoring the performance of existing subsidiaries. In this respect, it performs an advisory role to the subsidiaries' senior management and serves as an interface between the parent and its subsidiaries, while ensuring synergies between them.

Subsidiary Board Representation

The Group has controlling representation on the Board of each subsidiary. The Board representatives are seasoned professionals with high level of integrity and proven track records in their respective fields. The Subsidiaries' Board of Directors are responsible for the governance of the Bank and accountable for creating and delivering sustainable value through the management of the Subsidiaries.

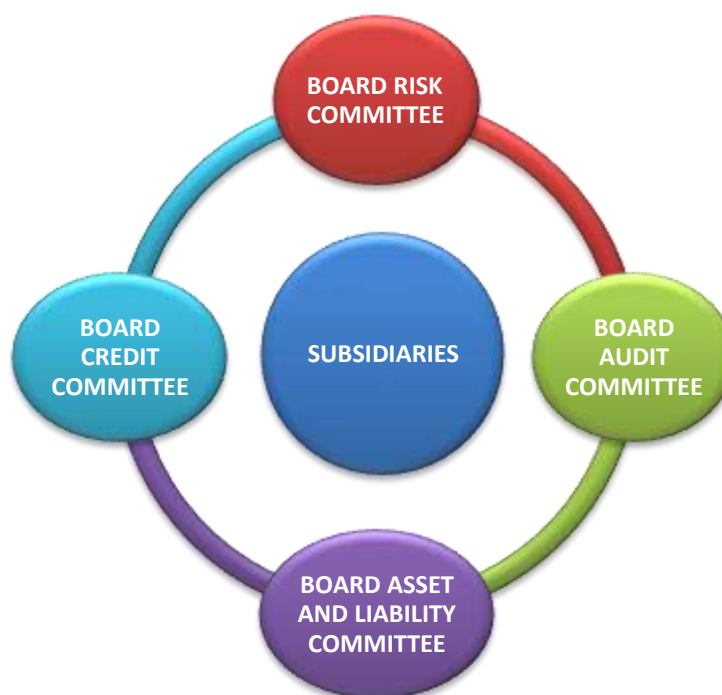
Subsidiary Board Committees

The Subsidiaries' Board also exercises its oversight responsibilities through four major committees as follows:

- **Board Audit Committee (BAC)** reviews accounting policies, practices, procedures and controls established by management for compliance with regulatory and financial reporting requirements.
- **Board Risk Management Committee (BRC)** oversees and advises the Board on risk-related matters and risk governance.
- **Board Credit Committee (BCC)** exercises its responsibility to maintain a healthy risk portfolio for the Bank, by performing the control actions of approving new credit facilities or extending existing credit facilities within a proposed aggregate exposure limit defined by the Board of Directors.
- **Board Asset and Liability Committee (BALC)** oversees a variety of risks arising from the Subsidiaries' business including market and liquidity risk management, loan to deposit ratio analysis, cost of funds analysis, establishing guidelines for pricing on deposit and credit facilities, exchange rate risks analysis, balance sheet structuring, regulatory considerations and monitoring of the status of implemented assets and liability strategies.

Furthermore, the Subsidiary Boards and their respective Committees are responsible for creating, evaluating and managing the subsidiaries throughout their lifecycles while promoting best practice corporate governance standards. They exercise responsibility in the nomination of best fits for both board and management positions, while adopting suitable remuneration packages to match their wealth of skills and experience.

Each of these Board Committees meet at least once per quarter to review the affairs of the Group.



Representation on the Local Board and Board Committees

A minimum of two Non-Executive directors representing GTCO sit on the board/board committees of the subsidiaries. The Board Committees are responsible for defining capital structure, approving appropriate risk management policies necessary for the effective management of subsidiaries, providing advisory and strategic guidance on the direction of the bank as well as suitable technology required to effectively dominate the local markets.

Management of Subsidiaries

The Group appoints one of its Management staff to run the subsidiary. This is achieved by appointing a staff from the parent company to act as the Managing Director of the subsidiary. In addition, another management staff is seconded to act as a backup to the Managing Director and Head of Support and Operations Divisions within the Group.

The objective is to ensure enculturation, adoption and continuity of GTCO values in the subsidiary. It is also to ensure that the tried and tested approach to corporate governance, systems and controls, innovation and technology, credit approval and management processes likewise customer service excellence is applied in a seamless manner.

Existence of Group Finance Function

The business activities and performance of GTCO's Subsidiaries are monitored through the Group Finance Function. The Unit is saddled with the responsibility of monitoring the subsidiaries, providing necessary support and addressing issues arising from their activities. The unit also prepares monthly reports on the performance of the subsidiaries and bi-annual risk management reports to the Board of Directors of the Bank. The performance of the unit is assessed based on the extent to which the subsidiaries are effectively monitored and attended to.

Monthly Management Reporting

Subsidiaries furnish Group Finance Directorate with reports on their business activities and operating environment monthly. The reports cover the subsidiaries' financial performance, risk assessment, regulatory activities among others.

Business Performance Review Session

The Managing Directors of the respective GTCO Subsidiaries attend the quarterly Group Business Performance Review sessions during which their performance is analyzed and recommendations made towards achieving continuous stability and improved profitability. This session also serves as a platform for sharing and dissemination of best practices and information among the Subsidiaries' executives.

Annual System and Control Audit

An annual audit is carried out by the system and control group of GTCO to review all operational areas of the offshore banks. This exercise is distinct from the daily operations audit carried out by the respective Internal Audit units within the subsidiaries.

Annual Risk Management Audit

This audit is carried out by the Credit Administration unit in GTCO. The areas of concentration during this audit include asset quality, loan performance, review of security pledged, loan conformity with credit policy, documentation check and review of central liability report among others.

Group Compliance Function

To ensure an effective and consistent compliance culture across all entities, the Group Compliance team determines the scope of parental oversight required to manage compliance risk, promote awareness and implement industry best practices across our subsidiaries, thereby affirming the Group's commitment to a zero-tolerance for regulatory breach.

Group Treasury Function

The Group Treasury function is responsible for providing required guidance in optimizing the deployment of resources in the subsidiaries except GTBank UK. The key focus is efficiency of the Balance Sheet. Monthly Assets and Liabilities review meetings are held with the Group treasury team to create synergies and facilitate transfer of knowledge, skills and competencies. The report is presented to the Board Assets and Liabilities or Risk Committee where applicable.

Group Information Security Assurance

The Group Information Security team is responsible for rendering requisite guidance to subsidiaries on the security of their information assets and infrastructure. They conduct regular off-site and on-site reviews of the adequacy of the existing information security infrastructures in all the Subsidiaries. They also guide the subsidiaries on all cybersecurity related issues.

External Auditors' Report

GTCO conducts a review of the management letters provided by the subsidiaries' auditors on completion of periodic audits. The objective is to ensure that all identified deficiencies are promptly corrected, and recommendations implemented in line with approved best practices and local regulatory guidelines.

Service and Related Party Contracts

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- b) Enhance the quality of the Group's services by sharing best practices, technical knowledge, and operational support.
- c) Improves cost savings
- d) Achieve the overall mission and vision of the Group.

Sustainability Report

Introduction

At GTCO, sustainability is not merely a strategic objective; it is the cornerstone of our operational philosophy. We are dedicated to harmonizing economic progress with social equity and environmental protection. A primary example of this commitment is our transition to solar energy across our branch network. We believe that enduring value is created when financial success is coupled with a positive impact on our employees, communities, and the planet.

As a leading financial services provider, we integrate sustainability into our operations, balancing economic growth with social responsibility and environmental stewardship. Our responsible banking approach ensures that every decision we make aligns with global best practices, including the **IFC Performance Standards and Central Bank of Nigeria's Nigerian Sustainable Banking Principles (NSBP)**.

This report highlights our progress across four key pillars: Marketplace, Workplace, Community, and Environment demonstrating our unwavering commitment to fostering economic empowerment, enhancing employee well-being, enriching communities, and championing environmental sustainability.

MARKETPLACE: Sustainable Finance for Economic Growth

We recognize the pivotal role of finance in driving national development. GTCO actively supports sectors essential for economic diversification, including agriculture, manufacturing, infrastructure, and healthcare.

We also made significant strides in advancing financial inclusion, particularly through our partnership with the CBN SANEF and Super-Agent initiative. Through such initiatives, we opened over 379,866 new accounts and mobilized approximately ₦5.5 billion in deposits, demonstrating our impact on underserved populations. Additionally, we expanded our suite of digital banking solutions GTWorld, USSD, and Internet Banking to provide seamless and accessible financial services to millions. We also launched our Naira Card for global transactions, offering a \$4,000 quarterly limit for online and POS purchases. To further support businesses and promote merchant enterprise, the bank has successfully implemented zero processing fees on all its POS terminals.

WORKPLACE: Fostering an Inclusive and Thriving Workforce

Our people are at the heart of everything we do. We are committed to creating a workplace culture that fosters innovation, collaboration, and well-being.

Employee Engagement & Well-being

Our workplace is governed by policies that promote fairness, transparency, and inclusion. We operate two employment categories Full Staff and Contingent Staff ensuring that our staffing strategy meets business demands while maintaining a decent and equitable work environment.

Through our Employee Assistance Programme, we provide psychological and emotional support, while initiatives like Wellness Wednesdays (focused on healthy living) and Finance Fridays (providing financial literacy tips) encourage holistic employee well-being.

Talent Development and Diversity

We invest heavily in continuous learning, with 131 training programs benefiting over 3,452 employees in 2025. Topics covered included Environmental & Social Risk Management, Risk Management (ISO 31000), Occupational Health and Safety Management System (ISO 45001), and IFRS S1 & S2 Support Services. Sustainability training was also made mandatory for all new hires.

Diversity remains a key focus, with 48.3% female employees and 32.1% female representation on subsidiary boards surpassing the industry average of 30% female board representation in Africa. This progress reflects our commitment to fostering an inclusive workplace where diverse perspectives drive innovation and decision-making. Our workplace policies ensure equal opportunities for all, including persons with disabilities.

COMMUNITY: Enriching Lives Beyond Banking

GTCO's commitment to social impact is deeply rooted in our corporate ethos. Investment in decarbonization projects such as solar-powered boreholes are crucial for reducing carbon footprint while promoting sustainable development. This year, in Foni, Kiang and Sare Cherno villages in Gambia, several borehole projects were donated enhancing access to clean drinking water (SDG 6) utilizing affordable and clean energy (SDG 7) improving quality of life for residents. Our CSR initiatives focus on Education, Community Development, the Environment, and the Arts—aligning with the United Nations Sustainable Development Goals (UN SDGs) to drive meaningful change.

Financial Literacy & Youth Empowerment

Through Global Money Week and World Savings Day, we educated young minds on the importance of savings and responsible financial habits. We also funded educational projects, including renovating school hostels, hosting the Masters' Cup, and supporting financial literacy campaigns.

Health & Well-being

Our health-focused initiatives spanned several impactful programs, including breast cancer awareness campaigns, autism workshops, wellness programs, blood donation drives, maternal and child health initiatives, and disability support initiatives. Our continued partnerships with hospitals and health organizations reaffirm our dedication to public health.

Community Development

We actively invest in social infrastructure, ensuring that our impact extends beyond financial services. This year, we contributed to flood disaster relief efforts for residents in Nigeria, donations of medical equipment in Ghana, and renovation of dilapidated public schools in Nigeria.

Environment: Leading the Way in Sustainable Practices

GTCO is committed to minimizing our environmental footprint while promoting sustainable resource management, with a target to reduce greenhouse gas emissions by 20% over the next five years and achieve a 30% reduction in non-recyclable waste across our operations. Our efforts in 2025 focused on energy efficiency, waste reduction, and responsible resource consumption.

Greenhouse Gas (GHG) Emissions Reduction

We implemented measures such as timely branch shutdowns, virtual meetings, and reduced business travel to cut down on emissions. Additionally, we optimized energy usage through duplex printing and digital documentation.

Waste Management

Waste is managed in collaboration with certified agencies, including LAWMA, Switch Recycling Innovation Ltd and Specialty Pulp and Paper Ltd, ensuring that plastics, waste papers and other materials are properly recycled.

Digitalization & Paper Reduction

We encourage paperless communication and automated workflow processes to minimize waste and improve efficiency.

Climate Risk

At GTCO, we are committed to supporting the global transition to a sustainable, low-carbon economy one that balances environmental responsibility with social and economic progress. To achieve this, we actively identify and manage climate-related risks within our business operations by subjecting the business to a Climate Scenario Analysis and implementing recommendations, while benchmarking our practices against global standards and best-in-class pronouncements on climate risk management.

Climate Risk Strategy and Action Plan

To effectively address climate-related risks and opportunities, we have undertaken a range of strategic initiatives aimed at reducing our environmental footprint and financing the transition to a low-carbon economy.

Path to Net-Zero: Reducing Emissions and Energy Transition

In line with our Net-Zero commitment, we continue to implement energy efficiency measures across our operations:

- *A growing number of GTCO subsidiaries now rely on the national grid for energy, reducing dependence on carbon-intensive alternatives.*
- *Our flagship subsidiary has mapped out various locations where dedicated power supply lines can be accessed to further minimize environmental impact. Currently, 10% of our banking locations are connected to dedicated power lines, while an additional 3.13% have received approval for connection.*
- *3.5% of the bank's ATMs are powered by solar energy, reducing reliance on conventional electricity.*
- *2.58% of GTCO's facilities are now entirely powered by renewable energy sources, with more wholly owned buildings undergoing energy assessments to evaluate further transition opportunities.*

Implementation of IFRS S1 & S2 Sustainability Disclosure Standards

Guaranty Trust Bank Nigeria has begun implementing the International Sustainability Standards Board's (ISSB) IFRS S1 and S2 sustainability disclosure standards. With the Readiness Test Assessment underway, the Bank has achieved the following.

- Conducted Gap Analysis and Materiality Assessment
- Submitted first set of documents to the Financial Reporting Council.
- Set up its Sustainability Working Group boosting its Sustainability Governance Structure
- Engaged in IFRS trainings for Board members and Report preparers
- Developed and updated new and existing IFRS related disclosure policies
- Conducted its Climate Scenario Analysis

Strategic Partnerships for a Low-Carbon Economy

As part of our climate risk policy commitments, GTCO actively fosters collaborations that drive sustainable finance and support the energy transition. These partnerships are integral to our Corporate Social Responsibility (CSR) efforts and reinforce our role in facilitating environmental sustainability.

- We have partnered with Switch Recycling Innovations Limited and Specialty Pulp and Paper Ltd. to implement waste sorting, collection, and recycling at our branches and major events to reinforce our commitment to a circular economy.
- Additional partnerships with key players in the energy transition sector are in advanced stages of review, and we aim to leverage existing regulatory and institutional frameworks to drive impactful environmental projects.
- Integrating climate considerations into our supply chain and risk management frameworks, we continue to reinforce our commitment to environmental sustainability and responsible business practices.

PROGRESS ON CBN'S NIGERIAN SUSTAINABLE BANKING PRINCIPLES (NSBP)

Guaranty Trust Bank Nigeria is a signatory to the CBN's Nigerian Sustainable Banking Principles (NSBP). Our business activities and operations are in line with the provisions of the nine (9) principles of NSBP. The table below highlights some of our key achievements in the implementation of CBN's NSBP in the reporting year:

NSBP PRINCIPLES	DEFINITION	PROGRESS UPDATE
Principle 1	Our Business Activities: Environmental & Social Risk Management: Integration of environmental and social consideration into our lending activities.	• All credit transactions above ₦500 million (309) were screened for E&S risks in the period under review. • To date, we have visited/conducted desktop Due Diligence Assessments for 25 customers. Based on the review of relevant documents and information provided by the client, we came up with action plans to be closed out by the customers.

		We also conducted Environmental and Social Performance monitoring for 35 existing customers to close out on previously developed action plans.
Principle 2	Our Business Operations: Environmental & Social Footprint: Avoidance of the negative impact of our Business Operations.	We presently have 7 branches powered by alternative power source (ATMs and communication equipment). We currently have 48 ATMs powered by alternative energy source (solar energy).
Principle 3	Human Rights: Respect for the rights of all in Business Operations.	All 309 transactions booked were assessed for human rights risks such as child labour and forced labour. Assessment comprises of initial screening with the Exclusion Checklist for all customers and Further Due Diligence Assessment for High-Risk customers.
Principle 4	Women's Economic Empowerment: Promote economic empowerment through a gender inclusive workplace culture and provide products and services for women.	- There was a slight increase in the number of female employees in the work force. - The number of women on our board increased during this reporting period (2). - The number of women in management positions remained 13. The percentage of women in management reduced from 50% to 42.86%.
Principle 5	Financial Inclusion: Promotion of financial inclusion and provision of financial services to individuals and communities that have limited or no access to the formal financial sector.	From our partnership with CBN SANEF and Super-Agent initiative, we opened 379,866 accounts in the reporting period, with deposits totalling ₦5.5 billion
Principle 6	E&S Governance: Implementation of transparent E&S governance practices within the institution and assessing the E&S governance of our clients.	- Our internal audit team (SYSCON) conducts biannual visits to track and monitor our progress on E&S using our annual plan. - We provide quarterly reports on our E&S journey to the Bank's Management and Board.
Principle 7	Capacity Building: Development of capacity to identify, assess, and manage E&S risks and opportunities associated with	Over 1009 employees were trained on various sustainable banking subject matters within the reporting period.

	the Bank's business activities and operations.	We conducted five (5) trainings on Environmental and Social Risk Management for different groups within the bank and published the E&S Action Plan procedure on the intranet.
Principle 8	Collaborative Partnerships: Collaboration across the sector and leveraging international partnerships to develop the financial services sector and ensure consistency with international standards.	The Bank remains a member of the network of Sustainability Champions in Nigeria.
Principle 9	Reporting: Regular review and implementation progress report.	- The Bank rendered the Bi-Annual Sustainability Report to the regulator (CBN) with its sustainability report in the financials. - We also provide periodic updates to our investors on the integration of ESRM in the Bank's framework. - Report on our sustainability journey and Social Key Performance Indicators (KPI) also shared with the Board of Directors on a quarterly basis.

Summary of our ESG Materiality

At GTCO, we strive to create lasting value through a holistic sustainability strategy that balances business growth with social and environmental responsibility. Our key ESG priorities include:

-  **Access and affordability:** Expanding financial inclusion through digital channels and innovative banking solutions.
-  **Labour practices:** Investing in employee well-being, training, and diversity initiatives.
-  **Data security and customer privacy:** Strengthening cybersecurity measures and upholding the highest standards of customer privacy.
-  **Lifecycle impacts of products and services:** Ensuring that our operations and lending activities adhere to environmental and social best practices.
-  **Business ethics:** Upholding integrity and transparency through our Code of Professional Conduct and Ethics Policy.
-  **Systemic risk management:** Embedding robust risk management practices to safeguard our business and stakeholders.

Conclusion

Sustainability is a journey, and at GTCO, we remain steadfast in our commitment to building a future that is inclusive, responsible, and resilient. By aligning our business strategies with global sustainability standards, we continue to enrich lives, empower communities, and preserve the environment for generations to come.

COMPLAINTS AND FEEDBACK

Introduction

At Guaranty Trust Holding Company. (“the Group”), our vision is to deliver the utmost in customer service. We understand the importance of our customers’ satisfaction to the achievement of our set goals. Hence, we have incorporated the ‘treating customers fairly’ principles into our business strategy to enable us deliver on our promises to our stakeholders.

We recognize that customer feedback is an important tool in monitoring and responding to customer expectations hence we continued to embed good conduct practice across our business, with a range of initiatives to further improve the service and experience we offer to customers.

In a bid to improve our products and services, we analyze data and feedback received to identify recurring issues. The information gathered is used for detailed analysis which is reviewed by the relevant stakeholders for learning purposes and to prevent a reoccurrence of identified issues.

The Feedback Channels/ Customer Touchpoints

We value the feedback provided by our customers, as such the following channels/touch points are available to encourage our customers’ interaction with the Bank:

- The complaints received via the complaint portal on the Bank’s website and letters;
- GTConnect (our 24 hours self-service interactive call center);
- Social Media feedback platforms;
- The Customer Information Service desk at any of our branches;
- The Whistle Blowing portal on the Bank’s website.
- Customer satisfaction raters are deployed at touch points (Branches, Mobile Banking, Internet Banking and GAPS).

Customers’ opinion on products, services, and processes

The Group constantly evaluates valuable insights provided by customers and other stakeholders on our products, services and policies in order to improve the business, products and overall customer experience.

The review and evaluation are conducted using various methods including:

- Customer feedback survey on the Bank’s website, in-branch and on Online banking applications;
- One-on-one focus/ business review meetings with customers;
- Business review sessions/ Interviews with randomly picked customers.

Complaints Handling and Resolution Structure

The Group is committed to effective complaint handling and values feedback through complaints when they arise. The complaints and feedback structure ensure the prompt resolution of customers’ complaints. The Ombudsman Unit of the Bank is charged with the responsibility for oversight of the resolution of customers’ complaints. It also serves as the liaison between the Bank and its customers as well as regulatory authorities.

Complaints received are given a unique identifier number for tracking purposes, acknowledged and addressed promptly. Where a resolution can be provided immediately, the customer is provided with feedback, if not, the issue raised is referred to the appropriate team in the Bank for prompt resolution. The customer is kept informed throughout the process until final feedback is provided and resolution attained. The complaint is then marked as closed.

The complaints handling process is reviewed periodically and complaints received are categorised and reviewed properly with the aim of enhancing the Bank's delivery of efficient and effective services.

The Bank ensures that complaints are dealt with in an equitable, objective and unbiased manner. We also endeavor to align our procedures with regulatory requirements and international best practice in a bid to ensure that the complaint handling process is fair and reasonable.

REPORTS TO THE CBN

In line with the Central Bank of Nigeria (CBN) guidelines on resolution of customers' complaints, the Bank provides periodic reports to the CBN.

Below is a breakdown of Complaints received and resolved by the Bank between January and December 2025 pursuant to CBN Consumer Protection Regulation dated December 20, 2019.

	Description	Number*		Amount Claimed (N'000)		Amount Refunded (N'000)	
		2025	2024	2025	2024	2025	2024
1	Pending Complaints brought forward from prior period	7,998	1,838	631,771	7,815	-	-
2	Received Complaints	446,532	941,241	8,558,994	17,760,590	-	-
3	Resolved Complaints	454,041	935,081	9,172,218	17,136,634	96,569	459,050
4	Unresolved Complaints escalated to CBN for intervention	-	-	-	-	-	-
5	Unresolved Complaints pending with the Bank carried forward *	489	7,998	18,547	631,771	-	-

* Some of the outstanding complaints include complaints on Erroneous Transfer, Dispense Error, Uncredited NIPs, Failed Bill Payment etc.

The table below show Complaints received and resolved by the Bank in other currencies for the full year 2025 and 2024, respectively.

RECEIVED COMPLAINTS (Per Currency)

	Currency	Amount Claimed	
		2025	2024
1	United States Dollars	\$1,251,349.07	\$1,478,369
2	Great Britain Pounds	£20,222.13	£9,029
3	Euros	€49,015,897.56	€50,183,828

RESOLVED COMPLAINTS (Per Currency)

Currency		Amount Claimed		Amount Refunded	
		2025	2024	2025	2024
1	United States Dollars	\$1,251,705.50	\$1,477,854	\$14,158.85	\$4,918
2	Great Britain Pounds	£20,222.13	£9,029	£0	£725
3	Euros	€49,015,897.56	€50,183,828	€ 0	€ 0

UNRESOLVED COMPLAINTS (Per Currency)

Currency		Amount Claimed	
		2025	2024
1	United States Dollars	\$160	\$516
2	Great Britain Pounds	£0	£0
3	Euros	€0	€ 0

REPORTS TO THE CBN ON FRAUD AND FORGERIES

In line with Section 5.1.2 (L) of the CBN Code of Corporate governance, the breakdown of fraud and forgeries for the financial year is provided below:

Fraud and Forgeries	Dec-2025	Dec-2024
Number of Fraud Incidents	15,469	15,544
Amount Involved (N'000)	2,575,301.00	1,980,183.24
Amount Involved (USD\$'000)	200.75	544.35
Amount Involved (EUR€'000)	-	-
Actual/Expected Loss (N'000)	269,443.54	159,114.50
Actual/Expected Loss (USD\$'000)	0.47	244.22

Anti-Money Laundering, Combating the Financing of Terrorism and Countering Proliferation Financing (AML/CFT/CPF) Framework

GTCO Plc (“the company”) is committed to a firm-wide compliance culture where the tone is set from the top. As such, the Group's (GTCO and its subsidiaries) compliance values resonate from the Board to all our people. The Group conducts its business in all jurisdictions where it operates by complying with the applicable laws, rules, regulations, codes of conduct, and standards of the regulatory authorities. GTCO Plc and its subsidiaries also comply with data protection laws and regulations and other customer protection-related regulations relevant to their activities.

Financial Crime

The Group has a robust Compliance framework that combats all forms of financial crime, which include Money Laundering, Terrorism Financing, and Proliferation Financing, in all the jurisdictions where GTCO is operational. GTCO Plc ensures that this framework aligns with local and international guidelines, laws, and regulations. It is also mandatory for all our people to comply with these regulations and frameworks.

The Group adopts the three lines of defence as its operating model in preventing financial crime, where the responsibilities of each role are clearly defined in the Group's policies.

First Line of Defence: This represents the process owners who have the responsibility to manage the risks associated with their daily operational processes. They also participate in the identification and prevention of financial crime.

Second Line of Defence: This line of defence provides compliance and risk management oversight by monitoring the implementation of the Group's policies and the framework in the prevention of financial crime.

Third line of Defence: This line of defence provides assurance to the Board and Management that the controls, tools, and techniques adopted to fight financial crime are operational, effective, and adequate.

Structure of the Framework

The Group has policies and guidelines that incorporate the relevant regulations in its area of operations and adopt leading best practices to prevent financial crime. These policies are regularly reviewed to ensure that they are relevant, current, and aligned with evolving regulatory requirements and best practices. Also, the policies are approved by the Senior Management and the Board of Directors for each entity.

Anti-Money Laundering, Combating the Financing of Terrorism and Countering Proliferation Financing (AML/CFT/CPF)

The Group has policies and procedures that articulate its AML/CFT/CPF posture. These policies are approved by the Boards of its respective subsidiaries and are also easily accessible to all employees.

The Group has moved from a “rule-based, tick box” approach in combating financial crime and proliferation financing to a risk-based approach. Consequently, these risks are identified and assessed using proactive measures with the requisite resources that center around systems and controls to manage risks.

Scope of the Framework

A summary of the Group’s AML/CFT/CPF framework is outlined below:

(i) Board and Management Responsibilities:

In accordance with AML/CFT/CPF global best practice, the “tone is set from the top”. The Board of Directors in the company and its subsidiaries have the oversight responsibilities for the AML/CFT/CPF framework. The Board ensures that the Group’s Management and all employees adhere strictly to regulatory and internal procedures relating to AML/CFT/CPF and that a zero-tolerance threshold for regulatory infractions is maintained. The Chief Compliance Officers (CCO) in the entities within the Group are approved by their respective regulators and report to their Boards.

(ii) Reports to Senior Management and the Board:

On a monthly and quarterly basis, AML/CFT/CPF reports are submitted to Senior Management and Board members, respectively. These reports provide the Board and Senior Management with information to enable them to assess the Group’s compliance with its regulatory obligations. The reports also ensure that the Directors and Senior Management are updated on the current trends and developments in the financial industry, particularly in AML/CFT/CPF risk management.

(iii) Know Your Customer (KYC) Procedures:

Know Your Customer (KYC) standards are designed to protect financial institutions against fraud, corruption, money laundering, and terrorist financing. The Group adopts a standard approach that aligns with the local regulatory requirements where it operates. This facilitates the onboarding of only customers that align with the Group’s risk appetite and enhances financial crime prevention even as personal and digital customers are onboarded.

(iv) Transaction Monitoring:

Transaction monitoring is done using manual and automated methods. The former is performed by employees who regularly identify red flags in transactions/activities, and the latter resides with the Compliance teams in the Group, with the aid of transaction monitoring tools. These red flags are investigated, and Suspicious Transaction Reports (STRs) are filed with the relevant regulatory authority where required.

(v) Politically Exposed Persons (PEPs)

PEPs are individuals who are or have been entrusted with prominent public functions, and the classification includes people or entities associated with them. Enhanced Due Diligence (EDD) measures are applied to PEPs, as with other high-risk customers, to mitigate the AML/CFT/CPF risks they pose. This is to ensure that the Group is not unknowingly supporting activities such as Money Laundering and/or Terrorism Financing.

(vi) Prohibited Business Relationships:

In line with international best practices, the Group does not open accounts or conduct transactions for customers using pseudonyms or numbers instead of actual names. The Group also does not maintain relationships with individuals or entities that have been sanctioned.

(vii) Risk Assessment

The Group conducts risk assessments on its customers, branches, products, and services. This is to ensure that AML/CFT/CPF risks are identified, assessed, and mitigated.

(viii) Anti-Bribery and Corruption (ABC) and Anti-Fraud:

The Group upholds the highest standards of ethical conduct in all its activities and interactions. There is zero tolerance for any form of bribery, corruption, fraud, or unethical practices among our people, as well as with external parties. The Group also expects the same standards to be applied by third parties acting on its behalf. There is a firm-wide Code of Business and Ethics Policy that provides the requisite standards and principles on ethical conduct and practices expected and required of our people and other stakeholders.

Our people are also encouraged to raise their concerns via the whistle-blow platforms where any breach has been observed.

(ix) Training:

The Group places significant importance on the training of all employees. Training is conducted to ensure that all staff are well informed and up to date on AML/CFT/CPF laws, KYC principles, the red flags of Money Laundering, Terrorism Financing, and other types of financial crimes that may occur in their job functions.

In 2025, 95% of the compliance-related training conducted in the Group was AML/CFT/CPF related.

We conduct annual and periodic mandatory training for employees Group-wide, including Senior Management and the Board. Assessment tests are also conducted to ensure that our people have understood the training content.

This training educates our people on the techniques that can be used to detect and manage financial crime risks. Frequent training is also conducted for specialized units with AML/CFT/CPF responsibilities to equip them for their roles.

(x) AML/CFT/CPF Review and Audit:

To ensure compliance with laws and regulations and to ensure an ever-evolving fit for use of the Compliance function, a review of the AML/CFT/CPF function is conducted by Internal Audit. The purpose of the audit is to test the adequacy of the processes used to combat financial crime and ensure that these measures are up-to-date and effective.

The reports and findings of the audit are circulated to Senior Management. A follow-up to the audits takes place to ensure that the relevant issues are closed out and that the highlighted recommendations have been implemented.

(xi) Data Protection:

The Group has a duly approved Data Protection Policy, which is revised periodically to reflect the legal, regulatory, and operating environment. The Group adheres to both local and international data protection policies, such as the National Data Protection Regulations in the countries where we operate and the European Union General Data Protection Regulation (EU-GDPR).

(xii) Whistle Blowing:

GTCO Plc and its subsidiaries have whistle-blowing policies, which are approved by their respective Boards. This Policy governs the reporting and investigation of improper, unethical, or illegal activities in the Group, as well as the protection offered to a "Whistleblower".

The entities within the Group have distinct whistle-blowing platforms to enable all stakeholders to disclose their reports either anonymously or with their identities revealed. These disclosures are treated with strict confidence, and the identity of the Whistleblower will not be revealed except as required for Security, Regulatory, or Legal purposes. The reports received are reviewed and investigated by specific Senior Management employees. Whistle-blow reports are logged in by stakeholders via the platforms documented in the Group's whistle-blow policy hosted on GTCO's website.

(xiii) Complaints Management:

GTCO has a Stakeholder Engagement Policy as a means of engagement that outlines the guidelines, process, and channels for communication with our Shareholders/Potential Investors, Creditors, Employees, Regulators, Customers, and the General Public.

Our Stakeholders may have access to this policy through our website:

<https://www.gtcopl.com/investor-relations/other-information#section-otherdocuments>

We understand the importance of our customers' satisfaction in achieving our set goals. We recognize that customer feedback is a critical tool in monitoring and responding to customer expectations; hence, we continue to embed good conduct practices across our business, with a range of initiatives to further improve the service and experience we offer to customers.

We are committed to effective complaint handling and value feedback through complaints when they arise. Our complaints and feedback structure ensures the prompt resolution of customers' complaints, and we ensure that complaints are dealt with in an equitable, objective, and unbiased manner. We also endeavor to align our procedures with regulatory requirements and international best practices in a bid to ensure that the complaint-handling process is fair and reasonable.

The Complaints statistics for all entities and returns have been disclosed in their respective Financial Statements.

(xiv) Anti-Slavery and Human Trafficking:

The Group places significant importance on tackling any form of Modern Slavery or Human Trafficking. Thus, it will not allow, facilitate, or condone any form of Modern Slavery or Human Trafficking across its entities. These standards are also expected from our suppliers and third parties acting on our behalf.

This is supported through communication, established controls, and proactive steps to ensure compliance with all Anti-slavery and Human trafficking laws and regulations, as well as ensuring compliance with the Group's ethical standards and Code of Conduct.

(xv) Rendition of Returns

The Risk and Compliance Group in the company manages and maintains a Compliance Grid containing all reporting obligations and monitors the rendition of these returns via an Attestation process.

Internal control and Risk Management Systems in relation to the financial reporting

Guaranty Trust Holding Company's internal control and risk Management systems ensure that material errors or inconsistencies in the financial statements are identified and corrected. The Company's internal control framework is patterned after the Committee of Sponsoring Organizations of the Treadway Commission's (COSO) Framework.

COSO defines internal control as "a process effected by an entity's Board of Directors, Management and other personnel, to provide reasonable assurance regarding the achievement of objectives" in three categories--effectiveness and efficiency of operations; reliability of financial reporting; and compliance with applicable laws and regulations. The scope of internal control therefore extends to policies, plans, procedures, processes, systems, activities, functions, projects, initiatives, and endeavors of all types at all levels of the Company.

The internal control and risk Management systems comprise the following areas:

- Control Environment
- Risk Assessment
- Control Activities
- Information and Communication
- Monitoring

Control Environment

The Company has the Board Risk and Audit Committee that have oversight function on the Company's Risk Management Processes. The Committee is responsible for setting risk Management policies that ensure material risks inherent in the Company's business are identified and mitigated or controlled. The Company's Audit Committee which is made up of three shareholders' representatives and three Non- Executive Directors; one of the shareholders' representatives is the Chairman. The Audit Committee is therefore independent. Its oversight functions include among others, ensuring that quality accounting policies, internal controls, independent and objective statutory auditors are in place to prevent and detect fraud and material errors in financial reporting.

The Company's Management committees are responsible for implementing risk Management policies set out by the Board. They are also responsible for setting internal control policies and monitoring the effectiveness of the internal control systems. They ensure proper books of accounts are kept and accounting policies are in conformity with: International Financial Reporting Standards; Prudential Guidelines for licensed Banks; Circulars issued by the Central Bank of Nigeria; The requirements of the Banks and Other Financial Institutions Act; and The requirements of the Companies and Allied Matters Act.

Risk Assessment

The Board and Senior Management regularly assess the risks the Company is exposed to, including risks relating to financial reporting. Management Committees meets on a regular basis to assess all risks facing the company. Senior Management also regularly considers whether the existing internal controls are effective in relation to the risks identified in the financial reporting process.

The Board also assesses the effectiveness of the Company's internal control over financial reporting on an ongoing basis and specifically at mid-year and year end. The Management letter issued by the external auditors which contains the auditors' observations on the control environment in the Company is discussed at the Audit Committee meetings.

Periodic Independent Assessment of the Internal Audit Function

In line with the Nigerian Code of Corporate Governance, companies are to undergo an independent Quality Assurance Review (QAR) of their Internal Audit function. The objective of this review is to assess the Internal Audit function's conformance to regulatory standards and requirements, as well as to identify improvement opportunities. This review will be conducted periodically as mandated by the Code.

Control Activities

Control activities are an integral part of the Company's Day to day operations. Senior Management has set up control structure to ensure control activities are defined at every business area.

Examples of the Company's control activities include the following;

Top Management Reviews

- Internal Audit Reports eliciting control weaknesses are presented periodically to Management and Board Audit Committee.
- Preparation of financial statements on a daily basis for Management review.
- Monthly and quarterly profitability review, where the Company's financial performance is reviewed and compared with set budgets. Quarterly reports of the Chief Risk Officer to the Board, eliciting the existing and potential risks facing the Company and the mitigants deployed.

Whistle Blowing

The Company has instituted a strong whistle blowing culture among staff and also created awareness among its stakeholders. The whistle blowing platform is accessible to all and the aim is primarily to ensure that all cases of irregularities are made known and addressed by the Company.

Information and Communication/ Monitoring

The Company's Management understands the need for a timely, reliable and accurate information flow within the Company, for effective decision making and enhanced financial reporting. Every activity of the Company is codified in the Company's standard operating procedure (SOP), which outlines the process flow and specifies the duties and responsibilities of every officer in relation to the activity. The SOP further highlights requirement for reporting, the frequency of reporting as well as those within the organization to whom the report would be directed to.

The following are some of the generic internal reports used by Management for decision making and monitoring purposes:

- FINSTAT- Financial Statements Report
- BPR- Business Performance Review Report
- MPR- Monthly Profitability Report

Statement of Directors' Responsibilities

Statement of Directors' Responsibilities in Relation to the Financial Statements for the year ended December 31, 2025

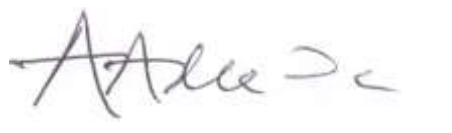
The Directors accept responsibility for the preparation of the financial statements set out from Pages 64-296 that give a true and fair view in accordance with the requirements of the IFRS Accounting Standards.

The Directors further accept responsibility for maintaining adequate accounting records as required by the Companies and Allied Matters Act of Nigeria 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 Company's ability to continue as a going concern and have no reason to believe that the Company will not remain a going concern in the years ahead.

Resulting from the above, the directors have a reasonable expectation that the company has adequate resources to continue operations for the foreseeable future. Thus, directors continued the adoption of the going concern basis of accounting in preparing the financial statements.

SIGNED ON BEHALF OF THE DIRECTORS BY:



BANJI ADENIYI
CHIEF FINANCIAL OFFICER
FRC/2013/PRO/ICAN/004/00000004318
27 January 2026



SEGUN AGBAJE
GROUP MANAGING DIRECTOR
FRC/2013/PRO/DIR/003/00000001782
27 January 2026

Report of the Audit Committee

For the year ended December 31, 2025

To the members of Guaranty Trust Holding Company Plc

In accordance with the provisions of Section 404(7) of the Companies and Allied Matters Act 2020, the members of the Audit Committee of Guaranty Trust Holding Company Plc hereby report as follows:

- ◆ We have exercised our statutory functions under Section 404(7) of the Companies and Allied Matters Act, 2020 and acknowledge the co-operation of management and staff in the conduct of these responsibilities.
- ◆ We are of the opinion that the accounting and reporting policies of the Company and Group are in accordance with legal requirements and agreed ethical practices and that the scope and planning of both the external and internal audits for the year ended December 31, 2025, were satisfactory and reinforce the Group's internal control systems.
- ◆ We are satisfied that the Company has complied with the provisions of Central Bank of Nigeria circular BSD/1/2004 dated 18 February, 2004 on "Disclosure of directors' related credits in the financial statements of Company", and hereby confirm that an aggregate amount of Zero balance (31 December, 2024: N177,375,000) was outstanding as at 31 December, 2025. The status of performance of insider related credits is as disclosed in Note 44d.
- ◆ We have deliberated with the External Auditors, who have confirmed that necessary cooperation was received from management in the course of their statutory audit and we are satisfied with management's responses to the External Auditor's recommendations on accounting and internal control matters and the effectiveness of the Bank's system of accounting and internal control.



Mrs. Sandra Mbagwu-Fagbemi

Chairman, Audit Committee

January 27, 2026

FRC/2020/002/00000020305

Members of the Audit Committee are:

1. Mrs. Sandra Mbagwu-Fagbemi	Chairman	} Shareholder's Representatives
2. Alhaji M.A. Usman		
3. Mrs. A. Kuye		
4. Mrs. H. L. Bouygues		
5. Mrs. C. N. Echeozo		
6. Mr. B. T. Soyoye		

Corporate Responsibility for Financial Statements as at December 31, 2025

The Group Chief Executive Officer and the Group Chief Financial Officer of Guaranty Trust Holding Company Plc. have reviewed the audited financial statements and accept responsibility for the financial and other information within the annual report. The following certifications and disclosures regarding the true and fair view of the financial statements as well as the effectiveness of the Internal Controls established within the Group are hereby provided below:

Financial Information

- I. The audited financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading.
- II. The audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Group as of and for the period ended 31 December, 2025.

Effective Internal Controls.

- I. Effective internal controls have been designed to ensure that material information relating to the Company and its Subsidiaries is made known by the relevant staff, particularly during the period in which the audited financial statement report is being prepared.
- II. The effectiveness of the Group's Internal controls have been evaluated within 90 days prior to December 31, 2025
- III. The Group's Internal Controls are effective as at December 31, 2025.

Disclosures

- I. There were no significant deficiencies in the design or operation of internal controls which could adversely affect the Group's ability to record, process, summarize and report financial data. Furthermore, there were no identified material weaknesses in the Group's Internal Control systems.
- II. There were no fraud events involving Senior Management or other employees who have a significant role in the company's Internal control.
- III. There were no significant changes in internal controls or in other factors that could significantly affect internal controls.

SIGNED BY:



CHIEF FINANCIAL OFFICER
BANJI ADENIYI
FRC/2013/PRO/ICAN/004/00000004318
27 January, 2025



GROUP MANAGING DIRECTOR
SEGUN AGBAJE
FRC/2013/PRO/DIR/003/00000001782
27 January, 2025

Management's Annual Assessment of, and Report on, Internal Control over Financial Reporting for the year ended 31 December 2025

To comply with the provisions of Section 1.3 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007, we hereby make the following statements regarding the Internal Controls of Guaranty Trust Holding Company Plc ("the Company") for the year ended 31 December 2025:

- a) Guaranty Trust Holding Company Plc's management is responsible for establishing and maintaining a system of internal control over financial reporting ("ICFR") that provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS Standards.
- b) Guaranty Trust Holding Company Plc's management used the Committee of Sponsoring Organization of the Treadway Commission (COSO) Internal Control-Integrated Framework to conduct the required evaluation of the effectiveness of the Company's ICFR;
- c) Guaranty Trust Holding Company Plc's management has assessed that the Company's ICFR as of 31 December 2025 is effective.
- d) Guaranty Trust Holding Company Plc's external auditor, Ernst & Young, that audited the financial statements, included in the annual report, has issued an attestation report on management's assessment of the Company's internal control over financial reporting.

The attestation report of Ernst & Young that audited its financial statements will be filed as part of Guaranty Trust Holding Company Plc's annual report.



CHIEF FINANCE OFFICER
FRC/2013/PRO/ICAN/004/00000004318
27 JANUARY 2026



SEGUN AGBAJE
GROUP MANAGING DIRECTOR
FRC/2013/PRO/DIR/003/00000001782
27 JANUARY 2026

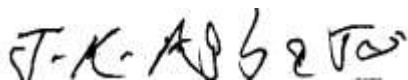
Certification by Chief Executive Officer

To comply with the provisions of Section 1.1 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007, I hereby make the following statements regarding the Internal Controls of Guaranty Trust Holding Company Plc ("the Company") for the year ended 31 December 2025:

I, Segun Agbaje, certify that:

- a) I have reviewed this management assessment on internal control over financial reporting of Guaranty Trust Holding Company Plc;
- 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 Company as of, and for, the period presented in this report;
- d) The Company's other certifying officer and I:
 - 1) are responsible for establishing and maintaining internal controls;
 - 2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - 3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - 4) have evaluated the effectiveness of the Company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- e) The Company'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 audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - 1) There are no significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - 2) There are no frauds, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.

The Company'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 their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.



SEGUN AGBAJE

GROUP MANAGING DIRECTOR

FRC/2013/PRO/DIR/003/00000001782

27 JANUARY 2026

Certification by Chief Financial Officer

To comply with the provisions of Section 1.1 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007, I hereby make the following statements regarding the Internal Controls of Guaranty Trust Holding Company Plc ("the Company") for the year ended 31 December 2025:

I, Adebunji Adeniyi, certify that:

- a) I have reviewed this management assessment on internal control over financial reporting of Guaranty Trust Holding Company Plc;
- 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 Company as of, and for, the periods presented in this report;
- d) The company's other certifying officer and I:
 - 1) are responsible for establishing and maintaining internal controls;
 - 2) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - 3) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - 4) have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- e) The company'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 audit committee of the company's board of directors (or persons performing the equivalent functions):
 - 1) There are no significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - 2) There are no fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.

The company'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 their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.



ADEBANJI ADENIYI
CHIEF FINANCE OFFICER
FRC/2013/PRO/ICAN/004/00000004318
27 JANUARY 2026

Independent Auditor's Attestation Report on Management's Assessment of Internal Control over Financial Reporting

To the Shareholders of Guaranty Trust Holding Company Plc

Scope

We have been engaged by Guaranty Trust Holding Company Plc ('the Company') to perform a 'limited assurance engagement', based on International Standards on Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, herein referred to as the engagement, to report on Guaranty Trust Holding Company Plc Internal Control over Financial Reporting (ICFR) (the "Subject Matter") contained in the Guaranty Trust Holding's Management's Assessment on Internal Control over Financial Reporting as at 31 December 2025 (the "Report").

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Criteria applied by Guaranty Trust Holding Company Plc

In designing, establishing and operating the Internal Control over Financial Reporting (ICFR) and preparing the Management's assessment of the Internal Control over Financial Reporting (ICFR), Guaranty Trust Holding Company Plc applied the requirements of Internal Control-Integrated Framework (2013) of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework and SEC Guidance on Management Report on Internal Control Over Financial Reporting (Criteria). Such Criteria were specifically designed to enable organizations effectively and efficiently develop systems of internal control that adapt to changing business and operating environments, mitigate risks to acceptable levels, and support sound decision making and governance of the organization; As a result, the subject matter information may not be suitable for another purpose.

Independent Auditor's Attestation Report on Management's Assessment of Internal Control over Financial Reporting - continued

To the Shareholders of Guaranty Trust Holding Company Plc - continued

Guaranty Trust Holding Company Plc's responsibilities

Guaranty Trust Holding Company Plc's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Guaranty Trust Holding Company Plc's *management's assessment of the Internal Control over Financial reporting as of 31 December 2025* in accordance with the criteria.

Our responsibilities

Our responsibility is to express a conclusion on the design and operating effectiveness of the Internal Control over Financial Reporting based on our Assurance engagement.

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, those standards require that we plan and perform our engagement to obtain limited assurance on the entity's internal control over financial reporting based on our assurance engagement.

Our independence and quality management

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (including International Independence Standards) (IESBA Code) and have the required competencies and experience to conduct this assurance engagement.

We also apply International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services engagements*, which requires that we 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.

Description of procedures performed

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.

Independent Auditor's Attestation Report on Management's Assessment of Internal Control over Financial Reporting - continued

To the Shareholders of Guaranty Trust Holding Company Plc - continued

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. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have obtained had a reasonable assurance engagement been performed.

Conclusion

In conclusion, nothing has come to our attention to indicate that the internal control over financial reporting put in place by management is not adequate as of 31 December 2025, based on the requirements of Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework and SEC Guidance on Management Report on Internal Control Over Financial Reporting.

Other Matter

We also have audited, in accordance with the International Standards on Auditing, the annual financial statement for the year ended 31 December 2025 of Guaranty Trust Holding Company Plc and we expressed an unmodified opinion in our Auditor's report dated 31 March 2026. Our conclusion is not modified in respect of this matter.

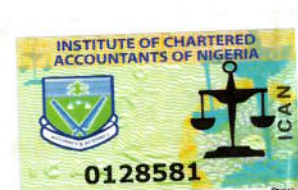


Olumide Oshikoya

FRC/2013/PRO/ICAN/004/00000000663

For: Ernst & Young

Lagos, Nigeria.



31 March 2026

Independent Auditor's Report

To the Shareholders of Guaranty Trust Holding Company Plc

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Guaranty Trust Holding Company Plc ("the Company") and its subsidiaries (together "the Group"), which comprise the consolidated and separate statements of financial position as at 31 December 2025, and the consolidated and separate income statements and consolidated and separate statements of 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, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of the Group and the Company 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 provisions of the Companies and Allied Matters Act, 2020, the Banks and Other Financial Institutions Act (BOFIA) 2020, and relevant circulars issued by the Central Bank of Nigeria (CBN) and in compliance with the 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 the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to our audit of the consolidated and separate financial statements in Nigeria, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated and separate financial statements.

Independent Auditor's Report - continued

Key Audit Matters - continued

The Key Audit Matter(s) applies only to the audit of the consolidated financial statements.

Key Audit Matter	How the matter was addressed in the audit
Impairment of loans and advances to customers The determination of the adequacy of the allowance for expected credit losses (ECL) for loans and advances to customers is highly subjective and judgmental. The Group reported total gross loans and advances to customers of N3,228 billion and allowance for ECL of N96 billion as at 31 December 2025, and ECL impairment charges of N52 billion for the year ended. Given the subjective nature of the calculation of ECL, there is a heightened risk that the extent of allowances could be misstated. The ECL model involves the application of considerable level of judgement and estimation in determining inputs for ECL calculation such as: - determining criteria for significant increase in credit risk (SICR) for the purpose of stage classification; - factors incorporated in determining the Loss Given Default (LGD), the Recovery Rate and credit enhancement and; - the application of management overlay and override to the model outputs.	Our audit approach was a combination of control reliance and substantive procedures. We tested the design, implementation and operating effectiveness of the financial reporting controls, the existence of governance controls and the IT general controls related to the systems supporting ECL. We assessed the policies and practices applied by management against the requirements of IFRS 9. On a sample basis, we identified and tested controls over the credit risk management processes when advancing new facilities or reviewing facilities on a periodic basis and determining credit ratings. Working with our credit risk modelling specialists, we gained an understanding of how the PD, LGD and EAD were derived by reviewing the ECL model documentation and performed walkthroughs. On a sample basis, we assessed the appropriateness of assumptions made by management in determining the inputs, credit ratings, EADs, PDs and LGDs. We reviewed management's criteria for default and significant increase in credit risk (SICR) by reviewing customer files and account statements for selected obligors to identify quantitative and qualitative indicators of SICR and default.

Independent Auditor's Report - continued

Key Audit Matters - continued

The determination of ECL on loans and advances to customers is considered a key audit matter given the significant size of the account, related ECL allowances and impairment charges, and the level of complexity and judgement involved in the process. Refer to Note 3K(v) - Impairment of Financial Assets for the related accounting policies and Note 28 - Loans and advances to customers, of the Consolidated and Separate Financial Statements for the details of the balances.	We assessed the management basis for the management overlay where applicable. With the involvement of our specialists, we evaluated and performed the following in respect of the following ECL parameters: Probability of Default (PD): Assessed the Group's rating scale based on their homogenous categories. Re-computed the through-the-cycle PDs by adopting the S&P PD per credit rating to estimate the ECL parameters on a more granular basis i.e., monthly forecast for the PD, EAD cashflow projection. Re-calculated the conversion of through-the-cycle PDs to conditional PDs. Loss Given Default (LGD): Reviewed the assumptions used in determining LGD. Tested historical data for recoveries on unsecured exposures and re-computed unsecured LGD in order to assess the reasonableness of the Group's LGD computations. Reviewed and evaluated the reasonableness of collateral parameters. Exposure at Default (EAD) We re-computed the Lifetime Exposures at Default using the EAD parameters contained in the loan book. Disclosures We evaluated the adequacy of disclosures in the consolidated and separate financial statements including the appropriateness of assumptions and sensitivities disclosed. We tested the data and calculations supporting the disclosures.

Independent Auditor's Report - continued

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the document titled "Guaranty Trust Holding Company Plc Annual Report for the year ended 31 December 2025", which includes the Directors' report, Corporate Governance, Subsidiary Governance, Sustainability Report, Complaints and Feedback, Anti-Money Laundering and Combating Terrorist Financing Framework, Internal Control and Risk Management Systems, Statement of Directors' Responsibilities, Report of the Audit Committee, Statement of Corporate Responsibility for Financial Statements, Management Annual Assessment of Internal Control over Financial Reporting, Certificate of Chief Executive Officer, Certificate of Chief Financial Officer and Other National Disclosures. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

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

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, 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 provisions of the Companies and Allied Matters Act, 2020, the Banks and Other Financial Institutions Act (BOFIA) 2020, and relevant circulars issued by the Central Bank of Nigeria (CBN) and in compliance with 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.

Independent Auditor's Report - continued

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

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.
- 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

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.

Independent Auditor's Report – continued

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

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.

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

Report on Other Legal and Regulatory Requirements

In accordance with the requirement of the Fifth Schedule of the Companies and Allied Matters Act, 2020, we confirm that:

- We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
- In our opinion, proper books of account have been kept by the Group and Company, in so far as it appears from our examination of those books;
- The consolidated and separate statements of financial position and the consolidated and separate income statements and the consolidated and separate statements of other comprehensive income are in agreement with the books of account; and
- In our opinion, the consolidated and separate financial statements have been prepared in accordance with the provisions of the Companies and Allied Matters Act, 2020 so as to give a true and fair view of the state of affairs and financial performance of the Company and its subsidiaries.

In compliance with the Banks and Other Financial Institutions Act 2020, and circulars issued by the Central Bank of Nigeria, we confirm that:

- i) Related party transactions and balances are disclosed in Note 44 to the consolidated and separate financial statements in compliance with Central Bank of Nigeria circular No. BSD/1/2004.

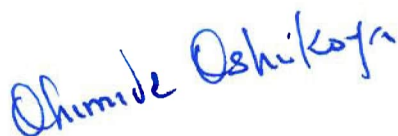
Independent Auditor's Report - continued

Report on Other Legal and Regulatory Requirements - continued

- ii) Returns on customers' complaints of Guaranty Trust Bank Limited, a wholly-owned subsidiary of Guaranty Trust Holding Company Plc are disclosed on pages 41 - 43 - Complaints and Feedback and page 314 under Other Information: Activities of Card Operations Section 5.2 Types of Complaints and Remedial Measures Taken in compliance with Central Bank of Nigeria circular No. PDR/DIR/CIR/01/20.
- iii) As stated in Note 45 to the consolidated and separate financial statements, Guaranty Trust Bank Limited paid penalty in respect of 2023 CBN's Risk Asset Examination on the Bank.

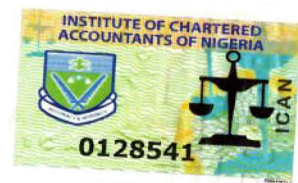
In accordance with the requirements of the Financial Reporting Council of Nigeria (FRC) Guidance on Assurance Engagement Report on Internal Control over Financial Reporting:

We performed a limited assurance engagement and reported on management's assessment of the Company's internal control over financial reporting as of 31 December 2025. The work performed was done in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, and we have issued an unmodified conclusion in our report dated 31 March 2026.



Olumide Oshikoya
FRC/2013/PRO/ICAN/004/00000000663
For Ernst & Young
Lagos, Nigeria

31 March 2026



Financial statements

Consolidated and separate statements of financial position

As at 31 December 2025

In thousands of Nigerian Naira	Notes	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Assets					
Cash and bank balances	22	5,456,594,586	4,673,048,120	14,026,179	210,095,331
Financial assets at fair value through profit or loss	23	166,888,958	59,602,997	-	-
Derivative financial assets	24	203,746	-	-	-
Investment securities:					
– Fair value through profit or loss	25	13,608,086	5,508,086	-	-
– Fair value through other comprehensive income	25	3,375,161,201	2,495,063,888	-	-
– Held at amortised cost	25	2,151,946,206	1,647,724,053	-	-
Assets pledged as collateral	26	119,009,036	114,570,075	-	-
Loans and advances to banks	27	83,633	87,794	-	-
Loans and advances to customers	28	3,132,215,466	2,785,664,040	-	-
Restricted deposits and other assets	33	2,736,489,314	2,574,084,654	428,696,196	250,238,501
Investment in subsidiaries	29	-	-	528,806,964	371,068,493
Property and equipment, and Right of use assets	30	465,569,377	330,232,049	969,042	1,134,728
Intangible assets	31	110,696,376	81,244,113	-	-
Deferred tax assets	32	32,686,270	28,876,962	-	-
Total assets		17,761,152,255	14,795,706,831	972,498,381	832,537,053
Liabilities					
Deposits from banks	34	327,034,891	388,420,244	-	-
Deposits from customers	35	12,547,005,784	10,013,021,406	-	-
Financial liabilities at fair value through profit or loss	36	81,103,659	51,174,468	-	-
Derivative financial liabilities	24	495	10,759,624	-	-
Other liabilities	37	946,713,634	1,020,285,051	-	221,179,425
Current income tax liabilities	20	218,609,792	186,665,408	142,112	71,639
Other borrowed funds	39	82,235,607	310,021,046	-	-
Deferred tax liabilities	32	147,068,435	103,341,970	136,487	134,065
Total liabilities		14,349,772,297	12,083,689,217	278,599	221,385,129

Consolidated and separate statements of financial position (Continued)

In thousands of Nigerian Naira	Notes	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Capital and reserves	40				
Share capital		18,275,115	17,069,475	18,275,115	17,069,475
Share premium		500,604,865	329,229,161	500,604,865	329,229,161
Treasury shares		(33,578,677)	(11,289,600)	-	-
Retained earnings		1,718,423,706	1,319,841,616	453,339,802	255,978,288
Regulatory risk reserves		74,875,478	75,110,626	-	-
Statutory reserves		764,887,001	628,865,926	-	-
Other components of equity		334,156,300	296,430,677	-	8,875,000
Capital and reserves attributable to equity holders of the parent entity		3,377,643,788	2,655,257,881	972,219,782	611,151,924
Non-controlling interests in equity		33,736,170	56,759,733	-	-
Total equity		3,411,379,958	2,712,017,614	972,219,782	611,151,924
Total liabilities and equity		17,761,152,255	14,795,706,831	972,498,381	832,537,053

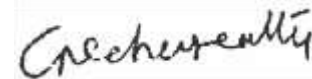
Approved by the Board of Directors on 27 January 2026:



Group Chief Financial Officer

Banji Adeniyi

FRC/2013/PRO/ICAN/004/00000004318



Non Executive Director

Cathy Echeozo

FRC/2013/PRO/DIR/003/00000001319



Group Chief Executive Officer

Segun Agbaje

FRC/2013/PRO/DIR/003/00000001782

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

Consolidated and separate income statements

For the year ended 31 December 2025

In thousands of Nigerian Naira	Notes	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Interest income calculated using the effective interest method	9	1,622,098,837	1,321,581,659	-	-
Interest income on financial assets at fair value through profit or loss	9	31,064,917	20,220,004	-	-
Interest expense	10	(392,576,914)	(283,215,490)	-	-
Net interest income		1,260,586,840	1,058,586,173	-	-
Loan impairment charges	11	(66,423,455)	(136,661,978)	-	-
Net interest income after loan impairment charges		1,194,163,385	921,924,195	-	-
Fee and commission income	12	278,505,492	221,231,208	3,487,220	3,487,220
Fee and commission expense	13	(34,115,259)	(31,519,796)	-	-
Net fee and commission income		244,390,233	189,711,412	3,487,220	3,487,220
Net trading gains on financial instruments held at fair value through profit or loss	14	78,743,815	86,237,811	-	-
Other income ¹	15	139,954,812	499,066,576	462,899,611	364,176,863
Net impairment reversal/(charge) on other financial assets	16	49,195,833	(27,667,721)	-	-
Personnel expenses	17	(101,045,143)	(85,397,889)	(1,638,134)	(1,474,269)
Depreciation and amortisation	18	(89,521,485)	(58,032,825)	(165,685)	(119,727)
Other operating expenses	19	(284,800,124)	(259,595,486)	(306,760)	(322,342)
Profit before income tax		1,231,081,326	1,266,246,073	464,276,252	365,747,745
Income tax expense	20	(365,334,639)	(248,443,224)	(1,669,793)	(1,042,894)
Profit for the year		865,746,687	1,017,802,849	462,606,459	364,704,851
Profit attributable to:					
Equity holders of the parent entity		853,548,304	1,006,219,889	462,606,459	364,704,851
Non-controlling interests		12,198,383	11,582,960	-	-
		865,746,687	1,017,802,849	462,606,459	364,704,851

¹ Other Income of the Company relates principally to Dividend income received from Guaranty Trust Bank Ltd, please refer to note 15.

Earnings per share attributable to the equity holders of the parent entity during 'the period (expressed in naira per share):

– Basic	21	25.43	35.44	13.11	12.23
– Diluted	21	25.43	35.44	13.11	12.23

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

Consolidated and separate statements of other comprehensive income

For the year ended 31 December 2025

<i>In thousands of Nigerian Naira</i>	<i>Notes</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Profit for the year		865,746,687	1,017,802,849	462,606,459	364,704,851
Other comprehensive income:					
Other comprehensive income not to be reclassified to profit or loss in subsequent years:					
Net change in fair value of equity investments FVOCI		60,104	451,301	-	-
		60,104	451,301	-	-
Remeasurement gain/(loss) on post-employment benefit obligations	38(b)	(3,098,674)	7,806,739	-	-
Income tax relating to remeasurements of post-employment benefit obligations	20(a)	929,602	(2,342,022)	-	-
		(2,169,072)	5,464,717	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent years:					
Foreign currency translation differences for foreign operations		(3,168,613)	183,446,191	-	-
Income tax relating to foreign currency translation differences for foreign operations	20	950,584	(55,033,857)	-	-
Net change in fair value of other financial assets FVOCI		20,225,713	(18,354,491)	-	-
Income tax relating to change in fair value of other financial assets FVOCI	20	(6,067,714)	5,506,347	-	-
		11,939,970	115,564,190	-	-
Other comprehensive income for the year, net of tax		9,831,002	121,480,208	-	-
Total comprehensive income for the year		875,577,689	1,139,283,057	462,606,459	364,704,851

Total Comprehensive Income attributable to:

Equity holders of the parent entity	866,702,984	1,111,563,164	462,606,459	364,704,851
Non-controlling interests	8,874,705	27,719,893	-	-
Total comprehensive income for the year	875,577,689	1,139,283,057	462,606,459	364,704,851

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

Consolidated Statement of Changes in Equity
For the year ended 31 December 2025
Group

<i>In thousands of Nigerian Naira</i>	Share capital	Share premium	Equity Reserve ³	Regulatory risk reserves	Statutory reserves	Other regulatory reserves ¹	Treasury shares	Fair value reserve	Foreign currency translation reserve	Retained earnings	Total equity attributable to parent	Non-controlling interests	Total equity
Balance at 1 January 2025	17,069,475	329,229,161	8,875,000	75,110,626	628,865,926	81,140,824	(11,289,600)	3,969,641	202,445,212	1,319,841,616	2,655,257,881	56,759,733	2,712,017,614
Total comprehensive income for the year:													
Profit for the year	-	-	-	-	-	-	-	-	-	853,548,304	853,548,304	12,198,383	865,746,687
Other comprehensive income, net of tax													
Foreign currency translation difference	-	-	-	-	-	-	-	-	1,434,058	-	1,434,058	(3,652,087)	(2,218,029)
Actuarial gain	-	-	-	-	-	-	-	-	-	(2,169,072)	(2,169,072)	-	(2,169,072)
Fair value adjustment	-	-	-	-	-	-	-	13,889,694	-	-	13,889,694	328,409	14,218,103
Total other comprehensive income	-	-	-	-	-	-	-	13,889,694	1,434,058	(2,169,072)	13,154,680	(3,323,678)	9,831,002
Total comprehensive income	-	-	-	-	-	-	-	13,889,694	1,434,058	851,379,232	866,702,984	8,874,705	875,577,689
Transactions with equity holders, recorded directly in equity:													
Transfers for the year	-	-	(8,875,000)	(235,148)	136,021,075	31,276,871	-	-	-	(158,187,798)	-	-	-
Issue of Share Capital ¹	1,205,640	171,375,704	-	-	-	-	-	-	-	-	172,581,344	-	172,581,344
(Acquisition)/disposal of own shares ¹	-	-	-	-	-	-	(22,289,077)	-	-	-	(22,289,077)	-	(22,289,077)
Acquisition of non-controlling interests	-	-	-	-	-	-	-	-	-	(20,489,399)	(20,489,399)	(31,246,673)	(51,736,072)
Dividend to equity holders ²	-	-	-	-	-	-	-	-	-	(274,119,945)	(274,119,945)	(651,595)	(274,771,540)
	1,205,640	171,375,704	(8,875,000)	(235,148)	136,021,075	31,276,871	(22,289,077)	-	-	(452,797,142)	(144,317,077)	(31,898,268)	(176,215,345)
Balance at 31 December 2025	18,275,115	500,604,865	-	74,875,478	764,887,001	112,417,695	(33,578,677)	17,859,335	203,879,270	1,718,423,706	3,377,643,788	33,736,170	3,411,379,958

¹ Please refer to Note 40

² Please refer to Note 41

³Consequent upon the satisfaction of Section 7.1 of the CBN regulation by Guaranty Trust Holding Company Plc, the Equity Reserves previously created was no longer required and was subsequently transferred back to retained earnings during the financial year.

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

Consolidated Statement of Changes in Equity
For the period ended 31 December 2024
Group

<i>In thousands of Nigerian Naira</i>	Share capital	Share premium	Equity reserves	Regulatory risk reserves	Statutory reserves	Other regulatory reserves ¹	Treasury shares	Fair value reserve	Foreign currency translation reserve	Retained earnings	Total equity attributable to parent	Non-controlling interest	Total equity
Balance at 1 January 2024	14,715,590	123,471,114	8,875,000	75,085,447	487,807,671	59,242,693	(8,125,998)	20,165,099	86,371,196	580,033,938	1,447,641,750	29,486,321	1,477,128,071
Total comprehensive income for the year:													
Profit for the year	-	-	-	-	-	-	-	-	-	1,006,219,889	1,006,219,889	11,582,960	1,017,802,849
Other comprehensive income, net of tax													
Foreign currency translation difference	-	-	-	-	-	-	-	-	116,074,016	-	116,074,016	12,338,318	128,412,334
Actuarial gain	-	-	-	-	-	-	-	-	-	5,464,717	5,464,717	-	5,464,717
Fair value adjustment	-	-	-	-	-	-	-	(16,195,458)	-	-	(16,195,458)	3,798,615	(12,396,843)
Total other comprehensive income	-	-	-	-	-	-	-	(16,195,458)	116,074,016	5,464,717	105,343,275	16,136,933	121,480,208
Total comprehensive income	-	-	-	-	-	-	-	(16,195,458)	116,074,016	1,011,684,606	1,111,563,164	27,719,893	1,139,283,057
Transactions with equity holders, recorded directly in equity:													
Transfers for the year	-	-	-	25,179	141,058,255	21,898,131	-	-	-	(162,981,565)	-	-	-
Issue of Share Capital ¹	2,353,885	205,758,047	-	-	-	-	-	-	-	-	208,111,932	-	208,111,932
(Acquisition)/disposal of own shares	-	-	-	-	-	-	(3,163,602)	-	-	-	(3,163,602)	-	(3,163,602)
Dividend to equity holders ²	-	-	-	-	-	-	-	-	-	(108,895,363)	(108,895,363)	(446,481)	(109,341,844)
	2,353,885	205,758,047	-	25,179	141,058,255	21,898,131	(3,163,602)	-	-	(271,876,928)	96,052,967	(446,481)	95,606,486
Balance at 31 December 2024	17,069,475	329,229,161	8,875,000	75,110,626	628,865,926	81,140,824	(11,289,600)	3,969,641	202,445,212	1,319,841,616	2,655,257,881	56,759,733	2,712,017,614

¹ Please refer to Note 40

² Please refer to Note 41

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

Statement of Changes in Equity
For the year ended 31 December 2025
Company

<i>In thousands of Nigerian Naira</i>	Share capital	Share premium	Equity Reserve ³	Regulatory risk reserves	Statutory reserves	Other regulatory reserves	Fair value reserve	Retained earnings	Total equity
Balance at 1 January 2025	17,069,475	329,229,161	8,875,000	-	-	-	-	255,978,288	611,151,924
Total comprehensive income for the year:									
Profit for the period	-	-	-	-	-	-	-	462,606,459	462,606,459
Other comprehensive income, net of tax									
Total other comprehensive income	-	-	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	-	-	462,606,459	462,606,459
Transactions with equity holders, recorded directly in equity:									
Transfers for the year	-	-	(8,875,000)	-	-	-	-	8,875,000	-
Issue of Share Capital ¹	1,205,640	171,375,704	-	-	-	-	-	-	172,581,344
Dividend to equity holders ²	-	-	-	-	-	-	-	(274,119,945)	(274,119,945)
	1,205,640	171,375,704	(8,875,000)	-	-	-	-	(265,244,945)	(101,538,601)
Balance at 31 December 2025	18,275,115	500,604,865	-	-	-	-	-	453,339,802	972,219,782

¹ Please refer to Note 40

² Please refer to Note 41

³ Consequent upon the satisfaction of Section 7.1 of the CBN regulation by Guaranty Trust Holding Company Plc, the Equity Reserves previously created was no longer required and was subsequently transferred back to retained earnings during the financial year.

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

Statement of Changes in Equity
For the period ended 31 December 2024
Company

In thousands of Nigerian Naira

	Share capital	Share premium	Equity Reserve	Regulatory risk reserves	Statutory reserves	Other regulatory reserves	Fair value reserve	Retained earnings/(loss)	Total equity
Balance at 1 January 2024	14,715,590	123,471,114	8,875,000	-	-	-	-	168,800	147,230,504
Total comprehensive income for the year:									
Profit for the year	-	-	-	-	-	-	-	364,704,851	364,704,851
Total comprehensive income	-	-	-	-	-	-	-	364,704,851	364,704,851
Transactions with equity holders, recorded directly in equity:									
Transfers for the year	-	-	-	-	-	-	-	-	-
Issue of Share Capital ¹	2,353,885	205,758,047	-	-	-	-	-	-	208,111,932
Dividend to equity holders ²	-	-	-	-	-	-	-	(108,895,363)	(108,895,363)
	2,353,885	205,758,047	-	-	-	-	-	(108,895,363)	99,216,569
Balance at 31 December 2024	17,069,475	329,229,161	8,875,000	-	-	-	-	255,978,288	611,151,924

¹ Please refer to Note 41

¹ Please refer to Note 42

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

Consolidated and separate statements of cash flows

For the period ended 31 December 2025

<i>In thousands of Nigerian Naira</i>	<i>Notes</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Cash flows from operating activities					
Profit for the period		865,746,687	1,017,802,849	462,606,459	364,704,851
Adjustments for:					
Depreciation of property and equipment and right of use assets	18	69,645,711	49,775,692	165,685	119,727
Amortisation of Intangible assets	18	19,875,774	8,257,133	-	-
Gains on disposal of property and equipment	15	(221,348)	(187,598)	-	-
Finance costs	19	1,347,471	2,962,443	-	-
Impairment on financial assets	39c(xii)	17,227,622	164,329,699	-	-
Restoration cost	19	156,662	(27,280)	-	-
Litigation Claims Provision	19	(589,037)	1,576,854	-	-
Net interest income		(1,260,586,840)	(1,058,586,173)	-	-
Unrealised gains on forward transactions	15	(10,962,875)	39,720,767	-	-
Unrealised Foreign exchange (gains)/losses	15	(76,308,174)	1,948,497	-	-
Unrealised Fair value losses /(gains) on Financial instrument	15	81,794,917	(517,500,098)	-	-
Fair value changes for assets at FVTPL	15	(9,773,450)	(2,023,108)	-	-
Dividend income	15	(850,202)	(430,718)	(462,833,176)	(364,137,165)
Income tax expense	20	365,334,639	248,443,224	1,669,793	1,042,894
		61,837,557	(43,937,817)	1,608,761	1,730,307
Net changes in:					
Financial assets at fair value through profit or loss	39c(i)	(92,280,064)	(27,804,150)	-	-
Assets pledged as collateral	39c(ii)	4,891,904	(22,387,791)	-	-
Loans and advances to banks and placements with banks	39c(iii)	107,071,288	34,572,844	-	-
Loans and advances to customers	39c(iv)	(425,934,120)	289,249,454	-	-
Restricted deposits and other assets	39c(v)	(164,686,575)	(450,451,492)	1,121,512	-
Deposits from banks	39c(vi)	(69,784,644)	55,789,170	-	-
Deposits from customers	39c(vii)	2,328,179,124	524,164,860	-	-
Financial liabilities at fair value through profit or loss	39c(viii)	29,929,191	50,365,126	-	-
Other liabilities	39c(ix)	3,119,154	328,878,511	(221,179,424)	204,695,484
		1,720,505,258	782,376,532	(220,057,912)	204,695,484
Interest received	39c(x)	1,671,594,570	1,375,412,095	-	-
Interest paid	39c(xi)	(424,612,257)	(249,683,507)	-	-
		1,246,982,313	1,125,728,588	-	-
		3,029,325,128	1,864,167,303	(218,449,151)	206,425,791
Income tax paid	20(b)	(301,281,345)	(124,320,990)	(1,596,898)	(937,744)
Net cash flows generated from/(used in) operating activities		2,728,043,783	1,739,846,313	(220,046,049)	205,488,047

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

Consolidated and separate statements of cash flows

For the year ended 31 December 2025

<i>In thousands of Nigerian Naira</i>	<i>Notes</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Cash flows from investing activities					
Redemption of investment securities	39c(xiii)	3,057,829,054	4,062,649,804	-	-
Purchase of investment securities	39c(xiv)	(4,287,546,424)	(5,055,861,698)	-	-
Dividends received	15	850,202	430,718	283,253,969	113,898,664
Purchase of property and equipment and Right of use assets	30	(206,130,865)	(130,080,150)	-	(456,185)
Proceeds from the sale of property and equipment		6,797,684	227,312	-	-
Investment in Subsidiaries		-	-	(157,738,471)	(208,111,933)
Purchase of intangible assets	31	(49,095,739)	(55,196,356)	-	-
Net cash flows (used in)/from investing activities		(1,477,296,088)	(1,177,830,370)	125,515,498	(94,669,454)
Cash flows from financing activities					
Repayment of long term borrowings	39b	(194,768,678)	(50,537,692)	-	-
Proceeds from long term borrowings	39b	66,719	254,785,709	-	-
Purchase of treasury shares	40	(22,289,077)	(3,163,602)	-	-
Payment of lease liabilities	37f	(2,923,981)	(8,433,577)	-	-
Proceeds from share issue	40	173,434,775	209,495,785	173,434,775	209,495,785
Transaction cost on issue of shares	40	(853,431)	(1,383,853)	(853,431)	(1,383,853)
Dividends paid to equity holders of the parent	41	(274,119,945)	(108,895,363)	(274,119,945)	(108,895,363)
Dividends paid to non-controlling interests	41	(651,595)	(446,481)	-	-
Acquisition of non-controlling interests	29	(51,736,072)	-	-	-
Net cash flows (used in)/from financing activities		(373,841,285)	291,420,926	(101,538,601)	99,216,569
Net (decrease)/increase in cash and cash equivalents		876,906,410	853,436,869	(196,069,152)	210,035,162
Cash and cash equivalents at beginning of the year		4,401,589,919	2,005,936,198	210,095,331	60,169
Effect of exchange rate fluctuations on cash held		5,145,656	1,542,216,852	-	-
Cash and cash equivalents at end of the year	22(b)	5,283,641,985	4,401,589,919	14,026,179	210,095,331

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

1. Reporting entity

Guaranty Trust Holding Company PLC (“the Parent” or the “the Company”) is a company incorporated in Nigeria. The address of the Company’s registered office is Plot 635, Akin Adesola Street, Victoria Island, Lagos. These separate and consolidated financial statements, for the year ended 31 December 2025, are prepared for the Company and the Group (Holding Company and its subsidiaries, separately referred to as “Group entities”) respectively. The Group is primarily involved in the provision of banking and other financial services to corporate and individual customers.

2. Basis of preparation

The consolidated and separate annual financial statements for the year ended 31 December 2025 have been prepared in accordance with the IFRS Accounting Standard as issued by the International Accounting Standards Board (IASB). The financial statements comply with the Companies and Allied Matters Act, the Banks and Other Financial Institutions Act, the Financial Reporting Council of Nigeria Act and other relevant Central Bank of Nigeria circulars.

IFRS does not explicitly specify the accounting treatment for a group restructuring / re-organisation but provides guidance on the choices available in accounting for such transactions. In accounting for this restructuring, the Group applied the pooling of interests method of accounting after taking the following into consideration:

- The assets and liabilities of the company and subsidiaries are reflected at their carrying amounts as no adjustments have been made to reflect fair values, or recognise any new assets or liabilities, at the date of the combination. The accounting policies of the company and subsidiaries are well aligned upon the reorganization.
- No ‘new’ goodwill is recognised as a result of the reorganization.
- The consolidated income statements reflect the results of the company and its subsidiaries.

Although Guaranty Trust Holdings PLC commenced operations on August 1, 2021, the accounting information has been prepared as if the Group had always been in existence in its current form and prior period comparatives presented accordingly.

The Financial Statements were authorized for issue by the directors on **27th January 2026**.

3. (a) Material Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. All entities within the Group apply the same accounting policies.

• Functional and presentation currency

These Consolidated and Separate financial statements are presented in Nigerian Naira, which is the Company’s functional currency. Except where indicated, financial information presented in Naira has been rounded to the nearest thousand.

- **Basis of measurement**

These financial statements have been prepared on the historical cost basis except for the following:

- ✓ Derivative financial instruments which are measured at fair value.
- ✓ Assets and liabilities at fair value through profit or loss are measured at fair value.
- ✓ Assets and Liabilities held to maturity are measured at amortised cost.
- ✓ Fair value through other comprehensive income (FVOCI) financial assets are measured at fair value.
- ✓ Liabilities for cash-settled share-based payment arrangements are measured at fair value.
- ✓ The Employee benefit asset is recognized as the present value of the defined benefit obligation less the fair value of the plan assets.
- ✓ The plan assets for defined benefit obligations are measured at fair value.

- **Use of Estimates and Judgements**

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

- **Changes to accounting policies**

The accounting policies adopted are consistent with those of the previous financial period.

Standards and interpretations effective during the reporting period

Amendments to the following standard(s) became effective in the annual period starting from 1 January, 2025. The new reporting requirements as a result of the amendments and/or clarifications have been evaluated and their impact or otherwise are noted below:

- **Amendments to IAS 21 – Lack of exchangeability**

In August 2023, the Board issued Lack of exchangeability amendments to IAS 21. The amendments specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. A currency is considered to be exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market

or exchange mechanism in which an exchange transaction would create enforceable rights and obligations.

If a currency is not exchangeable into another currency, an entity is required to estimate the spot exchange rate at the measurement date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments note that an entity can use an observable exchange rate without adjustment or another estimation technique. The amendment does not have any material impact on the Group.

Standards and interpretations issued/amended but not yet effective

The following standard has been issued by the IASB but is yet to become effective for annual reporting period beginning on 1 January 2025:

Standards/Amendments	Content	Effective Date
IFRS 9 & IFRS 7	Classification and Measurement of Financial Instruments	01-Jan-26
IFRS 9 & IFRS 7	Power Purchase Agreements	01-Jan-26
IFRS	Annual Improvement to IFRS Accounting Standards – Volume 11	01-Jan-26
IFRS 18	Presentation and Disclosure in Financial Statements	01-Jan-27
IFRS 19	Subsidiaries without Public Accountability: Disclosures	01-Jan-27
IAS 21	Translation to a Hyperinflationary Presentation Currency	01-Jan-27

The Group has not applied the following new or amended standards in preparing these consolidated and separate financial statements as it plans to adopt these standards at their respective effective dates. Commentaries on these new standards/amendments are provided below.

- **IFRS 9 & IFRS 7 – Classification and Measurement of Financial Instruments**

In May 2024, the Board issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7), which:

- ✓ Clarifies that a financial liability is derecognised on the 'settlement date', i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. It also introduces an accounting policy option to derecognise financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met
- ✓ Clarified how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features
- ✓ Clarifies the treatment of non-recourse assets and contractually linked instruments

- ✓ Requires additional disclosures in IFRS 7 for financial assets and liabilities with contractual terms that reference a contingent event (including those that are ESG-linked), and equity instruments classified at fair value through other comprehensive income.

The amendment does not have any material impact on the Group

IFRS 9 & IFRS 7 – Contracts Referencing Nature – dependent Electricity

In December 2024, the Board issued *Contracts Referencing Nature-dependent Electricity* (Amendments to IFRS 9 and IFRS 7). The amendments include:

- ✓ Clarifying the application of the ‘own-use’ requirements
- ✓ Permitting hedge accounting if these contracts are used as hedging instruments
- ✓ Adding new disclosure requirements to enable investors to understand the effect of these contracts on a company’s financial performance and cash flows.

The clarifications regarding the ‘own use’ requirements must be applied retrospectively, but the guidance permitting hedge accounting have to be applied prospectively to new hedging relationships designated on or after the date of initial application.

The amendment does not have any material impact on the Group

• Improvements to International Financial Reporting Standards

The IASB’s annual improvements process deals with non-urgent, but necessary, clarifications and amendments to IFRS. In July 2024, the IASB issued Annual Improvements to IFRS Accounting Standards — Volume 11

The following is the amendments from the Annual Improvements to IFRS Accounting Standards—Volume 11:

IFRS 1 First-time Adoption of International Financial Reporting Standards - Hedge Accounting by a First-time Adopter

- ✓ IFRS 7 Financial Instruments: Disclosures - Gain or Loss on Derecognition
- ✓ Guidance on implementing IFRS 7 Financial Instruments: Disclosures - Disclosure of Deferred Difference between Fair Value and Transaction Price
- ✓ Guidance on implementing IFRS 7 Financial Instruments: Disclosures - Credit Risk Disclosures
- ✓ IFRS 9 Financial Instruments - Lessee Derecognition of Lease Liabilities
- ✓ IFRS 9 Financial Instruments - Transaction Price
- ✓ IFRS 10 Consolidated Financial Statements - Determination of a 'De Facto Agent'

- ✓ IAS 7 Statement of Cash Flows - Cost Method

The amendment does not have any material impact on the Group

- **IFRS 18 – Presentation and Disclosure in Financial Statements**

In April 2024, the Board issued IFRS 18 to become effective on 1 January 2027. The objective of the Standard is to set out requirements for the presentation and disclosure of information in general purpose financial statements to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses, with emphasis on the subject matter as shown below:

- ✓ **Aggregation** : The adding together of assets, liabilities, equity, income, expenses or cash flows that share characteristics and are included in the same classification.
- ✓ **Classification**: The sorting of assets, liabilities, equity, income, expenses and cash flows based on shared characteristics.
- ✓ **Disaggregation**: The separation of an item into component parts that have characteristics that are not shared

The Group has performed a preliminary assessment of the potential impact of IFRS 18 on its financial statements and operational systems. Based on this initial evaluation, management expects that revenue from the Group's core business activities will be presented under operating activities. The Company is continuing its assessment of IFRS 18 and is evaluating the broader implications, including potential changes to the presentation and disclosure requirements in the financial statements

The Group plans to adopt the full scope of the Standard when it becomes effective.

- **IFRS 19 – Subsidiaries without Public Accountability: Disclosures**

In May 2024, the Board issued IFRS 19 Subsidiaries without Public Accountability: Disclosures (IFRS 19), which allows eligible to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. Unless otherwise specified eligible entities that elect to apply IFRS 19 will not need to apply the disclosure requirements in other IFRS accounting standards.

An entity applying IFRS 19 is required to disclose that fact as part of its general IFRS accounting standards compliance statement. IFRS 19 requires an entity whose financial statements comply with IFRS accounting standards including IFRS 19 to make an explicit and unreserved statement of such compliance.

Eligible entities

- ✓ It is a subsidiary as defined in IFRS 10 Consolidation Financial Statement
- ✓ It does not have public accountability

- ✓ It has a parent (either ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards.

The standard does not have any impact on the Group as the group has public accountability

- **IAS 21 – Translation to a Hyperinflationary Presentation Currency – Amendment to IAS 21**

In November 2025, the Board issued Translation to a Hyperinflationary Presentation Currency – Amendments to IAS 21. The amendments require translation from a non-hyperinflationary functional currency into a hyperinflationary presentation currency at the closing rate.

If an entity's functional currency is the currency of a non-hyperinflationary economy, but its presentation currency is the currency of a hyperinflationary economy, its results and financial position are translated into the presentation currency by translating all amounts (i.e., assets, liabilities, equity items, income and expenses) and all comparatives at the closing rate at the date of the most recent statement of financial position

An entity whose functional currency and presentation currency are the currency of a hyperinflationary economy, restates the comparative amounts of a foreign operation, whose functional currency is that of a non-hyperinflationary economy, by applying the general price index, in accordance with paragraph 34 of IAS 29, to the foreign operation's comparative figures.

The amendment does not have any material impact on the Group

(b) Other Material Accounting Policies

Other accounting policies that have been applied are:

(a) Consolidation

The financial statements of the subsidiaries used to prepare the consolidated financial statements were prepared as at the Holding Company's reporting date. The consolidation principles are unchanged as against the comparative period.

(i) Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has:

- ✓ power over the investee;
- ✓ exposure, or rights, to variable returns from its involvement with the investee; and
- ✓ the ability to use its power over the investee to affect the amount of the investor's returns.

Acquisition of subsidiaries

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Company. The Group measures goodwill as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. When the excess is negative, a bargain purchase gain is recognised

immediately in profit or loss.

The Group elects on a transaction-by-transaction basis whether to measure at the acquisition date components of non-controlling interests in the acquiree at its fair value, or at its proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition-date fair values, unless another measurement basis is required by IFRS. Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

(ii) Structured entity

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. A structured entity is consolidated if the Group is exposed, or has rights to variable returns from its involvement with the Structured Entity and has the ability to affect those returns through its power over the Structured Entity. Power is the current ability to direct the activities that significantly influence returns.

(iii) Accounting method of consolidation

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. The results of the subsidiaries acquired or disposed of during the year are included in the consolidated financial statements from the effective acquisition date and or up to the effective date on which control ceases, as appropriate. The integration of the subsidiaries into the consolidated financial statements is based on consistent accounting and valuation methods for similar transactions and other occurrences under similar circumstances.

(iv) Transactions eliminated on consolidation

Intra-group balances, income and expenses (except for foreign currency translation gains or losses) arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with subsidiaries are eliminated to the extent of the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment. Profits and losses resulting from intra-group transactions are also eliminated.

(v) Non-controlling interest

The Group applies IFRS 10 Consolidated Financial Statements (2011) in accounting for acquisitions of non-controlling interests. Under this accounting policy, acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as owners and therefore no goodwill is recognised as a result of such transactions. The adjustments to non-controlling interests are based on the proportionate amount of the net assets of the subsidiary.

(b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

(ii) Transactions and balances

Foreign currency transactions, that is transactions denominated, or that require settlement in a foreign currency, are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Monetary items denominated in foreign currency are translated using the closing rate as at the reporting date. Non-monetary items measured at historical cost denominated in a foreign currency are translated with the exchange rate as at the date of initial recognition; non monetary items in a foreign currency that are measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the year end translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Income statement, except when deferred in equity as gains or losses from qualifying cash flow hedging instruments or qualifying net investment hedging instruments.

All foreign exchange gains and losses recognised in the Income statement are presented net in the Income statement within the corresponding item. Foreign exchange gains and losses on other comprehensive income items are presented in other comprehensive income within the corresponding item.

In the case of changes in the fair value of monetary assets denominated in foreign currency classified as fair value through other comprehensive income, a distinction is made between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in the carrying amount, except impairment, are recognised in equity.

(iii) Group Entities

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each Income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the

rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions);

- All resulting exchange differences are recognised in other comprehensive income.

Exchange differences arising from the above process are reported in shareholders' equity as 'Foreign currency translation reserve'.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to 'Other comprehensive income'. When a foreign operation is disposed of, or partially disposed of, such exchange differences are recognised in the consolidated income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(c) Interest

Interest income and expense for all interest-earning and interest-bearing financial instruments are recognised in the income statement within "interest income" and "interest expense" using the Effective Interest Method.

The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or liability (or, where appropriate, the next re-pricing date) to the carrying amount of the financial asset or liability. When calculating the effective interest rate, the Group estimates future cash flows considering all contractual terms of the financial instruments but not future credit losses.

The calculation of the effective interest rate includes contractual fees paid or received, transaction costs, and discounts or premiums that are an integral part of the effective interest rate.

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or liability.

Interest income and expense presented in the Income statement include:

- Interest on financial assets and liabilities measured at amortised cost calculated on an effective interest rate basis.
- Interest on financial assets measured at fair value through OCI calculated on an effective interest rate basis.

Whilst interest revenue is always required to be presented as a separate line item, it is calculated differently according to the status of the asset with regard to credit impairment.

For a financial asset that has not become credit impaired since initial recognition, interest revenue is calculated using a 'gross method' of applying the effective interest rate method to the gross carrying amount of the asset (i.e. its carrying amount excluding the loss allowance).

For a financial asset that subsequently has become credit-impaired, from the beginning of the next reporting period, interest revenue is calculated using a 'net method' of applying the effective interest rate to the net amortised cost balance (i.e. including the loss allowance).

(d) Revenue from contract with customers

IFRS 15 establishes a five-step model to account for revenue arising from contracts with customers. It applies to all contracts with customers except leases, financial instruments and insurance contracts. The standard establishes a more systematic approach for revenue measurement and recognition by introducing a five-step model governing revenue recognition. The five step model requires the Group/Company to (i) identify the contract with the customer, (ii) identify each of the performance obligations included in the contract, (iii-) determine the amount of consideration in the contract, (iv) allocate the consideration to each of the identified performance obligations and (v) recognise revenue as each performance obligation is satisfied.

Guaranty Trust Holding Company Plc earns fee Income from services provided to the subsidiaries under approved shared service arrangements covering Information Technology, Legal Services, Talent Management, Facilities Management, and Corporate Communications. The shared service arrangement is governed by a formal agreement approved by the Central Bank of Nigeria (CBN), which defines the scope of services, pricing or cost-allocation methodology, and the rights and obligations of the parties.

Shared Service Fee Income is recognized over time as the services are rendered, as the recipient entity simultaneously receives and consumes the benefits of the services. Income is measured at the agreed transaction price and is recognized in proportion to the level of service performed. Shared service fee income is presented as fee and commission income and is not offset against related expenses. All intercompany shared service income and expenses are eliminated on consolidation.

Guaranty Trust Pension Managers Limited

Revenue recognition by the Pension Manager subsidiary are under the following;

Asset Based Fees: These are fees earned on pension funds by the company and held by fund custodians as stipulated by Pension Reform Act 2014. It is earned over time and invoiced on a preceding month basis at the approved rates for the various funds under the multi-fund structure.

Fee Income earned from administrative services: These are fees earned over time from contributors to cover cost of administering each Retirement Savings Account. The Company does not recognize revenue from a contributor that has not made contribution for a particular month. The performance obligation is satisfied over the administration of each Retirement Savings Account.

Fee Income from providing management services: Fees earned for the provision of services

over a period of time are accrued over that period. That is, the fees are invoiced on a preceding month basis but accrued on a daily basis on the fund. These fees include the administration and supervision of Pension Fund Assets. Revenue recognized is based on a percentage of the opening Net Asset value of the Pension Fund investment at the beginning of the period of charge. The performance obligation is satisfied over the administration and supervision of Pension Fund Assets.

Guaranty Trust Fund Managers Limited

Guaranty Trust Fund Managers Limited provides funds management services to individuals and corporate organisations. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements.

The Company has applied IFRS 15 practical expedient to a portfolio of contracts (or performance obligations) with similar characteristics since the Company reasonably expects that the accounting result will not be materially different from the result of applying the standard to the individual contracts. The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided below.

Payments Company- HabariPay Limited

The Company's sources of revenue are derived from the following:

Net commission recognized on merchant service charged to transaction value processed on behalf of our merchants.

Sales margin recognized on bills payments i.e., airtime vending, and bulk SMS sent on behalf of our customers.

The Company has generally concluded that it is the principal in its revenue arrangement. The five-step model as suggested by IFRS-15 has been followed in recognizing revenue.

(e) Fees and commission

The Banking Fees and Commission that are integral to the effective interest rate on a financial asset are included in the measurement of the effective interest rate. These fees are management fees on non revolving credit facilities.

Other fees and commissions which relates mainly to transaction and service fees, including commitment fees which are charged on undisbursed portion of credit facilities, investment management and other fiduciary activity fees, sales commission, placement line fees, syndication fees and guarantee issuance fees are recognised at a point in time, or over time as the related services are provided / performed.

Payments Company- HabariPay Limited

The Payment Company's fees and commissions are derived from net commissions recognized on merchant services charged to transaction value processed on behalf of our merchants. Revenue related to the above transactions are recognized at the point in time when the transaction takes place.

Guaranty Trust Fund Managers Limited

Fees and commissions in the Fund Manager subsidiary are recognized on an accrual basis for the period under review at amortized cost. The management fees earned on funds being managed are as stipulated by the guiding of the respective individual trust deeds.

(f) Net gains on financial instruments held at fair value through profit or loss.

Net trading income comprises gains less losses related to trading assets and liabilities, and it includes all fair value changes, dividends and foreign exchange differences.

(g) Net income from other financial instruments at fair value through profit or loss

Net income from other financial instruments at fair value through profit or loss relates to derivatives held for risk management purposes that do not form part of qualifying hedge relationships. Fair value changes on other derivatives held for risk management purposes, and other financial assets and liabilities carried at fair value through profit or loss, are presented in Other Income – Mark to market gain/(loss) on trading investments in the Income statement.

(h) Dividend income

Dividend income is recognised when the right to receive income is established. Dividends on trading equities are reflected as a component of Net gains on financial instruments held at fair value through profit or loss. Dividend income on long term equity investments is recognised as a component of other income.

(l) Leases

Leases (right-of-use asset) are accounted for in accordance with IFRS 16 and are accounted for in line with the following based on whether the Group is the Lessor or the Lessee:

(i) The Group is the lessee

At the commencement date, the Group recognises a right-of-use asset at cost and a lease liability, where applicable, at the present value of the lease payments that are not paid at that date.

The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date less any lease incentives received, any initial direct costs incurred by the lessee and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

After the commencement date, the Group measures the right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability, the right-of-use asset is included in Restricted deposit and other assets. The Group subsequently measures the lease liability by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications.

The corresponding lease liabilities, where applicable, are included in other liabilities. The interest element of the lease liabilities is charged to the Income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

(ii) The Group is the lessor

When assets are leased to a third party under finance lease terms, the present value of the lease income is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method (before tax), which reflects a constant periodic rate of return.

(J) Income Tax

(i) Current income tax

Income tax payable is calculated on the basis of the applicable tax law in the respective jurisdiction and it consists of Company Income Tax, Education tax, NITDEF tax and Nigeria Police Trust Fund levy. Company Income tax is assessed at a statutory rate of 30% of total profit or Dividend Declared, whichever is higher. Education tax is computed as 3% of assessable profit, NITDEF tax is a 1% levy on Profit before tax of the Company, and Nigeria Police Trust Fund Levy is 0.005% of Net profit.

Current income tax is recognised as an expense for the period except to the extent that current tax is related to items that are charged or credited in other comprehensive income or directly to equity. In these circumstances, deferred tax is charged or credited to other comprehensive income or to equity (for example, current tax on FVOCI).

Where the Group has tax losses that can be relieved only by carrying it forward against taxable profits of future periods, a deductible temporary difference arises. Those losses carried forward are set off against deferred tax liabilities carried in the consolidated statement of financial position.

The Group evaluates positions stated in tax returns; ensuring information disclosed are in agreement with the underlying tax liability, which has been adequately provided for in the financial statements. The Group 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

(ii) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

However, the deferred income tax is not recognised for:

- 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 where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that they will not reverse in the foreseeable future; and
- temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised when it is probable that future taxable profit will be available against which these temporary differences can be utilised. The tax effects of carry-forwards of unused losses or unused tax credits are recognised as an asset when it is probable that future taxable profits will be available against which these losses can be utilised. Deferred tax related to fair value re-measurement of FVOCI investments and cash flow hedges, which are recognised in other comprehensive income, is also recognised in the other comprehensive income and subsequently in the income statement together with the deferred gain or loss.

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

(k) Financial assets and liabilities**i. Recognition**

The Group on the date of origination or purchase recognizes loans, debt and equity securities, deposits and subordinated debentures at the fair value of consideration paid. For non-revolving facilities, origination date is the date the facility is disbursed, origination date for revolving facilities is the date the line is availed, while origination date for credit card is the date the credit limit is availed on the card. Regular-way purchases and sales of financial assets are recognized on the settlement date. All other financial assets and liabilities, including derivatives, are initially recognized on the trade date at which the Bank becomes a party to the contractual provisions of the instrument.

ii. Classification and Measurement

Initial measurement of a financial asset or liability is at fair value plus or minus transaction costs that are directly attributable to its purchase or issuance. For instruments measured at

fair value through profit or loss, transaction costs are recognized immediately in profit or loss. Financial assets include both debt and equity instruments.

Financial assets are classified into one of the following measurement categories:

- Amortised cost
- Fair Value through Other Comprehensive Income (FVOCI)
- Fair Value through Profit or Loss (FVTPL) for trading related assets

The Group classifies all of its financial assets based on the business model for managing the assets and the asset's contractual cash flow characteristics.

Business Model Assessment

Business model assessment involves determining whether financial assets are managed in order to generate cash flows from collection of contractual cash flows, selling financial assets or both. The Bank assesses business model at a portfolio level reflective of how groups of assets are managed together to achieve a particular business objective. For the assessment of business model the Bank takes into consideration the following factors:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realizing cash flows through the sale of the assets
- how the performance of assets in a portfolio is evaluated and reported to Group heads and other key decision makers within the Bank's business lines;
- the risks that affect the performance of assets held within a business model and how those risks are managed;
- how compensation is determined for the Bank's business lines' management that manages the assets; and
- the frequency and volume of sales in prior periods and expectations about future sales activity.

Management determines the classification of the financial instruments at initial recognition. The business model assessment falls under three categories:

- Business Model 1(BM1): Financial assets held with the sole objective to collect contractual cash flows;
- Business Model 2 (BM2): Financial assets held with the objective of both collecting contractual cash flows and selling; and
- Business Model 3 (BM3): Financial assets held with neither of the objectives mentioned in BM1 or BM2 above. These are basically financial assets held with the sole objective to trade and to realize fair value changes.

The Group may decide to sell financial instruments held under the BM1 category with the objective to collect contractual cash flows without necessarily changing its business model if one or more of the following conditions are met:

- When the Group sells financial assets to reduce credit risk or losses because of an increase in the assets' credit risk. The Group considers sale of financial assets that may occur in BM1 to be infrequent if the sales is one-off during the Financial Year and/or occurs at most once during the quarter or at most three (3) times within the financial year.
- Where these sales are infrequent even if significant in value. A Sale of financial assets is considered infrequent if the sale is one-off during the Financial Year and/or occurs at most once during the quarter or at most three (3) times within the Financial Year.
- Where these sales are insignificant in value both individually and in aggregate, even if frequent. A sale is considered insignificant if the portion of the financial assets sold is equal to or less than five (5) per cent of the carrying amount (book value) of the total assets within the business model.
- When these sales are made close to the maturity of the financial assets and the proceeds from the sales approximates the collection of the remaining contractual cash flows. A sale is considered to be close to maturity if the financial assets has a tenor to maturity of not more than one (1) year and/or the difference between the remaining contractual cash flows expected from the financial asset does not exceed the cash flows from the sales by ten (10) per cent.
- Other reasons: The following reasons outlined below may constitute 'Other Reasons' that may necessitate selling financial assets from the BM1 category that will not constitute a change in business model:
 - Selling the financial asset to realize cash to deal with unforeseen need for liquidity (infrequent).
 - Selling the financial asset to manage credit concentration risk (infrequent).
 - Selling the financial assets as a result of changes in tax laws (infrequent).
 - Other situations also depends upon the facts and circumstances which need to be judged by the management.

Cash flow characteristics assessment

The contractual cash flow characteristics assessment involves assessing the contractual features of an instrument to determine if they give rise to cash flows that are consistent with a basic lending arrangement. Contractual cash flows are consistent with a basic lending arrangement if they represent cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).

Principal is defined as the fair value of the instrument at initial recognition. Principal may change over the life of the instruments due to repayments. Interest is defined as consideration for the time value of money and the credit risk associated with the principal amount outstanding and for other basic lending risks and costs (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 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 the assessment, the Group considers:

- contingent events that would change the amount and timing of cash flows;
- leverage features;
- prepayment and extension terms;
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse asset arrangements); and
- Features that modify consideration of the time value of money.

(a) Financial assets measured at amortised cost

Financial assets are measured at amortised cost if they are held within a business model whose objective is to hold for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. After initial measurement, debt instruments in this category are carried at amortised cost using the effective interest rate method. Amortised cost is calculated taking into account any discount or premium on acquisition, transaction costs and fees that are an integral part of the effective interest rate. Amortisation is included in Interest income in the Consolidated and Separate Income Statement. Impairment on financial assets measured at amortised cost is calculated using the expected credit loss approach.

Loans and debt securities measured at amortised cost are presented net of the allowance for credit losses (ACL) in the statement of financial position.

(b) Financial assets measured at FVOCI

Financial assets are measured at FVOCI if they are held within a business model whose objective is to hold for collection of contractual cash flows and for selling financial assets, where the assets' cash flows represent payments that are solely payments of principal and interest. Subsequent to initial recognition, unrealized gains and losses on debt instruments measured at FVOCI are recorded in other comprehensive Income (OCI), unless the instrument is designated in a fair value hedge relationship. Upon derecognition, realized gains and losses are reclassified from OCI and recorded in Other Income in the Consolidated and Separate Income Statements. Foreign exchange gains and losses that relate to the amortised cost of the debt instrument are recognized in the Consolidated and Separate Income Statements. Premiums, discounts and related transaction costs are amortised over the expected life of the instrument to Interest income in the Consolidated and Separate of Income Statements using the effective interest rate method. Impairment on financial assets measured at FVOCI is calculated using the expected credit loss approach.

(c) Financial assets measured at FVTPL

Debt instruments measured at FVTPL include assets held for trading purposes, assets held as part of a portfolio managed on a fair value basis and assets whose cash flows do not represent payments that are solely payments of principal and interest. Financial assets may also be designated at FVTPL if by so doing eliminates or significantly reduces an

accounting mismatch which would otherwise arise. These instruments are measured at fair value in the Consolidated and Separate Statement of Financial Position, with transaction costs recognized immediately in the Consolidated and Separate Income Statements as part of Other Income. Realized and unrealized gains and losses are recognized as part of Other Income in the Consolidated and Separate Income Statements.

(d) Equity Instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, any contract that evidences a residual interest in the issuer's net assets.

Equity instruments are measured at FVTPL, unless an election is made to designate them at FVOCI upon purchase. For equity instruments measured at FVTPL, changes in fair value are recognized as part of Other Income in the Consolidated and Separate Income Statement. The Bank can elect to classify non-trading equity instruments at FVOCI. This election will be used for certain equity investments for strategic or longer term investment purposes. The FVOCI election is made upon initial recognition, on an instrument-by-instrument basis and once made is irrevocable. Gains and losses on these instruments including when derecognized/sold are recorded in OCI and are not subsequently reclassified to the Consolidated and Separate Income Statement. Dividends received are recorded in other income in the Consolidated and Separate Income Statement. Any transaction costs incurred upon purchase of the security are added to the cost basis of the security and are not reclassified to the Consolidated and Separate Income Statement on sale of the security. Transaction cost on disposal of equity instruments is recognised as an expense in the income statement.

Financial liabilities are classified into one of the following measurement categories:

- Amortised cost
- Fair Value through Profit or Loss (FVTPL)

(e) Financial Liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss are financial liabilities held for trading. A financial liability is classified as held for trading if it is incurred principally for the purpose of repurchasing it in the near term or if it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. Derivatives are also categorized as held for trading unless they are designated and effective as hedging instruments. Financial liabilities held for trading also include obligations to deliver financial assets borrowed by a short seller.

Gains and losses arising from changes in fair value of financial liabilities classified as held for trading are included in the income statement and are reported as 'Net gains/(losses) on financial instruments held at fair value through profit or loss'. Interest expenses on financial liabilities held for trading are included in 'Net interest income'.

Financial Liabilities are designated at FVTPL when either the designation eliminates or significantly reduces an accounting mismatch which would otherwise arise or the financial liability contains one or more embedded derivatives which significantly modify the cash flows

otherwise required. For liabilities designated at fair value through profit or loss, all changes in fair value are recognized in Other Income in the Consolidated and Separate Statement of Income, except for changes in fair value arising from changes in the Bank's own credit risk which are recognized in OCI. Changes in fair value of liabilities due to changes in the Bank's own credit risk, which are recognized in OCI, are not subsequently reclassified to the Consolidated and Separate Income Statement upon derecognition/extinguishment of the liabilities.

(f) Financial Liabilities at amortised cost

Financial liabilities that are not classified at fair value through profit or loss fall into this category and are measured at amortised cost using the Effective Interest Rate method. Financial liabilities measured at amortised cost are deposits from banks or customers, other borrowed funds, debt securities in issue for which the fair value option is not applied, convertible bonds and subordinated debts.

Cash and bank balances

Cash and bank balances include notes and coins on hand, unrestricted balances held with central banks, balances held with other banks and Money market placements which are used by the Group in the management of its short-term commitments.

Cash and Cash equivalents referred to in the statement of cash flow comprises cash in hand, non-restricted balance held with central banks and amount due from banks on demands with an original maturity of three months or less.

Cash and bank balances are carried at amortised cost in the Statements of financial position.

iii. Reclassifications

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group changes its business model for managing financial assets. A change in the Group's business model will occur only when the Group either begins or ceases to perform an activity that is significant to its operations such as:

- Significant internal restructuring or business combinations; for example an acquisition of a private asset management company that might necessitate transfer and sale of loans to willing buyers, this action will constitute changes in business model and subsequent reclassification of the Loan held from BM1 to BM2 Category
- Disposal of a business line i.e. disposal of a business segment
- Any other reason that might warrant a change in the Group's business model as determined by management based on facts and circumstances.

The following are not considered to be changes in the business model:

- A change in intention related to particular financial assets (even in circumstances of significant changes in market conditions)
- A temporary disappearance of a particular market for financial assets.

- A transfer of financial assets between parts of the Group with different business models.

When reclassification occurs, the Group reclassifies all affected financial assets in accordance with the new business model. Reclassification is applied prospectively from the 'reclassification date'. Reclassification date is 'the first day of the first reporting period following the change in business model. For example, if the Group decides to shut down the retail business segment on 31 January 2018, the reclassification date will be 1 April, 2019 (i.e. the first day of the entity's next reporting period), the Group shall not engage in activities consistent with its former business model after 31 January, 2018. Gains, losses or interest previously recognised are not restated when reclassification occurs.

iv. Modification of financial assets and liabilities

(a) Financial assets

The Group sometimes modifies the contractual cashflows of loans to customers. Where the terms of a financial asset are modified via amendments to the loan agreements, the Group evaluates whether the cash flows of the modified asset are substantially different from the original cashflows. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value. Any difference between the amortised cost of the original financial asset and the present value of the estimated future cashflows of the new asset is debited or credited to the customer's account.

Scenarios where modifications will lead to derecognition of existing loan and recognition of a new loan include but not limited to:

- The exchange of a loan for another financial asset with substantially different contractual terms and conditions such as the restructuring of a loan to a bond; conversion of a loan to an equity instrument of the borrower.
- Roll up of interest into a single bullet payment of interest and principal at the end of the loan term.
- Conversion of a loan from one currency to another currency.
- Extension of maturity dates will lead to modification and derecognition of existing loan and recognition of a new loan.

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset in accordance with IFRS 9, the Group shall recalculate the gross carrying amount of the financial asset and shall recognize a modification gain or loss in profit or loss. For example, contractual cashflows of loan to customers may also be modified due to blanket payment holidays imposed by law and regulations and effective automatically without amendments being made to the loan agreements. In this scenario, the bank revises the expected gross carrying amount by discounting the rescheduled payments at original effective interest rate and the resulting loss is

recognised immediately in Other income in Profit or loss as a cumulative catch-up adjustment.

Fees that are considered in determining the fair value of modified financial asset and fees that represent reimbursement of eligible transaction costs are included in the initial measurement of the asset and form part of the effective interest on the modified financial asset while other fees are included in profit or loss as part of the gain or loss on derecognition.

Impairment assessment is performed on modified financial assets before modification.

(b) Financial Liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expired. The Group derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

De-recognition of financial instruments

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial assets that are transferred to a third party but do not qualify for derecognition are presented in the statement of financial position as 'Assets pledged as collateral', if the transferee has the right to sell or repledge them.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset transferred), and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognized in other comprehensive income is recognized in profit or loss.

(v) Impairment of Financial Assets

In line with IFRS 9, the Group assesses the under listed financial instruments for impairment using Expected Credit Loss (ECL) approach:

- Amortised cost financial assets;
- Debt securities classified as at FVOCI;
- Off-balance sheet loan commitments; and
- Financial guarantee contracts.

Equity instruments and financial assets measured at FVPL are not subjected to impairment under the standard.

Expected Credit Loss Impairment Model

The Group's allowance for credit loss calculations are outputs of models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The expected credit loss impairment model reflects the present value of all cash shortfalls related to default events either over the following twelve months or over the expected life of a financial instrument depending on credit deterioration from inception. The allowance for credit losses reflects an unbiased, probability-weighted outcome which considers multiple scenarios based on reasonable and supportable forecasts.

The Group adopts a three-stage approach for impairment assessment based on changes in credit quality since initial recognition.

- Stage 1 – Where there has not been a significant increase in credit risk (SICR) since initial recognition of a financial instrument, an amount equal to 12 months expected credit loss is recorded. The expected credit loss is computed using a probability of default occurring over the next 12 months. For those instruments with a remaining maturity of less than 12 months, a probability of default corresponding to remaining term to maturity is used.
- Stage 2 – When a financial instrument experiences a SICR subsequent to origination but is not considered to be in default, it is included in Stage 2. This requires the computation of expected credit loss based on the probability of default over the remaining estimated life of the financial instrument.
- Stage 3 – Financial instruments that are considered to be in default are included in this stage. Similar to Stage 2, the allowance for credit losses captures the lifetime expected credit losses.

The guiding principle for ECL model is to reflect the general pattern of deterioration or improvement in the credit quality of financial instruments since initial recognition. The ECL allowance is based on credit losses expected to arise over the life of the asset (life time expected credit loss), unless there has been no significant increase in credit risk since origination.

Measurement of Expected Credit Losses

The probability of default (PD), exposure at default (EAD), and loss given default (LGD) inputs used to estimate expected credit losses are modelled based on macroeconomic variables that are most closely related with credit losses in the relevant portfolio. Details of these statistical parameters/inputs are as follows:

- PD – The probability of default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the remaining

estimated life, if the facility has not been previously derecognized and is still in the portfolio.

- 12-month PDs – This is the estimated probability of default occurring within the next 12 months (or over the remaining life of the financial instrument if that is less than 12 months). This is used to calculate 12-month ECLs. The Bank obtains the constant and relevant coefficients for the various independent variables and computes the outcome by incorporating forward looking macroeconomic variables and computing the forward probability of default.
- Lifetime PDs – This is the estimated probability of default occurring over the remaining life of the financial instrument. This is used to calculate lifetime ECLs for 'stage 2' and 'stage 3' exposures. PDs are limited to the maximum period of exposure required by IFRS 9. The Bank obtains 3 years forecast for the relevant macroeconomic variables and adopts exponentiation method to compute cumulative PD for future time periods for each obligor.
- EAD – The exposure at default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.
- LGD – The loss given default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realization of any collateral. It is usually expressed as a percentage of the EAD.

To estimate expected credit loss for off balance sheet exposures, credit conversion factor (CCF) is usually computed. CCF is a modelled assumption which represents the proportion of any undrawn exposure that is expected to be drawn prior to a default event occurring. It is a factor that converts an off balance sheet exposure to its credit exposure equivalent. In modelling CCF, the Bank considers its account monitoring and payment processing policies including its ability to prevent further drawings during periods of increased credit risk. CCF is applied on the off balance sheet exposures to determine the EAD and the ECL impairment model for financial assets is applied on the EAD to determine the ECL on the off balance sheet exposures.

Forward-looking information

The measurement of expected credit losses for each stage and the assessment of significant increases in credit risk considers information about past events and current conditions as well as reasonable and supportable forecasts of future events and economic conditions. The estimation and application of forward-looking information requires significant judgement.

The measurement of expected credit losses for each stage and the assessment of significant increases in credit risk considers information about past events and current conditions as well as reasonable and supportable forecasts of future events and economic conditions. The estimation and application of forward-looking information requires that:

- The Group uses internal subject matter experts from Risk, Treasury and Business Divisions to consider a range of relevant forward looking data, including macro-economic forecasts and assumptions, for the determination of unbiased general economic adjustments in order to support the calculation of ECLs.
- Macro-economic variables taken into consideration include, but are not limited to, unemployment, interest rates, gross domestic product, inflation, crude-oil prices and exchange rate, and requires an evaluation of both the current and forecast direction of the macro-economic cycle.
- Macro-economic variables considered have strong statistical relationships with the risk parameters (LGD, EAD, CCF and PD) used in the estimation of the ECLs, and are capable of predicting future conditions that are not captured within the base ECL calculations.
- Forward looking adjustments for both general macro-economic adjustments and more targeted at portfolio / industry levels. The methodologies and assumptions, including any forecasts of future economic conditions, are reviewed regularly.

Macroeconomic factors

The Group relies on a broad range of forward looking information as economic inputs, such as: GDP growth, unemployment rates, central bank base rates, crude oil prices, inflation rates and foreign exchange rates. The inputs and models used for calculating expected credit losses may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays may be made as temporary adjustments using expert credit judgement. During the period there are no material overlays.

The macroeconomic variables and economic forecasts as well as other key inputs are reviewed and approved by management before incorporated in the ECL model. Any subsequent changes to the forward looking information are also approved before such are inputted in the ECL model.

The macro economic variables are obtained for 3 years in the future and are reassessed every 6 months to ensure that they reflect prevalent circumstances and are up to date.

Where there is a non-linear relationships, one forward-looking scenario is never sufficient as it may result in the estimation of a worst-case scenario or a best-case scenario. The Bank's ECL methodology considers weighted average of multiple economic scenarios for the risk parameters (basically the forecast macroeconomic variables) in arriving at impairment figure for a particular reporting period. The model is structured in a manner that the final outcome, which is a probability cannot be negative.

SICR is assessed once there is an objective indicator of a deterioration in credit risk of customer. In addition, the Bank as part of its routine credit processes perform an assessment on a quarterly basis to identify instances of SICR.

Multiple forward-looking scenarios

The Group determines allowance for credit losses using three probability-weighted forward-looking scenarios. The Group considers both internal and external sources of information in order to achieve an unbiased measure of the scenarios used. The Group prepares the scenarios using forecasts generated by credible sources such as Business Monitor International (BMI), International Monetary Fund (IMF), Nigeria Bureau of Statistics (NBS), World Bank, Central Bank of Nigeria (CBN), Financial Markets Dealers Quotation (FMDQ), and Trading Economics.

The Group estimates three scenarios for each risk parameter (LGD, EAD, CCF and PD) – Normal, Upturn and Downturn, which in turn is used in the estimation of the multiple scenario ECLs. The ‘normal case’ represents the most likely outcome and is aligned with information used by the Bank for other purposes such as strategic planning and budgeting. The other scenarios represent more optimistic and more pessimistic outcomes. The Bank has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables, credit risk and credit losses.

Assessment of significant increase in credit risk (SICR)

At each reporting date, the Bank assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the remaining expected life from the reporting date and the date of initial recognition. The assessment considers borrower-specific quantitative and qualitative information without consideration of collateral, and the impact of forward-looking macroeconomic factors. The common assessments for SICR on retail and non-retail portfolios include macroeconomic outlook, management judgement, and delinquency and monitoring. Forward looking macroeconomic factors are a key component of the macroeconomic outlook. The importance and relevance of each specific macroeconomic factor depends on the type of product, characteristics of the financial instruments and the borrower and the geographical region.

The Group adopts a multi factor approach in assessing changes in credit risk. This approach considers: Quantitative (primary), Qualitative (secondary) and Back stop indicators which are critical in allocating financial assets into stages.

The quantitative models considers deterioration in the credit rating of obligor/counterparty based on the Bank’s internal rating system or External Credit Assessment Institutions (ECAI) while qualitative factors considers information such as expected forbearance, restructuring, exposure classification by licensed credit bureau, etc.

A backstop is typically used to ensure that in the (unlikely) event that the primary (quantitative) indicators do not change and there is no trigger from the secondary (qualitative) indicators, an account that has breached the 30 days past due criteria for SICR and 90 days past due criteria for default is transferred to stage 2 or stage 3 as the case may be except there is a reasonable and supportable evidence available without undue cost to rebut the presumption.

Definition of Default and Credit Impaired Financial Assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt financial assets carried 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 past due event;
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- It is becoming 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.
- The purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.
- Others include death, insolvency, breach of covenants, etc.

A loan that has been renegotiated due to a deterioration in the borrower's condition is usually considered to be credit-impaired. In addition, loans that are more than 90 days past due are considered impaired.

In making an assessment of whether an investment in sovereign debt is credit-impaired, the Group considers the following factors.

- The market's assessment of creditworthiness as reflected in the bond yields.
- The rating agencies' assessments of creditworthiness.
- The country's ability to access the capital markets for new debt issuance.
- The probability of debt being restructured, resulting in holders suffering losses through voluntary or mandatory debt forgiveness.
- The international support mechanisms in place to provide the necessary support as 'lender of last resort' to that country, as well as the intention, reflected in public statements, of governments and agencies to use those mechanisms. This includes an assessment of the depth of those mechanisms and, irrespective of the political intent, whether there is the capacity to fulfil the required criteria.

Presentation of allowance for ECL in the statement of financial position

Loan allowances for ECL are presented in the statement of financial position as follows:

- Debt instruments measured at FVOCI: no loss allowance is recognised in the statement of financial position because the carrying amount of these assets is their fair value. However, the loss allowance is disclosed and is recognised in the fair value reserve.
- Financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- Loan commitments and financial guarantee contracts: generally, as a provision;
- Where a financial instrument includes both a drawn and an undrawn component, and the Group cannot identify the ECL on the loan commitment component separately from those on the drawn component: the Group presents a combined loss allowance for both components. The combined amount is presented as a deduction from the

gross carrying amount of the drawn component. Any excess of the loss allowance over the gross amount of the drawn component is presented as a provision.

(vi) Write-off

The Group writes off an impaired financial asset (and the related impairment allowance), either partially or in full, where there is no reasonable expectation of recovery as set out in IFRS 9, paragraph 5.4.4. After a full evaluation of a non-performing exposure, in the event that either one or all of the following conditions apply, such exposure shall be recommended for write-off (either partially or in full):

- continued contact with the customer is impossible;
- recovery cost is expected to be higher than the outstanding debt;
- The bank's recovery method is foreclosing collateral and the value of the collateral is such that there is reasonable expectation of recovering the balance in full.

All credit facility write-offs shall require endorsement at the appropriate level, as defined by the Bank. Credit write-off approval shall be documented in writing and properly initialed by the approving authority.

A write-off constitute a derecognition event. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amount due. Whenever amounts are recovered on previously written-off credit exposures, such amount recovered is recognised as income on a cash basis only.

(vii) Embedded derivatives

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host—with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. A derivative that is attached to a financial instrument but is contractually transferable independently of that instrument, or has a different counterparty, is not an embedded derivative, but a separate financial instrument. Where a hybrid contains a host that is a financial asset in the scope of IFRS 9, the entire hybrid contract, including the embedded features, is measured at FVTPL.

(viii) Offsetting financial instruments

Master agreements provide that, if an event of default occurs, all outstanding transactions with the counterparty will fall due and all amounts outstanding will be settled on a net basis.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a currently legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be

contingent on future events and must be enforceable in the normal course of business and in event of default, insolvency or bankruptcy of the company or the counterparty.

Income and expenses are presented on a net basis only when permitted under IFRSs, or for gains and losses arising from a group of similar transactions such as in the Group's trading activity.

(l) Investment securities

Investment securities are initially measured at fair value plus, in case of investment securities not at fair value through profit or loss, incremental direct transaction costs and subsequently accounted for depending on their classification as amortised cost, fair value through profit or loss or fair value through other comprehensive income. See description in accounting policy Note J (ii) above.

(m) Derivatives held for risk management purposes

Derivatives are classified as assets when their fair value is positive or as liabilities when their fair value is negative. Derivative assets and liabilities arising from different transactions are only offset where there is a legal right of offset of the recognised amounts and the parties intend to settle the cash flows on a net basis, or realise the asset and settle the liability simultaneously.

Derivatives held for risk management purposes include all derivative assets and liabilities that are not classified as trading assets or liabilities. Derivatives are recognised initially at fair value; attributable transaction costs are recognised in profit or loss when incurred. Subsequent to initial recognition, derivatives are measured at fair value with changes in fair value recognised in profit or loss.

(n) Repossessed Collateral

In certain circumstances, property is repossessed following the foreclosure on loans that are in default. Repossessed properties are measured at the lower of carrying amount and fair value less costs to sell and reported within 'Other assets'.

(o) Investment in subsidiaries

Investments in subsidiaries are reported at cost less any impairment (if any) in the separate financial statement of the Bank.

A subsidiary is not consolidated but classified as 'held for sale' if it is available for immediate sale in its present condition and its sale is highly probable. A sale is 'highly probable' where: there is evidence of management commitment; there is an active programme to locate a buyer and complete the plan; the asset is actively marketed for sale at a reasonable price compared to its fair value; the sale is expected to be completed within 12 months of the date of classification; and actions required to complete the plan indicate that it is unlikely that there will be significant changes to the plan or that it will be withdrawn.

(p) Property and equipment

(i) Recognition and measurement

The Group recognises items of property and equipment as assets when it is probable that the future economic benefits associated with the asset will flow to the Group and the cost can be measured reliably, items of property and equipment is recognised at the time the cost is incurred. These costs include costs incurred initially to acquire or construct an item of property and equipment as well as the costs of its dismantlement, removal or restoration, the obligation for which an entity incurs as a consequence of using the item during a particular period.

Items of property and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. When parts of an item of property or equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

The assets' carrying values and useful lives are reviewed, and written down if appropriate, at each reporting date. Assets are impaired whenever events or changes in circumstances indicate that the carrying amount is less than the recoverable amount; see note (q) on impairment of non-financial assets.

(ii) Subsequent costs

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

(iii) Depreciation

Depreciation is recognised in the income statement on a straight-line basis to write down the cost of each asset, to their residual values over the estimated useful lives of each part of an item of property and equipment. Leased assets under finance lease are depreciated over the shorter of the lease term and their useful lives.

Depreciation begins when an asset 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. A non-current asset or disposal group is not depreciated while it is classified as held for sale.

The estimated useful lives for the current and comparative periods are as follows:

Item of Property and Equipment	Estimated Useful Life
Leasehold improvements and buildings:	
Leasehold improvements	Over the shorter of the useful life of the item or lease term
Buildings	50 years
Leasehold Land	Over the remaining life of the lease
Furniture and equipment:	

Furniture and fittings	5years
Machine and equipment	5years
Computer hardware	3years
Motor vehicles:	4years

Capital work in progress is not depreciated. Upon completion it is transferred to the relevant asset category. Depreciation methods, useful lives and residual values are reassessed at each reporting date.

Cost of leasehold land is amortised over the remaining life of the lease as stated in the certificate of occupancy issued by Government.

(iv) De-recognition

An item of property and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognised.

(q)

Intangible assets

(i) Goodwill

Goodwill represents the excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquired subsidiaries at the date of acquisition. When the excess is negative, it is recognised immediately in profit or loss; Goodwill on acquisition of subsidiaries is included in intangible assets.

Subsequent measurement

Goodwill is allocated to cash-generating units or groups of cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose identified in accordance with IFRS 8. Goodwill is tested annually as well as whenever a trigger event has been observed for impairment by comparing the present value of the expected future cash flows from a cash generating unit with the carrying value of its net assets, including attributable goodwill and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

(ii) Software

Software acquired by the Group is stated at cost less accumulated amortisation and accumulated impairment losses.

Expenditure on internally developed software is recognised as an asset when the Group is able to demonstrate its intention and ability to complete the development and use the software in

a manner that will generate future economic benefits, and can reliably measure the costs to complete the development. Development costs previously expensed cannot be capitalised. The capitalised costs of internally developed software include all costs directly attributable to developing the software and capitalised borrowing costs, and are amortised over its useful life. Internally developed software is stated at capitalised cost less accumulated amortisation and impairment.

Subsequent expenditure on software assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful life of the software, from the date that it is available for use since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The maximum useful life of software is five years or over the life of the contract

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(r) Impairment of Non financial assets

The carrying amounts of the Group's non-financial assets, inclusive of deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite useful lives or that are available for use, the recoverable amount is estimated each year.

An impairment loss is recognised in the income statement if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a *pro rata* basis.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(s) Deposits, debt securities issued

Deposits and debt securities issued are the Group's sources of debt funding. When the Group sells a financial asset and simultaneously enters into a "repo" or "stock lending" agreement to repurchase the asset (or a similar asset) at a fixed price on a future date, the arrangement is accounted for as a deposit, and the underlying asset continues to be recognised in the Group's financial statements.

The Group classifies capital instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments.

Deposits and debt securities issued are initially measured at fair value plus transaction costs, and subsequently measured at their amortised cost using the effective interest method, except where the Group chooses to carry the liabilities at fair value through profit or loss.

(t)

Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan, and the restructuring either has commenced or has been announced publicly. The Group recognizes no provision for future operating losses.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

(u)

Financial guarantees and loan commitments

Financial guarantees are contracts that require the Group to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantee liabilities are initially recognised at their fair value, and the initial fair value is amortised over the life of the financial guarantee. After initial recognition, guarantee contracts are subsequently measured at the higher of:

- a) The amount of the loss allowance, and
- b) The amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15.

Financial guarantees, principally consisting of letters of credit are included within other liabilities.

Loan commitments are firm commitments to provide credit under pre-specified terms and conditions. The Group recognises a provision in accordance with IAS 37 if the contract was considered to be onerous.

(v) Employee benefits**(i) Defined contribution plans**

A defined contribution plan is a pension plan under which the Group pays fixed contributions to a separate entity. The rate of contribution by the Bank and its employee is 10% and 8% respectively of basic salary, housing and transport allowance. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the Group pays contributions to publicly or privately administered Pension Fund Administrators (PFA) on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense in the Statements of Comprehensive Income when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(ii) Defined benefit plans

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors, such as age, years of service and compensation.

The liability recognised in the Statements of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the date of the Statements of financial position less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. In determining the appropriate discount rate, the Group considers the market yields on Government Bonds of medium duration as compiled by the Debt Management Organisation.

Remeasurements arising from experience adjustments and changes in actuarial assumptions in excess of the plan assets or of the defined benefit obligation are charged or credited to Other Comprehensive Income in the financial year in which they arise. Past-service costs are recognised immediately in the Income statement.

(iii) Termination Benefits

Termination benefits are recognised as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to terminate employment before the normal retirement date. Termination benefits for voluntary redundancies are recognised if the Group has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

(iv) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus

or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(v) Share-based payment transactions

Guaranty Trust Bank operates a cash settled share based compensation scheme managed by a Special Purpose Vehicle (SPV) - Guaranty Trust Bank Staff Investment Trust. The scheme was introduced as a compensation plan for the bank's management personnel to enhance employee retention, by offering the shares acquired by the SPV by way of Share Appreciation Rights (SARs) and Stock Options (hybrid plan) to qualifying members of staff at prevailing net book value.

Acquisition of the bank's shares by the SPV was by means of an overdraft facility extended to the scheme. The hybrid nature (i.e. mix of SARs and Stock Options) entitles the scheme to cash dividend which it uses to defray its obligations on the facility, make dividend payments to members that furnished consideration and extinguish its liability to exiting members. Employees exiting the scheme are granted the right to redeem their holdings for cash at the prevailing market price on fulfilment of specified vesting conditions.

At each reporting period, the fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognized as an expense, with a corresponding increase in liabilities, over the period in which the employees become unconditionally entitled to payment. Any change in the fair value of the liability is recognized as personnel expense in the bank's income statement.

(w) Share capital and reserves

(i) Share issue costs

Incremental costs directly attributable to the issue of an equity instrument are deducted from the initial measurement of the equity instrument.

(ii) Dividend on the Bank's ordinary shares

Dividends on the Bank's ordinary shares are recognised in equity when approved by the Bank's shareholders.

(iii) Treasury shares

Where the Bank or any member of the Group purchases the Bank's shares, the consideration paid is deducted from shareholders' equity as treasury shares until they are cancelled. Where such shares are subsequently sold or reissued, any consideration received is included in shareholders' equity.

(wi) Earnings per share

The Group presents Basic Earnings Per Share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Bank by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss that is attributable to ordinary

shareholders and the weighted-average number of ordinary shares outstanding for effects of all dilutive potential ordinary shares.

(x) 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 Executive Management Committee to make decisions about resources allocated to each segment and assess its performance, and for which discrete financial information is available. All costs directly traceable to the operating segments are allocated to the segment concerned, while indirect cost are allocated based on the benefits derived from such costs.

Habaripay Limited

The following summary describes the operations in each of the Payment Company's reportable segments:

Payment Gateway: payments processed via virtual accounts, USSD, card and bank transfer channels for merchants classified as tech stars, large corporates, small and medium enterprise, and micro merchants

Switching Vertical: payment processed through our payment Switch i.e., account to account bank transfers and card transactions.

Value Added Vertical: bill payments for airtime vending and distribution of bulk SMS processed through Value Added Service Aggregators licensed by Nigeria Communications Commission.

(y) Levies

A levy is an outflow of resources embodying economic benefits that is imposed by governments on entities in accordance with legislation (i.e. laws and/or regulations), other than:

- Those outflows of resources that are within the scope of other Standards (such as income taxes that are within the scope of IAS 12 Income Taxes); and
- Fines or other penalties that are imposed for breaches of the legislation

The Group recognises a levy when the obligating event that gives rise to a liability as identified by the legislation, occurs. This triggers the obligation to pay the levy and recognise the expense for the period.

(z) Stocks

Stocks include consumables and cards held for resale or subsequent issuance to customers. They are measured at lower of cost and net realizable value. Cost comprises of purchase and other costs incurred in bringing the items of stock to their present location and condition. Net realizable value is the estimated issuance price. When items of stocks are issued to customers, their carrying amount is recognized as an expense in the period in which the relevant revenue is recognized.

4. Financial Risk Management

a) Introduction and overview

GTCO Plc Group has a robust risk management framework comprising policies, procedures, and methodologies integrated under a risk governance structure and conform to global best practices and local regulations. The risk policies and methodologies adopted within the Group strive to cover the material risk factors that may adversely impact its operations, financial conditions, strategies, reputation, and investments in its area of operations. These policies are subject to the governance structure in all the subsidiaries within the Group. The Board of each of the subsidiaries, through designated committees, has an oversight function over risk management

These risk factors can result in material losses or lead to a decline in the earnings of the Group where the appropriate risk mitigants are not deployed. Generally, the major risks the Group faces include credit risk, operational risk, market risk, liquidity risk, cybersecurity risk, reputational risk, and regulatory risk amongst others. The Group considers the management of these risks as critical to its performance and its going concern status and ensures that these risks are properly mitigated and managed. A review of the material risks that the Group is exposed to is outlined below:

Material risks in 2025	Areas of focus	2025 in review
Credit risk / Counterparty risk	- Stable credit portfolio backed by strong underwriting practices. - Focused lending to investment-grade customers with strong cash flows. - Focused investments in low to medium-risk counterparties.	Improving credit landscape in the Group. - Risk to the economic outlook due to macroeconomic challenges, and interest rate volatility, though inflation and currency volatility are improving. - Heightened counterparty/investment risks.
Market risk	- Maintained floating lending rates and monitored currency exposure for lending, investment, and trading activities. - Monitoring of FX rate fluctuations, though largely stable in 2025. - Close monitoring of market risk exposures and trading positions	Increasing, impact of cash reserve requirements, declining interest rates due to easing inflationary pressures. - Conduct continuous reviews of interest rate risks in the markets where GTCO is operational
Liquidity risk	- Maintenance of good international and local ratings. - Ensuring improved customer service and system stability - Maintenance of a strong liquidity position with high-quality marketable and liquid assets. - Monitoring of the group's funding profile.	Improving, strong market presence. - Well-diversified deposit base - Maintained a strong liquidity ratio and liquidity coverage ratio.
Operational risk (includes compliance risk)	- Update security standards group-wide. - Continuous awareness to customers to protect them against fraud attempts. - Increasing investments in fraud detection and prevention management tools - Financial crime risk management	Improving, a continuous decline in fraud attempts and security escalations. Fraud loss significantly reduced in 2025. - Cybersecurity fraud was also on the decline.
Capital risk	- Enhancing the group's investment decisions. Continue to make well-informed investment decisions. - Adoption of a robust dividend retention policy - Maintenance of a strong capital position through organic capital generation	- Capital remains robust with a Capital adequacy ratio of 43.82%. - Successfully raised capital of N504billion for GT Bank Nigeria.
Regulatory Risk	- Regular monitoring of the regulatory environment. - Provide prompt treatment and response to regulatory inquiries	High, regulatory environment continues to evolve with new requirements. - Capital raising exercise for GT Bank was concluded - A few subsidiaries were fined for regulatory infractions.

The risk management culture within the subsidiaries in the Group is built based on objectives such as the tone at the top, the responsibility of all employees, communication, and the continuous synergy among the subsidiaries.

To continually sustain its strong risk culture, the Group adopted the COSO definition of Enterprise Risk Management (ERM), which depicts ERM as a process driven by an entity's Board of Directors, Management, and other personnel. It is applied in setting strategies, facilitates the identification of potential events that may affect the entities within the Group, manages risks within the Group's risk appetite, and enables the achievement of the Group's objectives.

Risk Management continues to provide oversight and advisory responsibilities by ensuring that robust risk management principles are adopted in its business activities to identify potential threats, foster the adoption of the appropriate control measures, and curtail risks in achieving the desired objectives.

Risk Management Philosophy

The Group's risk management philosophy describes its attitude to risk taking. It is the driving force behind all the decisions made in the conduct of business activities and operations from a risk perspective. This is fittingly summarized in the following statement:

“To enhance shareholders’ value by creating and maintaining a culture of intelligent risk-taking.”

This philosophy is further cascaded into working statements through the following risk principles:

- The Group's decisions will be based on a careful analysis of its operating environment as well as the implications of the identified risks to the achievement of its strategic goals.
- The Group will not take any action that will compromise its integrity
- Risk control will serve to enhance the achievement of strategic objectives.
- The Group will always comply with all government regulations and continually espouse global best practices.
- Risk management will form a key part of the Group's strategy-setting process
- The Group will only assume risks that fall within its risk appetite with appropriate returns.
- The Group shall adhere to the risk management cycle of identifying, measuring, controlling and reporting risks.
- The Group shall continually review its activities to determine the level of inherent risks and deploy appropriate risk responses at all times.

Risk Appetite

The Group recognizes that there are inherent risks associated with the pursuit of growth opportunities in achieving its strategic objectives. While the risk philosophy articulates how inherent risks are considered when making decisions, the Board and Management of the subsidiaries determine the risks that are acceptable based on their capabilities in terms of people, capital, and technology.

The parameters for the Group's risk appetite are established by the Board via the provision of guidance, ensuring that the annual budgets and forecasts for the Group are reviewed and approved and the regular monitoring of the Group's performance compared to the set risk appetite.

Risk Appetite Statement

“The Group will maintain a moderate risk appetite in its quest of becoming an ecosystem of financial services, by dominating priority sectors across Africa, leveraging on technology and containing its operating costs to remain profitable, nonetheless, avoiding unnecessary risks”.

The Group’s risk appetite statement expresses the attitude and position of the Board and Management on the approach to risk adopted across all the businesses compared to set strategic objectives. The risk appetite statement is driven by the Group’s risk culture, the Group’s set objectives, and the Group’s operational environment. Furthermore, the risk appetite statement set by the Group’s Board serves as a guide for adoption by all the entities in the Group via their policies, processes, controls, and systems. In determining our risk appetite statement as a Group, we have taken into consideration quantitative and qualitative factors.

Risk Tolerance

To achieve the desired impact of the risk appetite statement across all business divisions, the Group defined the risk tolerances applicable to the risk factors for measurement and monitoring purposes and to enhance decision-making. The tolerances are measured via a three-leg limit system that measures an extreme upper region signifying high risk or unacceptable risk level, a middle range region known as a trigger point, and a lower region signifying a low risk or acceptable risk level. These classifications establish the acceptable levels of variation relative to the Group’s desired objective.

The set risk tolerance levels require the approval of the Board of Directors in each of the entities within the Group. The risk tolerance limits are monitored periodically using a dashboard that estimates the status of each risk factor. The result of the dashboard is made available to the Management and Board of Directors in each entity by the respective Head of Risk to aid decision-making. The Group’s approach to the management of risk is independent, and it facilitates the segregation of responsibilities.

(b) Risk Management Framework

The Group’s Risk Management Framework is built on a well-defined organizational structure and established policies to guide in the function of identifying, analyzing, monitoring, and managing the various risks inherent in the Group’s business, as well as setting appropriate risk limits and controls to align the risks with strategic objectives.

While the Board is not involved in the day-to-day risk management function, the risk oversight functions are delegated to the Board Risk Management and Investment Committee, which is accountable to the Board. The Head of Risk and Compliance in the holding company shall bring to the Board’s attention the material risks in the Group and assist the Board in understanding and evaluating how these risks interrelate, how they may affect the Group, and how the risks are managed.

This Committee is responsible for reviewing and recommending for the approval of the Board the Company’s Risk Management policies, overseeing the process of identifying significant risks, and also overseeing the adequacy of risk mitigation, prevention, and reporting mechanisms. The Committee is made up of Executive, Non-Executive, and Independent Non-Executive members.

The Board has also delegated its audit oversight functions to the Board Audit Committee, which is responsible for evaluating the Group's internal control and assurance framework annually, to satisfy itself on the design and completeness of the framework relative to the activities and the risk profile of the Company and its Subsidiaries.

The Board Committees include:

- Board Risk Management and Investment Committee
- Board Information Technology Strategy Committee
- Board Governance, Nominations, and Remuneration Committee
- Statutory Audit Committee
- Board Audit Committee

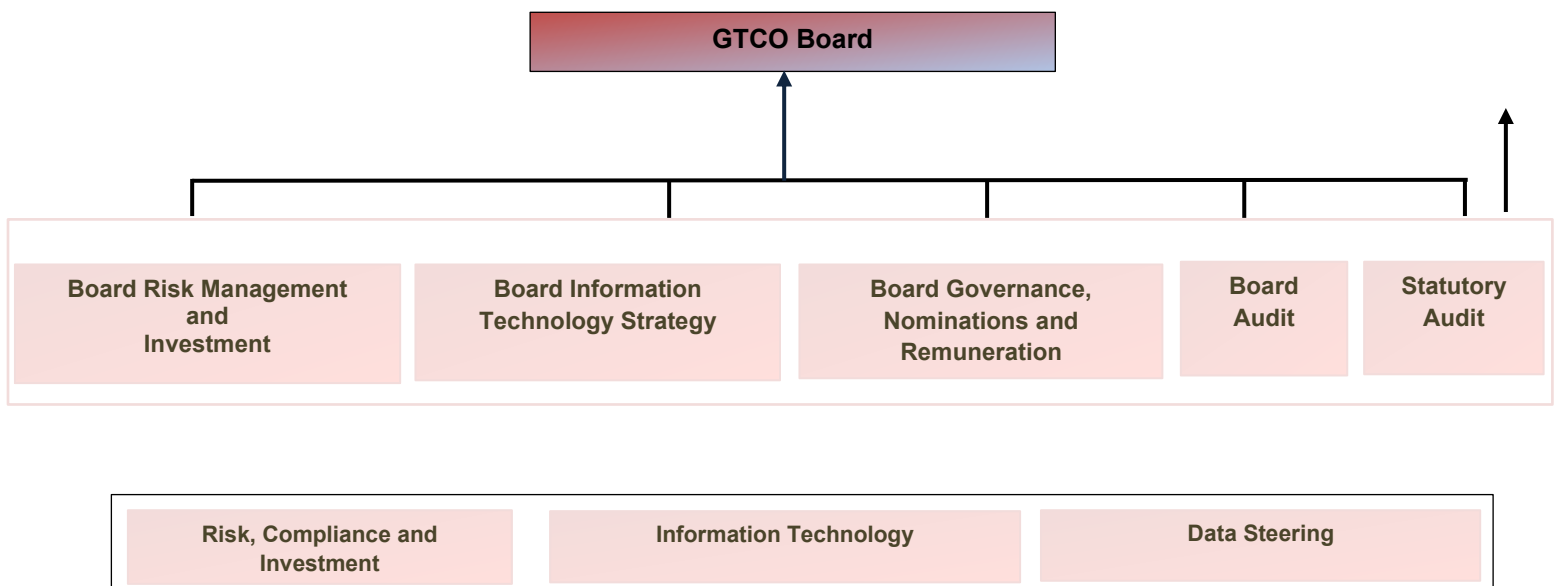
Executive Management oversight function is also carried out at the Group and subsidiary level via Management Committees; the focus of these Committees is the review and appraisal of inherent risks in the operations of the Holding Company and the subsidiaries.

Generally, the operational committees in the Holding Company include:

- Risk, Compliance, and Investment Committee
- Information Technology (IT) Management Committee
- Data Steering Management Committee

These committees meet on a quarterly/biannual basis.

The chart below illustrates the principal standing committees of the Board and senior management-level committees in GTCO's risk governance and oversight structure.



Three Lines of Defence Model

The three lines of defence model is adopted in managing risks in the Group. The groups include:

- Functions that own and manage the risks.
- Functions that oversee risks.
- Functions that provide independent assurance.

First Line of Defence: Owns and manages the risks. They are responsible for implementing corrective actions to address process and control deficiencies. They ensure the maintenance of effective internal controls and execute risk and control procedures on a day-to-day basis. They also identify, assess, control, and mitigate risks to ensure the achievement of set goals and objectives.

Second Line of Defence: Established to perform a policy-setting and monitoring role. It is essentially a risk management and compliance function that facilitates and monitors the implementation of effective risk management practices and the Compliance function across the Group. They monitor risks and ensure compliance with applicable laws and regulations. They are also responsible for identifying known and emerging issues, providing a risk management framework, assisting management in developing processes and controls to manage risks, monitoring the adequacy and effectiveness of internal control, accuracy, and completeness of reporting, and timely remediation of deficiencies.

Third Line of Defence: Provides objective assurance on the effectiveness of governance, risk management, and internal controls. The scope of the assurance, which is reported to Senior Management and the Board, covers a broad range of objectives, including the efficiency and effectiveness of operations, safeguarding of assets, reliability, and integrity of reporting processes, and our compliance with laws, regulations, policies, procedures, and contracts. It also includes all elements of the risk management and internal control framework.

The Company's Board, in its risk oversight function, has delegated the Board Risk Management and Investment Committee to monitor the risk profile of the Group on its behalf and provide an overview of the Group's risk assessment at quarterly meetings.

The Board Risk Management and Investment Committee

The Risk Management and Investment Committee is responsible for several critical functions. These include reviewing and recommending firm-wide risk management policies, risk profiles, and limits for the approval of the Board of Directors. The Committee also determines the adequacy and effectiveness of the risk detection, measurement, and control systems. They also oversee the process of identifying significant risks, in addition to the adequacy of mitigating, preventing, and reporting the risks detected within the Group.

Risk, Compliance, and Investment Committee

The Risk, Compliance, and Investment Committee is the Management team that reviews and monitors the overall risk portfolio in the Group and ensures that the Group is safeguarded against internal and external material surprises. The risks reviewed include credit risk, operational risk, market risk, and others.

The Committee also reviews the implementation of the Group's Compliance policies and procedures to assess the effectiveness and ensure that the decisions and policies emanating from the Board Risk Management and Investment Committee meetings are implemented.

The Committee is also responsible for ensuring that the holding company adopts an optimal investment mix that is consistent with its risk profile.

Group Risk and Compliance Function

The Risk and Compliance function in the Company identifies, monitors, and reports the implementation of risk management policies and procedures for the Holding Company and the Group. The function is also a second line of defence that is responsible for monitoring and overseeing the Compliance risks that the Group is exposed to and ensuring that the Group complies with applicable laws and regulations.

Other responsibilities include identifying known and emerging risks within the Group, maintaining the Risk Management Framework, assisting management in developing processes and controls to manage risks, ensuring compliance with the relevant regulatory policies, elevating risk awareness by facilitating relevant compliance training programmes, and mitigating compliance risks in the Group. Nonetheless, each Subsidiary in the Group has a head of risk and a head of compliance who is responsible for the day-to-day management of risk and compliance functions in the subsidiaries. The Heads of Risk and the Heads of Compliance in the subsidiaries report to their relevant Board Committees and administratively to their Managing Directors.

The Head of the Company's risk and compliance function reports to the Board Risk Management and Investment Committee and administratively to GTCO Plc's Chief Executive Officer.

c) Risk Management Methodology

The Group recognizes that it is in the business of managing inherent risks to derive optimal value for all the stakeholders. It has, therefore, over the years, detailed its approach to risk management through various policies and procedures, which include the following:

- ERM Policies
- Credit Policy Guide
- Market & Liquidity Risk Policy
- Human Resources Policy Manual
- Quality Manual
- Standard Operating Procedures
- IT Policy
- Environmental & Social Risk Management Policy
- Climate Risk Policy
- Operational Risk & Business Continuity policy

(d) Risk Management Overview

The Enterprise-Wide Risk Management in the Group is responsible for optimizing the risks and returns inherent in the Group's businesses through effective collaboration with the business-facing units. The risk management infrastructure encompasses a comprehensive approach to identifying, managing, monitoring, and reporting risks with a focus on the following:

(i) Inherent Risk Groups – Credit, Market, Operational, Liquidity, and Information Security.

(ii) Other Risk Areas – Liquidity, Concentration, Reputational, Strategy, Legal, Fraud, Compliance, and Model Risk

In line with best global practices, the Group incorporated a strategic framework for the efficient measurement and management of risks and capital. The Group has put in place qualitative and quantitative measures that will assist in enhancing its risk management processes and creating a platform for more risk-adjusted decision-making.

(e) Credit risk

Credit risk is the most critical risk for the Group as credit exposures arising from lending activities of the Group's banking subsidiary, which accounts for the major portion of the Group's assets and revenue base. Consequently, the Group ensures that credit risk-related exposures are properly monitored, managed, and controlled.

Lending and other financial activities form the core business of the Group, and in recognition of this, great emphasis is placed on the effective management of the Group's exposure to credit risk. The Group defines credit risk as the risk of failure by a counterparty to meet the terms of its lending contracts with the Group or otherwise to perform as agreed. Credit risk arises anytime funds are extended, committed, invested, or otherwise exposed through actual or implied contractual agreements.

The Group is also exposed to credit/default risk in its non-banking subsidiaries, which are the Fund Managers and Pension businesses. This risk occurs when the other party in an investment transaction defaults on their contractual obligations.

Business units are required to implement credit policies and procedures in line with the credit policy guides as approved by the respective Boards in the subsidiaries. These business units are responsible for the quality and performance of their credit portfolio and for controlling the credit risks in their portfolio. The Internal Audit and Credit Administration Units in the subsidiaries undertake the credit quality reviews of the business units.

The Group continues to focus attention on intrinsic and concentration risks inherent in its businesses to effectively manage portfolio risk. The credit portfolio concentration limits are set and measured under concentration limits per obligor, business line, sector, rating grade, geography, and collateral.

The Group drives the credit risk management processes using appropriate scalable technology to achieve global best practices. To comply with the CBN requirements on the implementation of Basel II, especially with the computation of capital adequacy ratio and market disclosure, the Group invested in software that is customized to suit its internal processes and seamlessly interact with its core application.

To meet the Basel II (Pillar 2) requirements, the Group developed a comprehensive Internal Capital Adequacy Assessment Process (ICAAP) document, which details the approaches and procedures of how the Group measures and computes its various risks and capital requirements. The document also contains details of the capital planning process, and it is updated annually.

The Group constantly monitors its Internal Capital Requirement, which is the amount of capital needed to cover the Group's exposure to the different material risks in its operations. In addition, capital required for credit concentration risk, fraud risk, reputational risk, compliance risk, strategic risk, liquidity risk, and model risk are computed using internal models. All these varied risk types are quantified under Pillar II.

(i) Credit Risk Measurement

In line with IFRS 9, the Group has adopted the Expected Credit Loss (ECL) approach effective January 1, 2018. IFRS 9 adopts a dual measurement approach to determining expected credit loss. The 12-month ECL applies to credit exposure in Stage 1, where there is no significant deterioration in credit quality. It is computed as a loss allowance. The lifetime ECL is the loss allowance computed for credit exposures in Stages 2 and 3. As part of the evolving risk culture, the Group developed internal rating models along its business segments (Corporate, Commercial, Retail, Business Banking, and Small and Medium Enterprises) consistent with international rating agencies with historical data of over five years. This has enabled the Group to successfully implement the Internal Rating Approach as well as the implementation of Expected Credit Loss measurement.

IFRS 9's Expected Credit Loss measurement approach is a proactive way of determining the extent of future loss(es) associated with risk exposures in the Group's portfolio. The key aspect of the ECL approach is the incorporation of the macroeconomic indicators (forecast) into the computation of the future credit loss. The credit impairment under IFRS 9 is determined using a forward-looking method of impairment evaluation by assuming that every risk exposure has inherent credit loss.

The Group undertakes lending activities after a careful analysis of the borrowers' character, capacity to repay, cash flow, credit history, industry conditions, and other factors. In the analysis, the applied parameters are determined by each business segment because of the differences in the inherent risks. These credit risks are analyzed by the relevant business unit in the Banking subsidiary and the Credit Risk Management Groups before approvals are obtained via the designated approval authorities in the subsidiary.

Where it is an investment, the underlying risks of the counterparty are analyzed at Management Investment Committee meetings by the investment team and the Risk Management Group in the non-banking subsidiaries. The counterparties are evaluated for their creditworthiness using ratings from reputable rating agencies in addition to the Group's internal rating parameters.

The Group's customer/counterparty risk rating parameters are used to categorize credit exposures and counterparties according to the degree of financial loss faced and the attendant risks in the transaction. The current risk rating framework consists of ten grades reflecting varying degrees of risk of default with a rating of "1" as the best (AAA) and "10" as lost (D). The risk ratings are subject to regular reviews by Risk Management.

These rating grades also reflect the range of parameters internally developed to predict the default probabilities of each rating class in line with international best practices and compliance with BASEL II requirements.

Rating Grade	Description
1 (AAA)	Exceptional Credit
2 (AA)	Superior Credit
3 (A)	Minimal Risk
4 (BBB)	Above Average

5 (BB)	Average
6 (B)	Acceptable Risk
7 (CCC)	Watch-list
8 (CC)	Substandard Risk
9 (C)	Doubtful Risk
10 (D)	Lost

Risk rating models form the building blocks for the determination of the default risk of counterparties. The models are backtested to ascertain the predictive capabilities relative to actual performance and make necessary amendments as necessary to enhance their effectiveness.

Because the significant increase in credit risk is the main factor that determines the movement of a financial asset from Stage 1 to Stage 2, all obligors with a downward movement of credit rating of more than 3 notches or any movement into rating 7 are migrated to Stage 2. An obligor is moved into Stage 3 when there is a rating migration to rating grades 8 to 10.

A credit exposure in Stage 3 can subsequently be deemed “cured”. A facility is deemed to be “cured” when there is a significant reduction in the credit risk of the financial instrument. “Cured” credit exposures within Stage 2 are monitored for a probationary period of 90 days to confirm if the credit risk has decreased sufficiently before they can be migrated from Stage 2 to Stage 1 while “Cured” credit exposures within Stage 3 are monitored for a probationary period of 180 days before migration from Stage 3 to Stage 1. The decrease in the risk of default is reflected in the obligor’s Risk Rating, which is a critical input for Staging.

In computing the Expected Credit Loss (ECL), the Group considers four components listed below:

- 1. Probability of Default (PD)** – This is an estimate of the likelihood of default over a given time horizon (e.g., 12 months or a lifetime). The Group assesses the probability of default of individual counterparties using internal rating tools tailored to the various categories of counterparty. The tools have been developed internally using rigorous statistical analysis and the professional judgment of analysts.

The rating tool combines qualitative and quantitative factors comparable to internationally available standards. The rating methods are subject to backtesting to ensure that they reflect the latest projection in light of all observed defaults.

The Group uses a statistical approach in estimating the PD, considering macroeconomic indicators and obligor-specific data. The statistical model specifies the relationship between the inputs and the outcome - PD. The parameters determined depend on the data used to develop the model.

To estimate an IFRS 9 compliant PD, the Group adopts the Logistic Regression method as one of the highly recommended statistical techniques. This is a statistical method for analyzing a dataset in which there are one or more independent variables (macroeconomic/obligor-specific data) that determine an outcome (probability of default).

The default status of an obligor is used as a dependent variable, while macroeconomic variables (such as interest rate, GDP growth rate, unemployment rate, etc.) and customer-specific information (e.g., changes

in the obligor's rating and interest rate) are used as independent variables. The default status reflects the credit ratings assigned to counterparties. These ratings are generated based on the due consideration of obligor-specific quantitative (financial) information and qualitative (non-financial) information, such as business age, industry, management structure, business risk, etc.

The Group's rating model considers past and current economic information, however, the accounting standard requires that forward-looking information is incorporated into the PD determination.

To achieve an IFRS 9 compliant PD, the Group adopted the Logistic Regression model, which incorporates the macroeconomic forecasts into the PD determination process. The Normal scenario macroeconomic variables used for the forecast are obtained from credible sources while the Upturn and Downturn scenarios are derived based on historical trend analysis and management's unbiased estimates of forward-looking macroeconomic indicators.

The Group uses a Simplified approach in determining PDs for other financial instruments below:

1. Investments in securities issued by Sovereign
2. Investments in securities issued by State Government
3. Interbank Placements

2. **Exposure at Default (EAD)** – This is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest and expected drawdown on committed facilities.

EAD measures the utilized exposure at default. For on-balance sheet exposures, the gross value of the exposure is taken into account, and for off-balance sheet exposures, a credit conversion factor (CCF) is used to estimate future utilization. The off-balance sheet exposures are considered when performing staging and ECL calculations.

The modeling approach for EAD reflects expected changes in the balance outstanding over the lifetime of the loan exposure that are permitted by the current contractual terms. These expected changes include:

- Contractual repayments/amortization schedule
- Prepayments (i.e., early repayment)
- Changes in utilization of an undrawn commitment within agreed credit limits in advance of default.

This cash-flow model further reflects movements in the EAD in the months before default. Interest payments receivable on the account as at the reporting date are included in the EAD to reflect an expectation that these interest payments could be missed in the eventuality/occurrence of a default.

The inputs into the EAD model are reviewed to assess their suitability for IFRS 9 and adjusted, where required, to ensure an unbiased, probability-weighted ECL calculation reflecting current expectations and forward-looking information.

3. **Loss Given Default (LGD)** – This is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from any collateral. It is usually expressed as a percentage of the EAD. It typically varies by type of counterparty, type of exposure, seniority of claim, and the availability of collateral or other credit support.

The Group uses the Workout and Recovery Approach in determining its LGD. This approach models LGD based on the actual cash flows that can be recovered from an obligor by the workout process once default

has occurred. The methodology involves the prediction of the future cash flows that can be recovered from a company after it has defaulted on its payments. It takes into account all cash flows from the distressed asset linked to the recovery.

The forecasted cash flows are discounted using the EIR. These discounted cash flows are summed up to provide the expected recovery amount. The total exposure of the firm at the time of default minus the expected recovery amount gives the loss given default in absolute terms. The ratio of loss given default in absolute value to exposure at default gives the LGD in percentage terms.

The Group incorporates forward-looking information into the LGD model through adjustments to the collateral values to reflect their fair value and the EAD to reflect prepayment rates and foreign currency adjustments (on foreign currency-denominated facilities).

- 4. Discount Rate** – This is used to discount an expected loss to a present value at the reporting date using the effective interest rate (EIR) (or where applicable, other rate permitted by IFRS 9) determined at initial recognition.

(ii) Risk Limit Control and Mitigation Policies

The Group applies limits to control credit risk concentration and the diversification of its risk assets and other assets portfolio. Limits are maintained for individual borrowers, counterparties, groups of related borrowers, business lines, sectors, rating grades, collateral types, and geographical areas.

In addition to regulatory limits, other parameters are applied internally to determine the suitable limits that an individual borrower in the banking subsidiaries should have. These include obligor rating, position in the industry, perceived requirements of key players, financial analysis, etc.

Economic sector limits are put in place to guide against concentration risk as a result of exposures to a set of counterparties operating in a particular industry. The industry limits are arrived at after rigorous analysis of the risks inherent in the industries or economic sectors. The limits set for each industry or economic sector depend on the historical performance of the sector as well as the intelligence report on the outlook of the sector.

These limits are recommended and reviewed by Risk Management in each subsidiary and approved by the Board of Directors per subsidiary. During the review period, limits can be realigned (by way of outright removal, reduction, or increase) based on macroeconomic events.

Approval decisions are guided by a strategic focus as well as the stated risk appetite and other limits established by the Board of Directors and regulatory authorities. Internal approval limits are also set for various levels of officers in the approval process to enhance turnaround time.

The lending authority in the Group flows through the management hierarchy, with the final authority residing with the Board of Directors.

Master Netting Arrangements

Master netting arrangements are entered into to manage its exposure to credit losses, where applicable, with counterparties with which it undertakes a significant volume of transactions. The right to set off is triggered by default. By so doing, the credit risk associated with favourable contracts is reduced by a master netting arrangement to the extent that if a default occurs, all amounts with the counterparty are terminated and settled on a net basis.

The overall exposure to credit risk on derivative instruments subject to master netting arrangements can change substantially within a short period, as it is affected by each transaction subject to the arrangement.

Off-balance sheet engagements

These instruments are contingent and carry the same credit risk as loans and advances. As a policy, all off-balance sheet exposures are subjected to the same rigorous credit analysis as that of the on-balance sheet exposures in the Group. The major off-balance sheet items in the books are Bonds and Guarantees, which will only be issued where the Group has full cash collateral or a counter-guarantee from a first-class bank or any other acceptable security.

Contingencies

Contingent assets/liabilities, which include transactions related to bonds and guarantees, letters of credit, and short-term foreign currency-related transactions, are not recognized in the annual financial statements but are disclosed.

Placements

Placement lines cover the settlement risks inherent in the Group's activities with its counterparties. The approved limits are arrived at after conducting a fundamental analysis of the counterparties, with the presentation of the findings made to Management and the Board for approval. The adherence to these limits is monitored by Risk Management. Per the group's policy, placements with local banks are backed by treasury bills.

f) Chargeback Risk

Chargeback risk is the potential financial loss due to disputed or unauthorized transactions, which can result in a reversal of the original payment. This can occur when a customer claims that a transaction was not authorized, was incorrect, or did not meet their expectations. Merchants typically collect advance payments for supplying products and services based on certain warranties. Although processing card transactions is not an extension of credit, acquirers are relying on the creditworthiness of the merchant. This crystallizes into a credit risk where the merchant is unable to pay for any reason, and the acquirer is responsible for the chargeback.

The payment business has a merchant risk monitoring framework that assesses the risk each merchant carries. In addition, enhanced due diligence reviews are conducted on suspicious transactions to mitigate chargeback risks.

Investment Risk – This is the probability of the occurrence of losses relative to the expected return on an investment. Investments in this definition exclude trading positions and refer to investments made in the Group for strategic or operational needs.

This risk is assessed and measured through the valuation of the assets at a particular period to ascertain any changes (appreciation or depreciation) in their value.

The Group's exposure to market risks is monitored through the setting of limits in addition to other monitoring tools adopted by the Group. These limits are recommended by Risk Management and approved by the Board. The limits are also regularly examined and updated in line with regulatory requirements, scale, complexity, and the risk tolerance of the Group, with breaches reported to the Senior Management and the Board.

IFRS 7 requires the Group to disclose the amounts that best represents its maximum exposure (Net carrying amount) to credit risk at the end of the reporting period without taking account of any collateral held or other credit enhancements (eg netting agreements that do not qualify for offset in accordance with IAS 32). This disclosure is presented below for the Company and Group as at 31 December 2025 and 31 December 2024.

Credit risk exposure relating to On-Balance Sheet

<i>In thousands of Nigerian naira</i> Classification	Maximum exposure Group		Maximum exposure Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Cash and bank balances:				
- Unrestricted balances with central banks	595,182,479	472,981,966	-	-
- Balances held with other banks	507,868,170	830,071,371	-	-
- Money market placements	3,787,227,187	2,840,877,776	-	-
Loans and advances to banks	83,633	87,794	-	-
Loans and advances to customers ¹ :				
- Loans to individuals	517,056,538	388,307,536	-	-
- Loans to non-individuals	2,615,158,928	2,397,356,504	-	-
Financial assets at fair value through profit or loss:				
- Debt securities	166,888,958	59,602,997	-	-
- Derivative financial instruments	203,746	-	-	-
Investment securities:				
- Debt securities	5,524,005,446	4,139,966,885	-	-
Assets pledged as collateral:				
- Debt securities	119,009,036	114,570,075	-	-
Restricted deposits and other assets ²	2,630,260,286	2,362,357,923	428,696,196	250,238,501
Total	16,462,944,407	13,606,180,827	428,696,196	250,238,501
Loans exposure to total exposure	19%	20%	0%	0%
Debt securities exposure to total exposure	35%	32%	0%	0%
Other exposures to total exposure	46%	48%	100%	100%

As shown above, 19% (Company: 0%) of the total maximum exposures is derived from loans and advances to banks and customers (2024: 20% ; Company: 0%); while 35% (Company: 0%) represents exposure to investments in debt securities (2024: 32% ; Company: 0%). The Directors are confident in their ability to continue to control exposure to credit risk within a specified risk appetite which can result from both its Loans and Advances portfolio and Debt securities.

¹ Further classification of Loans to Customers along product lines are provided on the next page.

² Balances included in Restricted deposits and other assets above are those subject to credit risks. Items not subject to credit risk, which include Recognised assets for defined benefit obligations, Prepayment and Stock have been excluded.

Credit risk exposure relating to Off-Balance Sheet

<i>In thousands of Nigerian naira</i>	Maximum exposure Group		Maximum exposure Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Financial guarantees	437,737,691	592,945,965	-	-
Other contingents	241,005,706	75,531,485	-	-
Total	678,743,397	668,477,450	-	-

Contingencies are disclosed on Note 42

The maximum exposure to credit risk for loan commitments as at 31 December 2025 is N494bn (Dec: N732bn) amount which is subject to impairment

Classification of Maximum Exposure on Loans to Customers by Product

Loans and advances have been classified into Overdraft, Loans and Others throughout the Financials Statements.

- Overdraft are lines of credit which allow customers to write cheques for more than the actual balance on their accounts usually to finance working capital.
- Loans include non-revolving facilities given to finance specific transactions, capital projects or a customer's expansion Programme.
- Others include Usances and Usance Settlement.

Maximum exposure on Loans and advances to customers is analysed below:

	Group		Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Loans to individuals:				
Overdraft	16,266,000	14,782,925	-	-
Loans	499,661,029	373,399,383	-	-
Others	1,129,509	125,228	-	-
	517,056,538	388,307,536	-	-
Loans to non-individuals:				
Overdraft	117,563,326	210,021,553	-	-
Loans	2,450,755,904	2,177,503,380	-	-
Others	46,839,698	9,831,571	-	-
	2,615,158,928	2,397,356,504	-	-

Credit quality of Financial Assets

IFRS 7 requires information about the credit quality of financial assets. This information is provided below for balances held with counterparty, money market placements, Financial assets at fair value through profit or loss and investment securities.

Unrestricted balances with central banks, Balances held with other banks, Money Market placements, financial assets at fair value through profit or loss and Investment Securities

Unrestricted balances with central banks

The credit quality of Unrestricted balances with central banks are assessed by reference to external credit ratings information about counterparty default rates.

<i>In thousands of Nigerian naira</i>	Credit quality Group		Credit quality Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Sovereign Ratings				
Nigeria (B-) S&P	19,396,204	23,393,851	-	-
BB-	4,640,890	28,979,717	-	-
B	-	11,214,104	-	-
B+	17,933,513	24,667,303	-	-
B-	491,454,816	295,299,466	-	-
unrated	61,757,056	89,427,525	-	-
	595,182,479	472,981,966	-	-

Restricted and Unrestricted balances with Central Bank of Nigeria are assigned Sovereign rating of B- from S&P.

A significant portion of the Group's unrated financial assets relates to cash balances held with central banks as well as sovereign debt securities for which no external ratings are available. For such assets, the Group considers the credit quality of the counterparty, taking into account its financial position, past experience and other factors. Exposure limits are set and compliance is monitored by management.

Balances held with other banks

The credit quality of Balances held with other banks are assessed by reference to external credit ratings information about counterparty default rates.

<i>In thousands of Nigerian naira</i>	Credit quality Group		Credit quality Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Counterparties with external credit rating (S&P)				
AA	-	15,450,020	-	-
AA-	158,595	159,143	-	-
A+	11,313,209	208,909,147	-	-
A	30,308,857	-	-	-
A-1	113,233,273	133,289,034	-	-
A-2	38,986,379	141,159,552	-	-
A-3	46,675	46,836	-	-
A-	11,772,048	123,781,300	-	-
BBB+	-	156,082,727	-	-
BB	-	45,947	-	-
BB-	(1)	3,004	-	-
B-	140,316,531	-	-	-
Unrated	161,732,604	51,144,662	-	-
	507,868,170	830,071,371	-	-

Money Market placements

The credit quality of Money Market placements are assessed by reference to external credit ratings information about counterparty default rates.

<i>In thousands of Nigerian naira</i>	Credit quality Group		Credit quality Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Counterparties with external credit rating (S&P)				
A	777,894,581	-	-	-
A+	101,881,183	-	-	-
A-	710,383,326	-	-	-
A-1+	-	76,955,946	-	-
A-1	334,624,543	807,379,768	-	-
A-2	35,586,631	1,119,918,526	-	-
BBB-	61,444,346	23,442,942	-	-
BBB+	11,819,796	-	-	-
BB-	403,123,343	3,182,258	-	-
A-3	11,634,715	-	-	-
AAA	2,582,878	1,058,251	-	-
B-	251,504,848	-	-	-
B	913,804,985	379,520,400	-	-
	3,616,285,175	2,411,458,091	-	-
Counterparties without external credit rating				
Unrated	170,942,012	429,419,685	-	-
	170,942,012	429,419,685	-	-
	3,787,227,187	2,840,877,776	-	-

Financial Assets at Fair value through profit or loss

The credit quality of Financial Assets at fair value through profit or loss are assessed by reference to external credit ratings information about counterparty default rates.

<i>In thousands of Nigerian naira</i>	Group		Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Sovereign Ratings				
Nigeria (B-) S&P	152,132,055	29,984,113	-	-
Other Sovereign (B-) S&P	14,756,903	29,618,884	-	-
	166,888,958	59,602,997	-	-

Investment Securities

The credit quality of investment securities are assessed by reference to external credit ratings information about counterparty default rates.

<i>In thousands of Nigerian naira</i>	Credit quality Group		Credit quality Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Sovereign Ratings:				
Nigeria (B-) S&P	2,963,135,549	1,651,717,061	-	-
Ghana (B-) S&P	884,700,815	609,113,415	-	-
Other Sovereign Rating US (AA+) S&P	285,148,832	248,464,974	-	-
Other Sovereign Rating (AA) S&P	257,007,180	281,970,176	-	-
Other Sovereign Rating (BB-) S&P	562,137,001	414,076,878	-	-
Other Sovereign Rating (B) S&P	-	307,085,884	-	-
Counterparties without external credit rating :				
Unrated	571,876,069	627,538,497	-	-
	5,524,005,446	4,139,966,885	-	-

Of the Group's Investment Securities of N5,524,005,446,000 (Dec 2024: N4,139,966,885,000) the sum of N2,963,135,549,000 (2024: N1,651,717,061,000) relates to investment in treasury bills and bond issued by the Federal Government of Nigeria and bears the sovereign risk of the Federal Government of Nigeria. The Federal Republic of Nigeria currently has a foreign long term issuer credit rating of B- (S&P).

Assets pledged as collateral

The credit quality of Assets pledged as collateral are assessed by reference to external credit ratings information about counterparty default rates.

<i>In thousands of Nigerian naira</i>	Group		Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Soverign Ratings				
Nigeria (B-) S&P	83,231,623	85,018,714	-	-
Other Sovereign Rating (B-) S&P	35,777,413	29,551,361	-	-
	119,009,036	114,570,075	-	-

Restricted deposits and other assets

The credit quality of Restricted deposits and other assets are assessed by reference to external credit ratings information about counterparty default rates.

<i>In thousands of Nigerian naira</i>	Group		Company	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Soverign Ratings				
Nigeria (B-) S&P	2,198,641,672	2,018,557,273	428,696,196	250,238,501
Counterparties with external credit rating (S&P)				
A-1	41,590,398	85,881,761	-	-
A-1+	103,939,838	91,275,961	-	-
BB-	1,788,016	244,216	-	-
BBB	2,714,968	3,465,879	-	-
Ghana (B-) S&P	121,821,512	63,991,106	-	-
Unrated	159,763,882	98,941,727	-	-
	2,630,260,286	2,362,357,923	428,696,196	250,238,501

Rating Legend:**External credit rating (S&P)**

AA+: Very Strong Capacity to Repay
 AA: Very Strong Capacity to Repay
 AA-: Very Strong Capacity to Repay
 A+: Strong Capacity to Repay
 A: Strong Capacity to Repay
 A-: Strong Capacity to Repay

External credit rating (S&P)

BB+: Moderate Capacity to Repay
 BB: Speculative credit rating
 B+: Highly Speculative Credit Rating
 B: Highly Speculative Credit Rating
 B-: Highly Speculative Credit Rating
 C: Speculative Credit Rating

External credit rating (Agusto):

A- : Strong capacity to meet obligations
 B: Weak Financial condition but obligations
 are still being met as and when they fall due

External credit rating (Fitch)

AA-: High grade
 A: High grade

A-1+ : Prime Rating	External credit rating (Moody's)	A-: Upper medium grade
A-1 : Upper Medium Credit Rating	P-3: Moderate Capacity to Repay	BBB+: Lower medium grade
A-2 : Upper Medium Credit Rating	F1+:Strong capacity to repay	BBB-: Lower medium grade
A-3 : Lower Medium Credit Rating	F1:Strong capacity to repay	BB: Non investment grade speculative
BBB+:Adequate Capacity to Repay	External credit rating (Agusto):	BB-: Non investment grade speculative
BBB:Adequate Capacity to Repay	Aa- : Very strong capacity to repay	B: Speculative credit rating
BBB-:Adequate Capacity to Repay	A : Strong capacity to repay	B+: Speculative credit rating

Credit Concentration

IFRS 7 requires disclosures on credit risk concentration. Concentration of risk arise from financial instruments that have similar characteristics and are affected similarly by changes in economic or other conditions. This information has been provided along geographical areas and economic sectors.

(i) Geographical Sector**Concentration of risks of financial assets with credit risk exposure**

The following table breaks down the Group's credit exposure (without taking into account any collateral held or other credit support), as categorised by geographical region as at the reporting date. For this table, the Group has allocated exposures to regions based on the country of domicile of its counterparties.

Credit risk exposure relating to On-Balance Sheet

Group
Dec-2025

In thousands of Nigerian naira

Classification	Nigeria	Rest of Africa	Outside Africa	Total
<i>Cash and bank balances:</i>				
- Unrestricted balances with central banks	19,396,204	575,786,275	-	595,182,479
- Balances held with other banks	23,073,227	248,003,119	236,791,824	507,868,170
- Money market placements	879,321,490	736,862,907	2,171,042,790	3,787,227,187
Loans and advances to banks	83,633	-	-	83,633
<i>Loans and advances to customers¹:</i>				
- Loans to individuals	165,206,100	165,703,402	186,147,036	517,056,538
- Loans to non-individuals	1,938,761,745	676,397,183	-	2,615,158,928
<i>Financial assets at fair value through profit or loss:</i>				
- Debt securities	152,132,055	14,756,903	-	166,888,958
- Derivative financial instruments	203,746	-	-	203,746
<i>Investment securities:</i>				
- Debt securities	2,647,654,603	2,334,194,478	542,156,365	5,524,005,446
<i>Assets pledged as collateral:</i>				
- Debt securities	83,231,623	35,777,413	-	119,009,036
Restricted deposits and other assets ²	2,171,263,105	397,143,207	61,853,974	2,630,260,286
	8,080,327,531	5,184,624,887	3,197,991,989	16,462,944,407

Of the Group's Credit risk exposure outside Africa relating to On-balance sheet, 24% relates to exposures in United States of America, 75% relates to exposures in United Kingdom and 1% relates to exposures in other countries.

¹ Further classification of Loans & Advances to Customers along product lines is provided on the next page.

² Balances included in Restricted deposits and other assets above are those subject to credit risks. Items not subject to credit risk, which include Recognised assets for defined benefit obligations, Prepayment and Stock have been excluded.

Credit risk exposure relating to Off-Balance Sheet

Credit Risk Exposure relating to off-balance sheet items are as follows:

Group
Dec-2025

In thousands of Nigerian naira

	Nigeria	Rest of Africa	Outside Africa	Total
Financial guarantees	344,682,502	92,776,780	278,409	437,737,691
Other contingents	157,605,380	49,115,535	34,284,791	241,005,706
	502,287,882	141,892,315	34,563,200	678,743,397

Contingencies are disclosed on Note 42

The maximum exposure to credit risk for loan commitments as at 31 Dec 2025 is N494bn amount which is subject to impairment

Classification of Credit Concentration on Loans to Customers by Product

The maximum credit exposure of Loans & advances across geographical region and product lines is shown below:

Group
Dec-2025

In thousands of Nigerian naira

Classification	Nigeria	Rest of Africa	Outside Africa	Total
<i>Loans to individuals:</i>				
Overdraft	11,860,990	4,405,010	-	16,266,000
Loans	153,345,110	161,243,848	185,072,071	499,661,029
Others	-	54,544	1,074,965	1,129,509
	165,206,100	165,703,402	186,147,036	517,056,538
<i>Loans to non-individuals:</i>				
Overdraft	57,864,873	59,698,453	-	117,563,326
Loans	1,834,057,174	616,698,730	-	2,450,755,904
Others [#]	46,839,698	-	-	46,839,698
	1,938,761,745	676,397,183	-	2,615,158,928

[#] Others include Usances and Usance Settlement.

Credit risk exposure relating to On-Balance Sheet

Group
Dec-2024

In thousands of Nigerian naira

Classification	Nigeria	Rest of Africa	Outside Africa	Total
<i>Cash and bank balances:</i>				
- Unrestricted balances with central banks	23,393,851	449,588,115	-	472,981,966
- Balances held with other banks	9,214,698	214,468,463	606,388,210	830,071,371
- Money market placements	742,454,093	192,850,307	1,905,573,376	2,840,877,776
Loans and advances to banks	87,794	-	-	87,794
<i>Loans and advances to customers¹:</i>				
- Loans to individuals	145,388,846	121,665,619	121,253,071	388,307,536
- Loans to non-individuals	1,921,877,196	475,479,308	-	2,397,356,504
<i>Financial assets at fair value through profit or loss:</i>				
- Debt securities	43,031,552	16,571,445	-	59,602,997
- Derivative financial instruments	-	-	-	-
<i>Investment securities:</i>				
- Debt securities	1,812,471,588	1,797,060,146	530,435,151	4,139,966,885
<i>Assets pledged as collateral:</i>				
- Debt securities	85,018,714	29,551,361	-	114,570,075
Restricted deposits and other assets ²	1,993,678,151	218,289,478	150,390,294	2,362,357,923
	6,776,616,483	3,515,524,242	3,314,040,102	13,606,180,827

Of the Group's Credit risk exposure outside Africa relating to On-balance sheet, 18% relates to exposures in United States of America, 81% relates to exposures in United Kingdom and 1% relates to exposures in other countries.

¹ Further classification of Loans & Advances to Customers along product lines is provided on the next page.

² Balances included in Restricted deposits and other assets above are those subject to credit risks. Items not subject to credit risk, which include Recognised assets for defined benefit obligations have been excluded.

Credit risk exposure relating to Off-Balance Sheet

Credit Risk Exposure relating to off-balance sheet items are as follows:

Group
Dec-2024

In thousands of Nigerian naira

	Nigeria	Rest of Africa	Outside Africa	Total
Financial guarantees	496,703,086	95,944,551	298,328	592,945,965
Other contingents	8,020,226	26,900,934	40,610,325	75,531,485
	504,723,312	122,845,485	40,908,653	668,477,450

Contingencies are disclosed on Note 42

The maximum exposure to credit risk for loan commitments as at 31 December 2024 is N732bn amount which is subject to impairment

Classification of Credit Concentration on Loans to Customers by Product

The maximum credit exposure of loans and advances across geographical regions and product lines is shown below

Group
Dec-2024

In thousands of Nigerian naira

Classification	Nigeria	Rest of Africa	Outside Africa	Total
<i>Loans to individuals:</i>				
Overdraft	8,942,984	5,839,941	-	14,782,925
Loans	136,445,862	115,825,678	121,127,843	373,399,383
Others	-	-	125,228	125,228
	145,388,846	121,665,619	121,253,071	388,307,536
<i>Loans to non-individuals:</i>				
Overdraft	144,934,362	65,087,191	-	210,021,553
Loans	1,767,111,263	410,392,117	-	2,177,503,380
Others ¹	9,831,571	-	-	9,831,571
	1,921,877,196	475,479,308	-	2,397,356,504

¹ Others include Usances and Usance Settlement.

(ii) Industry sectors

The following table breaks down the Group's credit exposure at net amounts (without taking into account any collateral held or other credit support), as categorised by the industry sectors of the Group's counterparties.

Credit Risk Exposure to on-balance sheet items**Group****Dec-2025***In thousands of Nigerian naira*

	Capital market		Construction/	General			Info.Telecoms						
Classification	Agriculture	& Financial institution	Real estate	Education	Commerce	Government	Manufacturing	Oil & gas	& Transport. ²	Individual	Others ¹	Total	
Cash and bank balances:													
- Unrestricted balances with central banks	-	-	-	-	-	595,182,479	-	-	-	-	-	595,182,479	
- Balances held with other banks	-	507,868,170	-	-	-	-	-	-	-	-	-	507,868,170	
- Money market placements	-	3,787,227,187	-	-	-	-	-	-	-	-	-	3,787,227,187	
Loans and advances to banks	-	83,633	-	-	-	-	-	-	-	-	-	83,633	
Loans and advances to customers ³ :													
- Loans to individuals	-	-	-	-	-	-	-	-	-	517,056,538	-	517,056,538	
- Loans to non-individuals	177,933,082	12,152,420	13,000,696	4,636,847	373,483,349	76,380,331	303,381,628	1,088,132,286	274,269,926	253,920	291,534,443	2,615,158,928	
Financial assets at fair value through profit or loss:													
- Debt securities	-	-	-	-	-	166,888,958	-	-	-	-	-	166,888,958	
- Derivative financial instruments	-	203,746	-	-	-	-	-	-	-	-	-	203,746	
Investment securities:													
- Debt securities	-	-	-	-	-	5,522,647,052	-	-	-	-	1,358,394	5,524,005,446	
Assets pledged as collateral:													
- Debt securities	-	-	-	-	-	119,009,036	-	-	-	-	-	119,009,036	
Restricted deposits and other assets ⁴	-	181,109,604	-	-	-	2,198,641,672	-	-	-	-	250,509,010	2,630,260,286	
	177,933,082	4,488,644,760	13,000,696	4,636,847	373,483,349	8,678,749,528	303,381,628	1,088,132,286	274,269,926	517,310,458	543,401,847	16,462,944,407	

¹ Includes Engineering Services, Hospitality, Clubs, Cooperative Societies etc.

² Includes Telecoms, Logistics, Maritime and Haulage.

³ Further classification of Loans to Customers along product lines are provided on the next page.

⁴ Balances included in Restricted deposits and other assets above are those subject to credit risks. Items not subject to credit risk, which include Recognised assets for defined benefit obligations, prepayment and stock have been excluded.

Credit Risk Exposure to off-balance sheet items**Group****Dec-2025***In thousands of Nigerian naira*

Classification	Agriculture	Capital market & Financial institution	Construction/ Real estate	Education	General Commerce	Government	Manufacturing	Oil & gas	Info.Telecoms & Transport. ²	Individual	Others ¹	Total
Financial guarantees	32,063,998	32,929,038	85,050,588	200,000	28,710,897	-	304,060	197,010,736	6,373,462	274,246	54,820,666	437,737,691
Other contingents	-	34,968,537	-	-	7,487,467	12,922	163,830,923	1,431,611	4,796,605	10,409,444	18,068,197	241,005,706
Total	32,063,998	67,897,575	85,050,588	200,000	36,198,364	12,922	164,134,983	198,442,347	11,170,067	10,683,690	72,888,863	678,743,397

¹ Includes Engineering Services, Hospitality, Clubs, Cooperative Societies etc.² Includes Telecoms, Logistics, Maritime and Haulage.

Loan commitments as at 31 December 2025 is N494bn

Classification of Sectorial Credit Concentration on Loans to Customers by Product**Group****Dec-2025***In thousands of Nigerian naira*

Classification	Agriculture	Capital market & Financial institution	Construction/ Real estate	Education	General Commerce	Government	Manufacturing	Oil & gas	Info.Telecoms & Transport. ²	Individual	Others ¹	Total
<i>Loans to individuals:</i>												
Overdraft	-	-	-	-	-	-	-	-	-	16,266,000	-	16,266,000
Loans	-	-	-	-	-	-	-	-	-	499,661,029	-	499,661,029
Others	-	-	-	-	-	-	-	-	-	1,129,509	-	1,129,509
	-	-	-	-	-	-	-	-	-	517,056,538	-	517,056,538
<i>Loans to non-individuals:</i>												
Overdraft	4,479,420	10,908,619	1,765,611	779,894	16,305,240	1,436,653	18,460,755	25,019,336	4,656,601	13,128	33,738,069	117,563,326
Loans	173,453,662	1,243,801	11,235,085	3,856,953	354,813,006	74,943,678	245,509,425	1,058,161,502	269,613,325	240,764	257,684,703	2,450,755,904
Others	-	-	-	-	2,365,103	-	39,411,448	4,951,448	-	28	111,671	46,839,698
	177,933,082	12,152,420	13,000,696	4,636,847	373,483,349	76,380,331	303,381,628	1,088,132,286	274,269,926	253,920	291,534,443	2,615,158,928

¹ Includes Engineering Services, Hospitality, Clubs, Cooperative Societies etc.² Includes Telecoms, Logistics, Maritime and Haulage.

Credit Risk Exposure to on-balance sheet items**Group****Dec-2024***In thousands of Nigerian naira*

Classification	Agriculture	Capital market & Financial institution	Construction/ Real estate	Education	General Commerce	Government	Manufacturing	Oil & gas	Info.Telecoms & Transport. ²	Individual	Others ¹	Total
<i>Cash and bank balances:</i>												
- Unrestricted balances with central banks	-	-	-	-	-	472,981,966	-	-	-	-	-	472,981,966
- Balances held with other banks	-	830,071,371	-	-	-	-	-	-	-	-	-	830,071,371
- Money market placements	-	2,840,877,776	-	-	-	-	-	-	-	-	-	2,840,877,776
Loans and advances to banks	-	87,794	-	-	-	-	-	-	-	-	-	87,794
<i>Loans and advances to customers ³:</i>												
- Loans to individuals	-	-	-	-	-	-	-	-	-	388,307,536	-	388,307,536
- Loans to non-individuals	204,083,259	18,405,042	42,900,535	4,861,329	299,785,269	34,246,390	490,038,016	1,036,754,606	176,249,711	586,776	89,445,571	2,397,356,504
<i>Financial assets at fair value through profit or loss:</i>												
- Debt securities	-	-	-	-	-	59,602,997	-	-	-	-	-	59,602,997
- Derivative financial instruments	-	-	-	-	-	-	-	-	-	-	-	-
<i>Investment securities:</i>												
- Debt securities	-	35,679,130	-	-	-	4,102,805,041	-	-	-	-	1,482,714	4,139,966,885
<i>Assets pledged as collateral:</i>												
- Debt securities	-	-	-	-	-	114,570,075	-	-	-	-	-	114,570,075
Restricted deposits and other assets ⁴	-	242,929,712	-	-	-	2,019,205,126	-	-	-	-	100,223,085	2,362,357,923
	204,083,259	3,968,050,825	42,900,535	4,861,329	299,785,269	6,803,411,595	490,038,016	1,036,754,606	176,249,711	388,894,312	191,151,370	13,606,180,827

¹ Includes Engineering Services, Hospitality, Clubs, Cooperative Societies etc.² Includes Telecoms, Logistics, Maritime and Haulage.³ Further classification of Loans to Customers along product lines are provided on the next page.⁴ Balances included in Restricted deposits and other assets above are those subject to credit risks. Items not subject to credit risk, which include Recognised assets for defined benefit obligations, prepayment and stock have been excluded.

Credit Risk Exposure to off-balance sheet items**Group****Dec-2024***In thousands of Nigerian naira*

Classification	Agriculture	Capital market & Financial institution	Construction/ Real estate	Education	General Commerce	Government	Manufacturing	Oil & gas	Info.Telecoms & Transport. ⁴	Individual	Others ¹	Total
Financial guarantees	34,766	7,984,000	200,497,007	-	24,271,612	-	21,650,996	287,579,528	2,072,847	1,027,036	47,828,173	592,945,965
Other contingents	4,174	41,170,475	-	-	10,766,698	3,884,073	13,318,839	6,975	355,489	4,585,832	1,438,930	75,531,485
Total	38,940	49,154,475	200,497,007	-	35,038,310	3,884,073	34,969,835	287,586,503	2,428,336	5,612,868	49,267,103	668,477,450

¹ Includes Engineering Services, Hospitality, Clubs, Cooperative Societies etc.² Includes Telecoms, Logistics, Maritime and Haulage.

Loan commitments as at 31 December 2024 is N732bn

Classification of Sectorial Credit Concentration on Loans to Customers by Product**Group****Dec-2024***In thousands of Nigerian naira*

Classification	Agriculture	Capital market & Financial institution	Construction/ Real estate	Education	General Commerce	Government	Manufacturing	Oil & gas	Info.Telecoms & Transport. ⁴	Individual	Others ¹	Total
<i>Loans to individuals:</i>												
Overdraft	-	-	-	-	-	-	-	-	-	14,782,925	-	14,782,925
Loans	-	-	-	-	-	-	-	-	-	373,399,383	-	373,399,383
Others	-	-	-	-	-	-	-	-	-	125,228	-	125,228
	-	-	-	-	-	-	-	-	-	388,307,536	-	388,307,536
<i>Loans to non-individuals:</i>												
Overdraft	24,723,189	2,483,919	2,596,473	246,695	25,284,046	3,604,460	18,473,441	95,926,740	778,184	586,776	35,317,630	210,021,553
Loans	179,360,070	15,921,123	40,304,047	4,614,634	274,498,806	30,641,930	461,770,550	940,823,695	175,471,527	-	54,096,998	2,177,503,380
Others	-	-	15	-	2,417	-	9,794,025	4,171	-	-	30,943	9,831,571
	204,083,259	18,405,042	42,900,535	4,861,329	299,785,269	34,246,390	490,038,016	1,036,754,606	176,249,711	586,776	89,445,571	2,397,356,504

¹ Includes Engineering Services, Hospitality, Clubs, Cooperative Societies etc.² Includes Telecoms, Logistics, Maritime and Haulage.

The following tables show the analysis of the credit risk exposure of financial instruments for which an ECL allowance is recognised. The gross carrying amount of financial assets below also represents the Group's maximum exposure to credit risk on these assets:

Maximum exposure to credit risk - Loans and advances

Group

Dec-2025

In thousands of Nigerian naira

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	446,119,022	-	-	446,119,022
Very Strong Capacity	633,582,157	-	-	633,582,157
Strong Repayment Capacity	1,316,439,451	-	-	1,316,439,451
Acceptable risk	602,720,905	-	-	602,720,905
Significant increase in credit risk	-	69,653,922	-	69,653,922
Default	-	-	160,465,437	160,465,437
Total	2,998,861,535	69,653,922	160,465,437	3,228,980,894

Group

Dec-2024

In thousands of Nigerian naira

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	343,144,382	-	-	343,144,382
Very Strong Capacity	724,785,523	-	-	724,785,523
Strong Repayment Capacity	1,146,210,142	-	-	1,146,210,142
Acceptable risk	479,807,494	-	-	479,807,494
Significant increase in credit risk	-	75,184,232	-	75,184,232
Default	-	-	151,152,466	151,152,466
Total	2,693,947,541	75,184,232	151,152,466	2,920,284,239

Maximum exposure to credit risk - Money Market Placements**Group****Dec-2025***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	3,790,629,100	-	-	3,790,629,100

Group**Dec-2024***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	2,844,526,719	-	-	2,844,526,719

Maximum exposure to credit risk - Unrestricted balances with central banks.**Group****Dec-2025***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	595,182,479	-	-	595,182,479

Group**Dec-2024***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	472,981,966	-	-	472,981,966

Maximum exposure to credit risk - Balances held with other banks.**Group****Dec-2025***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	507,868,170	-	-	507,868,170

Group**Dec-2024***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	830,071,371	-	-	830,071,371

Maximum exposure to credit risk - Investment securities**Group****Dec-2025***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	POCI	Grand Total
Exceptional Capacity	5,200,029,989	-	-	342,688,390	5,542,718,379

Group**Dec-2024***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	POCI	Grand Total
Exceptional Capacity	3,818,452,949	-	-	339,894,011	4,158,346,960

Maximum exposure to credit risk - Restricted deposits and other assets**Group****Dec-2025***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	2,700,914,735	-	-	2,700,914,735

ith central banks (See note 34(i) below)

Group**Dec-2024***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	2,424,839,614	-	-	2,424,839,614

ith central banks (See note 34(i) below)

Maximum exposure to credit risk - off balance sheet**Group****Dec-2025***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	678,743,397	-	-	678,743,397

Group**Dec-2024***In thousands of Nigerian naira*

Rating	Stage 1	Stage 2	Stage 3	Grand Total
Exceptional Capacity	668,477,450	-	-	668,477,450

The Maximum exposure to credit - risk for loan commitment is N494bn (Dec-2024 N732bn) rated exceptional capacity and in stage 1

Disclosures of various factors that impact the ECL Model as at 31 December 2025.

These Factors revolves around:

- 1) Discounting of the expected future cashflows from individual obligors with their respective Effective interest rate (EIR) on the set future dates to present value.
- 2) Application of varying haircut to underlying collateral and further discounting with their respective EIR
- 3) Application of varying forward looking information in relation to underlying macroeconomic assumptions and the degree of responsiveness of the obligors to the assumptions at different degree of normal, downturn and upturn scenarios. The weightings applied to the multiple economic scenarios are upturn - 29.6%; normal - 42.6%; and downturn - 27.8% (Dec-2024 upturn - 27.5%; normal - 47%; and downturn - 25.5%).

The following macro-economic forecasts under the different scenarios were adopted for individual customers:

Macro-Economic variable assumptions:

	Scenario	2026	2027	2028
Exchange rate (₦/USD)	Upturn	1180.06	1110.44	1137.06
	Normal	1400.00	1336.00	1366.00
	Downturn	1619.94	1561.56	1594.94
Inflation rate (%)	Upturn	13.57	12.63	11.38
	Normal	16.50	15.40	14.00
	Downturn	19.43	18.17	16.62
Unemployment (%)	Upturn	4.66	4.47	4.58
	Normal	5.00	4.80	4.90
	Downturn	5.34	5.13	5.22
GDP growth rate (%)	Upturn	5.95	7.18	9.13
	Normal	4.68	5.96	7.90
	Downturn	3.41	4.74	6.67

The following macro-economic forecasts under the different scenarios were adopted for corporate customers:

Macro-Economic variable assumptions:

	Scenario	2026	2027	2028
Exchange rate (₦/USD)	Upturn	1180.06	1110.44	1137.06
	Normal	1400.00	1336.00	1366.00
	Downturn	1619.94	1561.56	1594.94
Inflation rate (%)	Upturn	13.57	12.63	11.38
	Normal	16.50	15.40	14.00
	Downturn	19.43	18.17	16.62
Crude oil prices (USD/barrel)	Upturn	81.70	85.13	83.61
	Normal	71.00	75.00	74.00
	Downturn	60.30	64.87	64.39
Crude oil Production (barrel)	Upturn	1,698,488	2,289,576	2,321,326
	Normal	1,500,000	2,100,000	2,140,000
	Downturn	1,301,512	1,910,424	1,958,674
GDP growth rate (%)	Upturn	5.95	7.18	9.13
	Normal	4.68	5.96	7.90
	Downturn	3.41	4.74	6.67

Disclosures of various factors that impact the Subsidiaries ECL Model as at 31 December 2025.

The following macro-economic forecasts under the different scenarios were adopted in the stated jurisdictions:

Macro-Economic variable assumptions for individual customers:

Scenario	Macroeconomic Variable	United Kingdom	Ghana	Kenya	Sierra-Leone	Rwanda	Gambia
Normal	Exchange rate (Per US\$)	1.4750	13.40	129.03	22.80	1,577.54	72.04
	inflation rate	2.70%	9.90%	4.50%	4.57%	5.80%	6.90%
	unemployment rate	3.70%	4.10%	5.40%	3.00%	13.00%	8.30%
	Residential Property Prices	n/a	n/a	9.0%	8.5%	n/a	n/a
	GDP	1.20%	4.80%	5.20%	4.90%	7.50%	6.40%
Upturn	Exchange rate (Per US\$)	1.36	13	125.00	22.40	1,500.00	71.00
	inflation rate	2.50%	8%	3.20%	3.50%	3.50%	6.0%
	unemployment rate	3.29%	3.50%	5.00%	2.50%	11.50%	7.00%
	Residential Property Prices	n/a	n/a	10.0%	11.0%	n/a	n/a
	GDP	1.30%	5.50%	6.20%	5.50%	9.00%	6.50%
Downturn	Exchange rate (Per US\$)	1.30	14.50	131.00	24.00	1,820.00	76.18
	inflation rate	5.00%	10.50%	5.80%	5.50%	9.00%	8.00%
	unemployment rate	4.45%	5.30%	5.80%	2.50%	15.50%	9.50%
	Residential Property Prices	n/a	n/a	7.5%	6.0%	n/a	n/a
	GDP	1.40%	4.0%	4.80%	3.50%	4.00%	4.50%

Macro-Economic variable assumptions for corporate customers:

Scenario	Macroeconomic Variable	United Kingdom	Ghana	Kenya	Sierra-Leone	Rwanda	Gambia
Normal	Exchange rate (Per US\$)	1.4750	13.40	129.030	22.80	1577.538	72.040
	inflation rate	2.70%	9.90	4.50	4.57	5.800	6.900
	GDP	1.20%	4.80	5.40	4.90	7.500	6.400
	Crude(\$/pbl)	n/a	62.00	n/a	78	62.0	n/a
Upturn	Exchange rate (Per US\$)	1.36	13	125.00	22.40	1,500.00	71.00
	inflation rate	2.50%	8%	3.20%	3.50%	3.50%	6.0%
	GDP	1.30%	5.50%	6.20%	5.50%	9.00%	6.50%
	Crude(\$/pbl)	n/a	70	n/a	85	48.0%	n/a
Downturn	Exchange rate (Per US\$)	1.30	14.50	131.00	24.00	1,820.00	76.18
	inflation	5.00%	10.50%	5.80%	5.50%	9.00%	8.00%
	GDP	1.40%	4.0%	4.80%	3.50%	4.00%	4.50%
	Crude(\$/pbl)	n/a	55	n/a	71	85.0%	n/a

(vii) Impairment and provisioning policies

The following policies guide the Group's provisioning and impairment:

(1) Loan Categorization

All loans and advances are categorized as follows during the current period:

- **Stage 1 Loans and Advances:**

These are loans and advances that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk (where the optional simplification is applied) at the reporting date. The credit quality of the Stage 1 loans and advances are assessed by reference to the internal rating system adopted by the Group (see Note 4(f)(ii) Credit Risk Measurement). These are assigned ratings 1-6.

In addition to the above, Stage 1 loans and advances are loans that have experienced movement of credit rating of less than 3 notches migration from origination and are not in default

- **Stage 2 Loans and Advances:**

These are loans and advances that have deteriorated significantly in credit quality since initial recognition but do not have objective evidence of a credit loss event. The credit quality of the Stage 2 loans and advances are assessed by reference to the internal rating system adopted by the Group (see Note 4(f)(ii) Credit Risk Measurement). These are assigned rating 7.

In addition to the above, Stage 2 loans and advances are loans that have experienced movement of credit rating of more than 3 notches migration from origination and are not in default.

- **Stage 3 Loans and Advances:**

These are loans and advances that have objective evidence of a credit loss event. Stage 3 allocation is driven by either the identification of credit impairment or an exposure being classified as defaulted. The credit quality of the Stage 3 loans and advances are assessed by reference to the internal rating system adopted by the Group (see Note 4(f)(ii) Credit Risk Measurement). These are assigned ratings 8-10.

(2) Allowances for impairment

The Group establishes an allowance for impairment losses that represents its estimate of expected credit losses in its loan portfolio. In accordance with IFRS 9 which requires the recognition of 12 month expected credit losses (the portion of lifetime expected credit losses from default events that are expected within 12 months of the reporting date) if credit risk has not significantly increased since initial recognition (stage 1), and lifetime expected credit losses for financial instruments for which the credit risk has increased significantly since initial recognition (stage 2) or which are credit impaired (stage 3).

Stage 1 – This is where credit risk has not increased significantly since initial recognition. For loans in stage 1, the Group recognises 12-month ECL and interest income is recognised on a gross basis – this means that interest will be calculated on the gross carrying amount of the loan before adjusting for ECL.

Stage 2 - This is where credit risk has increased significantly since initial recognition (stage 1). When a loan is transferred to stage 2, the Group recognises lifetime ECL but interest income will continue to be recognised on a gross basis.

Stage 3 – At stage 3, the loan is credit impaired. This is effectively the point at which there has been an incurred loss event. For loans in stage 3, the Group continues to recognise lifetime ECL but interest income is recognised on a net basis. This means that interest income will be calculated based on the gross carrying amount of the loan less ECL.

Realizable collaterals are important component of cash flows.

(3) Loans with renegotiated terms

Loans with renegotiated terms are loans that have been restructured due to deterioration in the borrower's financial position and where the Group has made concessions that it would not otherwise consider. Once the loan is restructured, it remains in this category independent of satisfactory performance after restructuring.

(4) Governance structure around the ECL model:

The governance around the ECL model centres on the monitoring of performance of obligors in accordance with the term and conditions of the underlying facilities and ensure that the ratings assigned to each counterparty reflects the outcome of the internal rating model of the Group, tailored to the various categories and sectors of the counterparties. For this purpose, the Group has set up 3 level of structure with oversights on the review of credit performance and assign credit ratings. The three levels of governance structure are:

- i) **Chief Risk Officer:** The Chief Risk Officer (CRO) works with the divisional heads and relationship managers to monitor and provide feedback on the performance of the facilities less than or equal to ₦100 million. This gives him insight into what the appropriate rating migration for each facility in this band should be.
- ii) **An Executive Director (ED) who is a member of the Board Risk Management Committee (BRMC):** An ED who is a member of the BRMC has been assigned responsibility for the facilities above ₦100 million but less than ₦500 million. The ED works with the CRO, divisional heads and the relationship managers to monitor the facilities in this category. He ensures that adequate information as to the

level of performance of these facilities is promptly retrieved and the counterparties are correctly rated.

- iii) **The Managing Director (MD):** The Managing Director presides over the review of facilities over ₦500 million. The Managing Director may also decide to retain the oversight on the performance of all facilities irrespective of the amount.

Every decision made with respect to the performance of these facilities must be approved by the MD.

All the above approving authorities in respect of credit ratings consider number of days past due as one of the quantitative variables in the determination of the credit ratings to be assigned to credit facilities. Facilities that are 30 days past due are assigned a credit rating of 7 except appropriate rebuttals are in place to justify a better credit rating while Facilities that are 90 days past due are assigned a rating of 8 except appropriate rebuttals are in place to justify a better credit rating.

(5) Policy around rebuttal:

When backstop is used and an account that has breached the 30 days past due criteria for SICR and 90 days past due criteria for default is transferred to stage 2 or stage 3 respectively, the presumption can be rebutted only on the basis of the following:

- i) The relationship manager and divisional head must provide reasonable and supportable evidence for the rebuttal. In doing this, the evidence must be provided to the CRO and credit risk management team within 10 working days failure of which the transfer will be made.
- ii) For accounts that are moved to stage 2, the CRO and credit risk management team will review the evidence provided by the relationship manager and provide feedback to the relationship manager as regards the acceptability of the evidence.
- iii) For accounts that are moved to stage 3, the CRO and credit risk management team will review the evidence provided by the relationship manager. The account is then scheduled to be presented to the Criticised Asset Committee (CAC).
- iv) CAC takes decision with respect to the acceptability of the evidence presented to it.
- v) Where the evidence is deemed acceptable as stated in (ii) and (iv) above, the account is immediately transferred back to the previous stage. Where the evidence is not acceptable, the account is left in the new stage except the relationship manager is able to provide fresh evidence which will follow the same step above.

(i) Credit quality of Stage 1 Loans and advances

The credit quality of the portfolio of Stage 1 loans and advances can be assessed by reference to the internal rating system adopted by the Group.

Group**Dec-2025***In thousands of Nigerian Naira*

Rating	Loans and advances to customers						Loans and advances to banks		Total
	Overdraft	Individuals Loans	Others	Overdraft	Non-individuals Loans	Others	Overdraft	Loans	
Exceptional capacity	2,405	217,664,925	1,074,965	7,513,287	219,860,922	2,518	-	-	446,119,022
Very strong capacity	158,861	16,658,824	-	12,393,373	565,253,694	39,117,405	-	-	633,582,157
Strong repayment capacity	7,223,913	203,322,566	-	48,694,445	1,054,809,334	2,389,193	-	-	1,316,439,451
Acceptable risk	4,526,085	21,665,895	54,544	29,885,201	541,594,672	4,994,508	-	-	602,720,905
Total	11,911,264	459,312,210	1,129,509	98,486,306	2,381,518,622	46,503,624	-	-	2,998,861,535
Impairment	679,167	3,729,120	-	2,768,403	14,820,145	180,318	-	-	22,177,153
Net Loans	11,232,097	455,583,090	1,129,509	95,717,903	2,366,698,477	46,323,306	-	-	2,976,684,382

Group**Dec-2024***In thousands of Nigerian Naira*

Rating	Loans and advances to customers						Loans and advances to banks		Total
	Overdraft	Individuals Loans	Others	Overdraft	Non-individuals Loans	Others	Overdraft	Loans	
Exceptional capacity	92,739	133,145,083	125,228	7,627,995	202,151,079	2,258	-	-	343,144,382
Very strong capacity	1,524,304	33,374,394	-	11,904,501	668,262,865	9,719,459	-	-	724,785,523
Strong repayment capacity	8,292,812	159,491,392	-	132,292,308	846,126,052	7,578	-	-	1,146,210,142
Acceptable risk	3,703,959	41,683,965	-	30,163,450	404,123,408	131,299	1,413	-	479,807,494
Total	13,613,814	367,694,834	125,228	181,988,254	2,120,663,404	9,860,594	1,413	-	2,693,947,541
Impairment	703,625	4,446,191	-	10,766,983	21,953,480	35,267	67	-	37,905,613
Net Loans	12,910,189	363,248,643	125,228	171,221,271	2,098,709,924	9,825,327	1,346	-	2,656,041,928

(ii) Stage 2 Loans and Advances to Customers

Group

Dec-2025

In thousands of Nigerian Naira

	Loans to Individual	Loans to Non-individual	Loans to Banks	Total
Gross Loans:				
Loans	34,394,457	13,571,276	-	47,965,733
Overdraft	5,074,841	16,163,394	1,417	21,239,652
Others	-	448,537	-	448,537
	39,469,298	30,183,207	1,417	69,653,922
Impairment:				
Loans	426,692	92,143	-	518,835
Overdraft	43,945	268,911	52	312,908
Others	-	48	-	48
	470,637	361,102	52	831,791
Net Amount:				
Loans	33,967,765	13,479,133	-	47,446,898
Overdraft	5,030,896	15,894,483	1,365	20,926,744
Others	-	448,489	-	448,489
	38,998,661	29,822,105	1,365	68,822,131
FV of collateral ¹ :				
Loans	27,235,010	9,811,651	-	37,046,661
Overdraft	4,018,477	12,441,362	-	16,459,839
Others	-	1,647,348	-	1,647,348
	31,253,487	23,900,361	-	55,153,848
Amount of undercollateralisation:				
Others	7,159,447	3,759,625	-	10,919,072
Others	1,056,364	3,722,032	1,417	4,779,813
Others	-	-	-	-
	8,215,811	6,282,846	1,417	14,500,074
Net Loans	38,998,661	29,822,105	1,365	68,822,131
Amount of undercollateralisation on net loans	7,745,174	5,921,744	1,365	13,668,283

¹ The nature of fair value of collateral are set out in the summary of collaterals pledged against loans and advances.

Group**Dec-2024***In thousands of Nigerian Naira*

	Loans to Individual	Loans to Non-individual	Loans to Banks	Total
Gross Loans:				
Loans	5,069,242	54,456,908	-	59,526,150
Overdraft	2,047,941	13,609,929	212	15,658,082
Others	-	-	-	-
	7,117,183	68,066,837	212	75,184,232
Impairment:				
Loans	117,828	8,368,255	-	8,486,083
Overdraft	219,963	495,929	-	715,892
Others	-	-	-	-
	337,791	8,864,184	-	9,201,975
Net Amount:				
Loans	4,951,414	46,088,653	-	51,040,067
Overdraft	1,827,978	13,114,000	212	14,942,190
Others	-	-	-	-
	6,779,392	59,202,653	212	65,982,257
FV of collateral ¹ :				
Loans	8,546,600	78,862,755	-	87,409,355
Overdraft	3,452,772	35,896,031	-	39,348,803
Others	-	-	-	-
	11,999,372	114,758,786	-	126,758,158
Amount of undercollateralisation:				
Loans	-	-	-	-
Overdraft	-	-	212	-
Others	-	-	-	-
	-	-	212	-
Net Loans	6,779,392	59,202,653	212	65,982,257
Amount of undercollateralisation on net loans	-	-	212	-

¹ The nature of fair value of collateral are set out in the summary of collaterals pledged against loans and advances.

(iii) Stage 3 Loans and Advances to Customers

The breakdown of gross amount of Stage 3 Loans, along with the fair value of related collateral held by the Group as security, are as follows:

Group**Dec-2025***In thousands of Nigerian Naira*

	Loans to Individual	Loans to Non-individual	Loans to Banks	Total
Gross loans:				
Loans	31,022,520	109,724,800	164,290	140,911,610
Overdraft	3,316,034	16,170,046	-	19,486,080
Others	-	67,747	-	67,747
	34,338,554	125,962,593	164,290	160,465,437
Impairment:				
Loans	20,910,178	39,147,919	82,022	60,140,119
Overdraft	3,315,195	10,217,537	-	13,532,732
Others	-	-	-	-
	24,225,373	49,365,456	82,022	73,672,851
Net Amount:				
Loans	10,112,342	70,576,881	82,268	80,771,491
Overdraft	839	5,952,509	-	5,953,348
Others	-	67,747	-	67,747
	10,113,181	76,597,137	82,268	86,792,586
FV of collateral ¹ :				
Loans	17,166,304	111,824,229	105,081	129,095,614
Overdraft	1,834,927	14,125,990	-	15,960,917
Others	-	-	-	-
FV of collateral	19,001,231	125,950,219	105,081	145,056,531
Amount of undercollateralisation:				
Loans	13,856,216	-	59,209	11,815,996
Overdraft	1,481,107	2,044,056	-	3,525,163
Others	-	67,747	-	67,747
	15,337,323	12,374	59,209	15,408,906
Net Loans	10,113,181	76,597,137	82,268	86,792,586
Amount of undercollateralisation on net loans	-	-	-	-

¹ The nature of fair value of collateral are set out in the summary of collaterals pledged against loans and advances.

Group**Dec-2024***In thousands of Nigerian Naira*

	Loans to Individual	Loans to Non-individual	Loans to Banks	Total
Gross loans:				
Loans	25,383,194	86,983,649	162,924	112,529,767
Overdraft	2,573,042	36,043,569	-	38,616,611
Others	-	6,088	-	6,088
	27,956,236	123,033,306	162,924	151,152,466
Impairment:				
Loans	20,184,010	54,278,858	76,688	74,539,556
Overdraft	2,528,142	10,357,119	-	12,885,261
	22,712,152	64,635,977	76,688	87,424,817
Net Amount:				
Loans	5,199,184	32,704,791	86,236	37,990,211
Overdraft	44,900	25,686,450	-	25,731,350
Others	-	6,088	-	6,088
	5,244,084	58,397,329	86,236	63,727,649
FV of collateral ¹ :				
Loans	17,252,392	40,318,705	105,081	57,676,178
Overdraft	1,748,839	47,794,628	-	49,543,467
Others	-	1,686,248	-	1,686,248
FV of collateral	19,001,231	89,799,581	105,081	108,905,893
Amount of undercollateralisation:				
Loans	8,130,802	46,664,944	57,843	54,853,589
Overdraft	824,203	-	-	-
Others	-	-	-	-
	8,955,005	33,233,725	57,843	42,246,573
Net Loans	5,244,084	58,397,329	86,236	63,727,649
Amount of undercollateralisation on net loans	-	-	-	-

¹ The nature of fair value of collateral are set out in the summary of collaterals pledged against loans and advances.

Upon initial recognition of loans and advances, the fair value of collateral is based on valuation techniques commonly used for the corresponding assets. In subsequent periods, the fair value is assessed by reference to market price or indexes of similar assets.

Categorization of Loans and advances

The table below analyses the Group's Loans and advances based on the categorization by Performance of the Loans and the allowances taken on them.

Dec-2025

<i>In thousands of Nigerian Naira</i>	Loans to Individual	Group Dec-2025 Loans to non- Individual	Loans to Banks	Total	Loans to Individual	Company Dec-2025 Loans to non- Individual	Loans to Banks	Total
Stage 1 - 12 months ECL	472,352,983	2,526,508,552	-	2,998,861,535	-	-	-	-
Stage 2 - Life Time ECL Not Credit Impaired	39,469,298	30,183,207	1,417	69,653,922	-	-	-	-
Stage 3 - Non Performing Loans	34,338,554	125,962,593	164,290	160,465,437	-	-	-	-
Gross Loans and Advances	546,160,835	2,682,654,352	165,707	3,228,980,894	-	-	-	-
<i>Less allowances for impairment:</i>								
Stage 1 - 12 months ECL	4,408,287	17,768,866	-	22,177,153	-	-	-	-
Stage 2 - Life Time ECL Not Credit Impaired	470,637	361,102	52	831,791	-	-	-	-
Stage 3 - Non Performing Loans	24,225,373	49,365,456	82,022	73,672,851	-	-	-	-
Total allowance	29,104,297	67,495,424	82,074	96,681,795	-	-	-	-
Net Loans and Advances	517,056,538	2,615,158,928	83,633	3,132,299,099	-	-	-	-

Dec-2024

	Loans to Individual	Group Dec-2024 Loans to non- Individual	Loans to Banks	Total	Loans to Individual	Company Dec-2024 Loans to non- Individual	Loans to Banks	Total
Stage 1 - 12 months ECL	381,433,876	2,312,512,252	1,413	2,693,947,541	-	-	-	-
Stage 2 - Life Time ECL Not Credit Impaired	7,117,183	68,066,837	212	75,184,232	-	-	-	-
Stage 3 - Non Performing Loans	27,956,236	123,033,306	162,924	151,152,466	-	-	-	-
Gross Loans and Advances	416,507,295	2,503,612,395	164,549	2,920,284,239	-	-	-	-
<i>Less allowances for impairment:</i>								
Stage 1 - 12 months ECL	5,149,816	32,755,730	67	37,905,613	-	-	-	-
Stage 2 - Life Time ECL Not Credit Impaired	337,791	8,864,184	-	9,201,975	-	-	-	-
Stage 3 - Non Performing Loans	22,712,152	64,635,977	76,688	87,424,817	-	-	-	-
Total allowance	28,199,759	106,255,891	76,755	134,532,405	-	-	-	-
Net Loans and Advances	388,307,536	2,397,356,504	87,794	2,785,751,834	-	-	-	-

Each category of the gross loans is further analysed into Product lines as follows:

Dec-2025

<i>In thousands of Nigerian Naira</i>	Loans to Individual	Group Dec-2025 Loans to non-Individual	Loans to Banks	Total	Loans to Individual	Company Dec-2025 Loans to non-Individual	Loans to Banks	Total
Loans	459,310,042	2,381,520,035	-	2,840,830,077	-	-	-	-
Overdrafts	11,913,432	98,484,737	-	110,398,169	-	-	-	-
Others	1,129,509	46,503,780	-	47,633,289	-	-	-	-
Stage 1 - 12 Months ECL	472,352,983	2,526,508,552	-	2,998,861,535	-	-	-	-
Loans	34,394,457	13,571,276	-	47,965,733	-	-	-	-
Overdrafts	5,074,841	16,163,394	1,417	21,239,652	-	-	-	-
Others	-	448,537	-	448,537	-	-	-	-
Stage 2 - Life Time ECL Not Credit Impaired	39,469,298	30,183,207	1,417	69,653,922	-	-	-	-
Loans	31,022,520	109,724,800	164,290	140,911,610	-	-	-	-
Overdrafts	3,316,034	16,170,046	-	19,486,080	-	-	-	-
Others	-	67,747	-	67,747	-	-	-	-
Stage 3 - Non Performing Loans	34,338,554	125,962,593	164,290	160,465,437	-	-	-	-
Total Loans and Advances	546,160,835	2,682,654,352	165,707	3,228,980,894	-	-	-	-

The impairment allowance on loans is further analysed as follows:

	Loans to Individual	Group Dec-2025 Loans to non-Individual	Loans to Banks	Total	Loans to Individual	Company Dec-2025 Loans to non-Individual	Loans to Banks	Total
Stage 1: 12 Months ECL								
Loans	3,729,120	14,820,145	-	18,549,265	-	-	-	-
Overdrafts	679,167	2,768,403	-	3,447,570	-	-	-	-
Others	-	180,318	-	180,318	-	-	-	-
	4,408,287	17,768,866	-	22,177,153	-	-	-	-
Stage 2: Life Time ECL Not Credit Impaired								
Loans	426,692	92,143	-	518,835	-	-	-	-
Overdrafts	43,945	268,911	52	312,908	-	-	-	-
Others	-	48	-	48	-	-	-	-
	470,637	361,102	52	831,791	-	-	-	-
Stage 3: Non Performing Loans								
Loans	20,910,178	39,147,919	82,022	60,140,119	-	-	-	-
Overdrafts	3,315,195	10,217,537	-	13,532,732	-	-	-	-
Others	-	-	-	-	-	-	-	-
	24,225,373	49,365,456	82,022	73,672,851	-	-	-	-
Total allowance	29,104,297	67,495,424	82,074	96,681,795	-	-	-	-

Each category of the gross loans is further analysed into Product lines as follows:

Dec-2024

<i>In thousands of Nigerian Naira</i>	Loans to Individual	Group Dec-2024 Loans to non-Individual	Loans to Banks	Total	Loans to Individual	Company Dec-2024 Loans to non-Individual	Loans to Banks	Total
Loans	367,694,976	2,120,663,416	-	2,488,358,392	-	-	-	-
Overdrafts	13,613,672	181,988,086	1,413	195,603,171	-	-	-	-
Others	125,228	9,860,750	-	9,985,978	-	-	-	-
Stage 1 - 12 Months ECL	381,433,876	2,312,512,252	1,413	2,693,947,541	-	-	-	-
Loans	5,069,242	54,456,908	-	59,526,150	-	-	-	-
Overdrafts	2,047,941	13,609,929	212	15,658,082	-	-	-	-
Stage 2 - Life Time ECL Not Credit Impaired	7,117,183	68,066,837	212	75,184,232	-	-	-	-
Loans	25,383,194	86,983,649	162,924	112,529,767	-	-	-	-
Overdrafts	2,573,042	36,043,569	-	38,616,611	-	-	-	-
Others	-	6,088	-	6,088	-	-	-	-
Stage 3 - Non Performing Loans	27,956,236	123,033,306	162,924	151,152,466	-	-	-	-
Total Loans and Advances	416,507,295	2,503,612,395	164,549	2,920,284,239	-	-	-	-

The impairment allowance on loans is further analysed as follows:

	Loans to Individual	Group Dec-2024 Loans to non-Individual	Loans to Banks	Total	Loans to Individual	Company Dec-2024 Loans to non-Individual	Loans to Banks	Total
Stage 1: 12 Months ECL								
Loans	4,446,191	21,953,480	-	26,399,671	-	-	-	-
Overdrafts	703,625	10,766,983	67	11,470,675	-	-	-	-
Others	-	35,267	-	35,267	-	-	-	-
	5,149,816	32,755,730	67	37,905,613	-	-	-	-
Stage 2: Life Time ECL Not Credit Impaired								
Loans	117,828	8,368,255	-	8,486,083	-	-	-	-
Overdrafts	219,963	495,929	-	715,892	-	-	-	-
Others	-	-	-	-	-	-	-	-
	337,791	8,864,184	-	9,201,975	-	-	-	-
Stage 3: Non Performing Loans								
Loans	20,184,010	54,278,858	76,688	74,539,556	-	-	-	-
Overdrafts	2,528,142	10,357,119	-	12,885,261	-	-	-	-
Others	-	-	-	-	-	-	-	-
	22,712,152	64,635,977	76,688	87,424,817	-	-	-	-
Total allowance	28,199,759	106,255,891	76,755	134,532,405	-	-	-	-

(v) Credit collateral

The Group ensures that each credit is reviewed and granted based on the strength of the borrowers' cash flow. However, the Group also ensures its credit facilities are well secured as a second way out. The policies that guide collateral for facilities are embedded within the Group's credit policy guide. These include the following policy statements amongst others:

Loans to individuals and non-individuals are to be secured by tangible, marketable collateral that has a market value that is supported by a valuation report from a registered estate valuer who is acceptable to the Group. The collateral must also be easy to check and easy to dispose of. This collateral must be in the possession of, or pledged to, the Group. Client's account balances must be within the scope of cover provided by its collateral.

All collateral offered must have the following attributes:

- There must be good legal title
- The title must be easy to transfer
- It should be easy and relatively cheap to value
- The value should be appreciating or at least stable
- The security must be easy to sell.

All collateral must be protected by insurance. Exceptions include cash collateral, securities in safe keeping, indemnity or guarantees, or where our interest is general (for instance in a negative pledge). The insurance policy has to be issued by an insurer acceptable to the Group. All cash collateralized facilities shall have a 20% margin to provide cushion for interest and other charges i.e. only 80% of the deposit or cash collateral may be availed to an obligor.

The main collateral types acceptable to the Group for loans and advances include:

- Mortgages over residential properties.
- Charges over business premises, fixed and floating assets as well as inventory.
- Charges over financial instruments such as equities, treasury bills etc.

The fair values of collaterals are based upon last annual valuation undertaken by independent valuers on behalf of the Group. The valuation techniques adopted for properties are based upon fair values of similar properties in the neighbourhood taking into cognizance the advantages and disadvantages of the comparatives over the subject property and any other factor which can have effect on the valuation e.g. subsequent movements in house prices, after making allowance for dilapidations. The fair values of non-property collaterals (such as equities, bond, treasury bills, etc.) are determined with reference to market quoted prices or market values of similar instrument.

The same Fair value approach is used in determining the collaterals value in the course of sale or realisation. The Group uses external agents to realize the value as soon as practicable, generally at auction, to settle indebtedness. Any surplus funds are returned to the borrower.

Notes to the financial statements

Summary of collaterals pledged by customers against loans and advances

An estimate of the fair value of any collateral and other security enhancements held against loans and advances to customers and banks is shown below:

Group

Dec-2025

<i>In thousands of Nigerian Naira</i>	Loans and advances to customers		Loans and advances to Banks	
	Gross Loans	Collateral	Gross Loans	Collateral
Against Stage 1 Loans and Advances	2,998,861,535	8,155,015,462	-	-
Against Stage 2 Loans and Advances	69,652,505	55,153,848	1,417	-
Against Stage 3 Loans and Advances	160,301,147	144,951,450	164,290	105,081
Total	3,228,815,187	8,355,120,760	165,707	105,081

Group

Dec-2024

<i>In thousands of Nigerian Naira</i>	Loans and advances to customers		Loans and advances to Banks	
	Gross Loans	Collateral	Gross Loans	Collateral
Against Stage 1 Loans and Advances	2,693,946,128	10,109,366,350	1,413	-
Against Stage 2 Loans and Advances	75,184,020	126,758,158	212	-
Against Stage 3 Loans and Advances	150,989,542	108,800,812	162,924	105,081
Total	2,920,119,690	10,344,925,320	164,549	105,081

Notes to the financial statements

The type of Collaterals and Other Security enhancement held against the various loan classifications are disclosed in the table below:

Group Dec-2025	Loans and advances to customers Dec-2025	Loans and advances to banks Dec-2025
<i>In thousands of Nigerian Naira</i>		
Against Stage 1 Loans and Advances:		
Property	6,716,439,278	-
Equities	150,283,665	-
Cash	986,856,509	-
Guarantees	1,097,355	-
Negative pledge	3,882,646	-
ATC*, stock hypothecation and ISPO*	18,301,418	-
Others [#]	278,154,591	-
Total	8,155,015,462	-
Against Stage 2 Loans and Advances:		
Property	27,259,053	-
Cash	2,591,418	-
Guarantees	409,015	-
Others [#]	24,894,362	-
Total	55,153,848	-
Against Stage 3 Loans and Advances:		
Property	110,131,504	105,081
Treasury bills	156,825	-
Cash	1,192,945	-
Others [#]	33,470,176	-
Total	144,951,450	105,081
Grand total	8,355,120,760	105,081

*ISPO: Irrevocable standing payment order

*ATC: Authority to collect

[#]Others include Domiciliation, Counter Indemnity, Asset Debenture, etc

Notes to the financial statements

The type of Collaterals and Other Security enhancement held against the various loan classifications are disclosed in the table below:

Group Dec-2024	Loans and advances to customers Dec-2024	Loans and advances to banks Dec-2024
<i>In thousands of Nigerian Naira</i>		
Against Stage 1 Loans and Advances:		
Property	9,245,226,428	-
Equities	168,404,041	-
Cash	436,641,198	-
Guarantees	90,667,770	-
Negative pledge	4,393,413	-
ATC*, stock hypothecation and ISPO*	18,301,418	-
Others #	145,732,082	-
Total	10,109,366,350	-
Against Stage 2 Loans and Advances:		
Property	108,142,287	-
Equities	1,407,603	-
Cash	4,710,435	-
Guarantees	150,187	-
Others #	12,347,646	-
Total	126,758,158	-
Against Stage 3 Loans and Advances:		
Property	62,990,891	-
Equities	23,539,621	105,081
Cash	1,519,486	-
Guarantees	2,306,754	-
Others #	18,444,060	-
Total	108,800,812	105,081
Grand total	10,344,925,320	105,081

*ISPO: Irrevocable standing payment order

*ATC: Authority to collect

#Others include Domiciliation, Counter Indemnity, Asset Debenture, etc

Notes to the financial statements

Summary of collaterals pledged by customers against loans and advances

Analysis of credit collateral is further shown below:

Group
Dec-2025

	Loans and advances to customers				Loans and advances to banks			
	Term Loans	Overdrafts	Others	Total	Term Loans	Overdrafts	Others	Total
Against Stage 1 Loans and Advances:								
Property	6,607,687,842	106,879,662	1,871,774	6,716,439,278	-	-	-	-
Equities	131,058,648	19,225,017	-	150,283,665	-	-	-	-
Cash	853,131,939	133,695,742	28,828	986,856,509	-	-	-	-
Guarantees	299,277	798,078	-	1,097,355	-	-	-	-
Negative Pledge	3,882,646	-	-	3,882,646	-	-	-	-
ATC*, stock hypothecation and ISPO*	18,301,418	-	-	18,301,418	-	-	-	-
Others [#]	146,057,510	131,449,107	647,974	278,154,591	-	-	-	-
Total	7,760,419,280	392,047,606	2,548,576	8,155,015,462	-	-	-	-
Against Stage 2 Loans and Advances:								
Property	22,645,898	2,965,807	1,647,348	27,259,053	-	-	-	-
Equities	-	-	-	-	-	-	-	-
Cash	2,415,785	175,633	-	2,591,418	-	-	-	-
Guarantees	409,015	-	-	409,015	-	-	-	-
Others [#]	11,575,963	13,318,399	-	24,894,362	-	-	-	-
Total	37,046,661	16,459,839	1,647,348	55,153,848	-	-	-	-
Against Stage 3 Loans and Advances:								
Property	95,221,353	14,910,151	-	110,131,504	105,081	-	-	105,081
Treasury bills	156,825	-	-	156,825	-	-	-	-
Cash	1,153,886	39,059	-	1,192,945	-	-	-	-
Others [#]	32,458,469	1,011,707	-	33,470,176	-	-	-	-
Total	128,990,533	15,960,917	-	144,951,450	105,081	-	-	105,081
Grand total	7,926,456,474	424,468,362	4,195,924	8,355,120,760	105,081	-	-	105,081

*ISPO: Irrevocable standing payment order

*ATC: Authority to collect

[#]Others include Domiciliation, Counter Indemnity, Asset Debenture, etc

Notes to the financial statements

Summary of collaterals pledged by customers against loans and advances

Analysis of credit collateral is further shown below:

Group
Dec-2024

In thousands of Nigerian Naira	Loans and advances to customers				Loans and advances to banks			
	Term Loans	Overdrafts	Others	Total	Term Loans	Overdrafts	Others	Total
Against Stage 1 Loans and Advances:								
Property	8,805,290,620	419,856,413	20,079,395	9,245,226,428	-	-	-	-
Equities	167,965,013	439,028	-	168,404,041	-	-	-	-
Cash	299,691,935	134,657,392	2,291,871	436,641,198	-	-	-	-
Guarantees	89,473,237	364,477	830,056	90,667,770	-	-	-	-
Negative Pledge	4,393,413	-	-	4,393,413	-	-	-	-
ATC*, stock hypothecation and ISPO*	15,737,211	2,564,207	-	18,301,418	-	-	-	-
Others #	139,829,120	5,199,042	703,920	145,732,082	-	-	-	-
Total	9,522,380,549	563,080,559	23,905,242	10,109,366,350	-	-	-	-
Against Stage 2 Loans and Advances:								
Property	82,183,141	25,959,146	-	108,142,287	-	-	-	-
Equities	-	1,407,603	-	1,407,603	-	-	-	-
Cash	4,698,844	11,591	-	4,710,435	-	-	-	-
Guarantees	150,187	-	-	150,187	-	-	-	-
Others #	377,183	11,970,463	-	12,347,646	-	-	-	-
Total	87,409,355	39,348,803	-	126,758,158	-	-	-	-
Against Stage 3 Loans and Advances:								
Property	37,854,630	24,448,961	687,300	62,990,891	-	-	-	-
Equities	18,387,398	4,153,275	998,948	23,539,621	105,081	-	-	105,081
Cash	1,275,452	244,034	-	1,519,486	-	-	-	-
Guarantees	-	2,306,754	-	2,306,754	-	-	-	-
Others #	53,617	18,390,443	-	18,444,060	-	-	-	-
Total	57,571,097	49,543,467	1,686,248	108,800,812	105,081	-	-	105,081
Grand total	9,667,361,001	651,972,829	25,591,490	10,344,925,320	105,081	-	-	105,081

*ISPO: Irrevocable standing payment order

*ATC: Authority to collect

#Others include Domiciliation, Counter Indemnity, Asset Debenture, etc

Notes to the financial statements

(b) Credit risk (continued)

Debt securities

The table below shows analysis of debt securities into the different classifications:

Group

Dec-2025

<i>In thousands of Nigerian Naira</i>	Financial assets at fair value through profit or loss	Investment securities	Assets pledged as collateral	Total
Federal government bonds	50,863,090	1,218,149,622	-	1,269,012,712
State government bonds	-	18,061,099	-	18,061,099
Treasury bills	105,317,783	3,963,137,716	119,009,036	4,187,464,535
Corporate bonds	-	1,358,090	-	1,358,090
Euro bond	10,708,085	323,298,919	-	334,007,004
	166,888,958	5,524,005,446	119,009,036	5,809,903,440

Group

Dec-2024

<i>In thousands of Nigerian Naira</i>	Financial assets at fair value through profit or loss	Investment securities	Assets pledged as collateral	Total
Federal government bonds	20,208,276	1,116,682,005	-	1,136,890,281
State government bonds	-	1,485,591	-	1,485,591
Corporate bonds	-	1,482,714	-	1,482,714
Promissory Notes	4,470	-	-	4,470
Euro Bond	6,211,395	308,265,420	-	314,476,815
Treasury bills	33,178,856	2,712,051,155	114,570,075	2,859,800,086
	59,602,997	4,139,966,885	114,570,075	4,314,139,957

The Group's investment in Government securities constitutes 99.7% of debt instruments portfolio (December 2024: 99.9%). Investment in Corporate and State Government bonds accounts for the outstanding 0.3% (December 2024: 0.1%).

(g) Liquidity Risk

Liquidity risk is the risk that the Group, though having a solvent balance sheet, might not be able to generate sufficient cash resources to meet its obligations as they fall due, or is only able to do so at an excessive cost. The risk typically arises from mismatches in the timing of cash inflows and cash outflows.

The objective of the Group's liquidity risk management system is to ensure that all foreseeable funding commitments can be met when due, and that access to wholesale markets is controlled and cost effective. To this end the Group maintains a diversified funding base comprising of retail, small business, commercial and institutional customer deposits. The Group continues to develop and improve its liquidity risk management system with the aim of effectively identifying, measuring, monitoring and controlling liquidity risk across its network. Seeking at all times to balance safety, liquidity, profitability and regulatory requirements.

A brief overview of the Group's liquidity management processes during the year includes the following:

1. Control of liquidity risk by the setting of dynamic limits on metrics such as liquidity ratio, reserve ratio, asset and liability gap measures, amongst others. Internal limits are typically more stringent than regulatory limits across all jurisdictions of the Group's operation.
2. The limits are monitored regularly with exceptions reported to the Management Risk Committee (MRC) and the Board.
3. Based on its judgement of financial market trends, the Group actively adjusts its business strategies to manage liquidity risk.
4. Periodic cash flow projections considering its impact on internal and regulatory limits.
5. Control of non-earning assets proportion to manage its impact on the Group's overall financial position.
6. Conduct regular liquidity stress tests including testing of contingency plans.
7. Monitor diversification of funding sources in order to control concentration risk and ensure a satisfactorily funding mix.
8. Monitoring the level of undrawn commitments.
9. Maintain an updated liquidity and contingency funding plan. These plans will identify stress indicators and prescribe actions to be taken in event of firm specific or market-based crises.
10. Regular conduct of the Asset and Liability Management Committee (ALMAC) meetings.

The Group's Asset and Liability Management Committee (ALMAC) is charged with the following responsibilities.

1. Establishing policies and tolerance levels, from both risk and return perspectives, for liquidity, interest rate and balance sheet valuation management.
2. Manage the intra-day liquidity position to ensure that payment and settlement obligations are met

on a timely basis.

3. Strategic financial position planning from both risk and return perspective.
4. Strategically coordinate the management of the Bank's financial position in consideration of changing economic conditions.

(i) Funding approach

The Group's overall approach to funding is as follows:

1. Consistently grow customer deposits from diverse sources particularly along geographical and sectorial categories. The objective is to eliminate depositor concentration or undue reliance on individual depositors.
2. Generate funding at the most appropriate pricing in light of market realities.
3. Maintain an appropriate funding structure that enables the Group to operate under a variety of adverse circumstance, including potential firm-specific and/or market liquidity events.
4. Maintain appropriate capital to support the Group's risk level and strategic intent.

The Group was able to meet all its financial commitments and obligations without any liquidity risk exposure during the year under review.

(ii) Exposure to Liquidity Risk

One of the key measures used by the Group for managing liquidity risk is the ratio of liquid assets to short term liabilities. For this purpose, liquid assets include but is not limited to cash and its equivalents and investment grade debt securities for which there is an active and liquid market. Short term liabilities include local currency deposits from banks and customers. A similar calculation is used to measure the Group's compliance with the liquidity limit established by the Bank's lead regulator (The Central Bank of Nigeria).

	Dec-25	Dec-24
At end of year	56.68	49.19
Average for the year	49.82	44.25
Maximum for the year	57.64	50.48
Minimum for the year	43.02	38.61
Regulatory requirement	30.00%	30.00%

Liquidity ratio which is a measure of liquidity risk is calculated as a ratio of local currency liquid assets expressed as a percentage of its local currency customer deposits.

Financial risk management (continued)

The following tables show the undiscounted cash flows on the Group's financial assets and liabilities and on the basis of their earliest possible contractual maturity. The Gross nominal inflow / (outflow) disclosed in the table is the contractual, undiscounted cash flow on the financial assets and liabilities.

(iii) Gross nominal (undiscounted) maturities of financial assets and liabilities

Group
Dec-2025

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Gross nominal inflow/outflow	Less than 3 months¹	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
<i>Financial assets</i>								
Cash and bank balances	22	5,456,594,586	5,469,987,737	5,294,523,793	68,471,555	106,992,389	-	-
Financial assets at fair value through profit or loss	23	166,888,958	233,138,587	64,710,452	32,244,925	30,966,823	8,578,439	96,637,948
Derivative financial assets	24	203,746	203,746	203,746	-	-	-	-
Investment securities: – Fair Value through other comprehensive Income ²	-							
– Held at amortised cost	25	3,372,059,240	3,554,696,231	1,788,318,963	829,038,760	538,427,093	356,576,022	42,335,393
Assets pledged as collateral	25	2,151,946,206	2,179,190,040	992,334,304	81,925,735	182,445,902	641,793,509	280,690,590
Loans and advances to banks	26	119,009,036	125,071,413	35,777,413	88,294,000	1,000,000	-	-
Loans and advances to customers	27	83,633	83,633	83,633	-	-	-	-
Loans and advances to customers	28	3,132,215,466	3,190,872,527	1,056,121,210	1,053,604,614	244,709,554	758,380,421	78,056,728
Restricted deposits and other assets ³	29	2,672,402,449	2,674,527,578	2,065,554,920	547,550,524	19,221,082	42,142,163	58,889
		17,071,403,320	17,427,771,492	11,297,628,434	2,701,130,113	1,123,762,843	1,807,470,554	497,779,548
<i>Financial liabilities</i>								
Deposits from banks	34	327,034,891	327,034,935	315,104,415	7,618,284	4,312,236	-	-
Deposits from customers	35	12,547,005,784	12,548,539,245	11,893,086,665	306,235,724	279,246,460	62,206,575	7,763,821
Financial liabilities at fair value through profit or loss	36	81,103,659	196,161,927	33,192,972	-	-	1,380,090	161,588,865
Derivative financial liabilities	24	495	495	495	-	-	-	-
Other liabilities ⁴	37	908,481,017	966,842,328	542,291,105	297,608,326	83,142,898	41,526,667	2,273,333
Other borrowed funds	39	82,235,607	87,281,541	70,382,138	440,573	1,117,665	8,252,331	7,088,834
		13,945,861,453	14,125,860,471	12,854,057,790	611,902,907	367,819,259	113,365,663	178,714,853
Gap (asset - liabilities)				(1,556,429,356)	2,089,227,206	755,943,584	1,694,104,891	319,064,695
Cumulative liquidity gap				(1,556,429,356)	532,797,850	1,288,741,435	2,982,846,325	3,301,911,021

¹ Includes balances with no specific contractual maturities

² Equity securities have been excluded.

³ Excludes Prepayments and Stock

⁴ Excludes deferred Income, impairment on contingents and provision for litigations

Management of this liquidity gap is as disclosed in Note 4(g)

Restricted deposits have been bucketed within "less than 3 months" to match the underlying deposit liabilities

Gross nominal (undiscounted) maturities of financial assets and liabilities

Group

Dec-2024

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Gross nominal inflow/outflow	Less than 3 months¹	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
<i>Financial assets</i>								
Cash and bank balances	22	4,673,048,120	4,677,680,693	4,401,873,638	187,736,570	88,070,485	-	-
Financial assets at fair value through profit or loss	23	59,602,997	63,366,445	27,108,003	2,415,674	15,686,147	4,790,746	13,365,875
Derivative financial assets	24	-	-	-	-	-	-	-
Investment securities:	-							
– Fair value through profit or loss ²	25	-	-	-	-	-	-	-
– Fair Value through other comprehensive Income ²	25	2,492,242,832	2,786,896,444	1,060,731,472	410,704,652	786,853,722	482,202,032	46,404,566
– Held at amortised cost	25	1,647,724,053	1,648,586,308	487,448,708	67,637,664	407,093,041	489,389,484	197,017,411
Assets pledged as collateral	26	114,570,075	118,845,358	117,845,358	-	1,000,000	-	-
Loans and advances to banks	27	87,794	87,794	87,794	-	-	-	-
Loans and advances to customers	28	2,785,664,040	3,170,640,427	1,045,774,477	319,143,676	669,381,694	1,120,766,239	15,574,341
Restricted deposits and other assets ³	33	2,398,662,985	2,398,663,239	1,927,803,752	283,125,191	151,429,234	36,305,062	-
		14,171,602,896	14,864,766,708	9,068,673,202	1,270,763,427	2,119,514,323	2,133,453,563	272,362,193
<i>Financial liabilities</i>								
Deposits from banks	34	388,420,244	388,421,161	337,800,311	37,855,341	12,765,509	-	-
Deposits from customers	35	10,013,021,406	10,014,669,755	9,615,659,093	127,078,378	267,237,529	4,540,362	154,393
Financial liabilities at fair value through profit or loss	36	51,174,468	62,592,790	373,236	-	-	62,219,554	-
Derivative financial liabilities	24	10,759,624	11,301,600	11,301,600	-	-	-	-
Other liabilities ⁴	37	927,420,257	1,014,367,358	474,841,692	198,054,424	262,445,793	54,825,450	24,200,000
Other borrowed funds	39	310,021,046	322,516,389	46,460,628	255,474,797	1,691,968	11,040,827	7,848,169
		11,700,817,045	11,813,869,053	10,486,436,560	618,462,940	544,140,799	132,626,193	32,202,562
Gap (asset - liabilities)				(1,417,763,358)	652,300,487	1,575,373,524	2,000,827,370	240,159,631
Cumulative liquidity gap				(1,417,763,358)	(765,462,870)	809,910,654	2,810,738,024	3,050,897,655

¹ Includes balances with no specific contractual maturities² Equity securities have been excluded.³ Excludes Prepayments and Stock⁴ Excludes deferred income, impairment on contingents and provision for litigations

Management of this liquidity gap is as disclosed in Note 4(g)

Restricted deposits have been bucketed within "less than 3 months" to match the underlying deposit liabilities

Gross nominal (undiscounted) maturities of financial assets and liabilities

Company

Dec-2025

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Gross nominal inflow/outflow	Less than 3 months¹	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
<i>Financial assets</i>								
Cash and bank balances	22	14,026,179	14,026,179	14,026,179	-	-	-	-
Restricted deposits and other assets ³	33	428,696,196	428,696,196	-	428,696,196	-	-	-
		442,722,375	442,722,375	14,026,179	428,696,196	-	-	-
<i>Financial liabilities</i>								
Other liabilities ⁴	37	-	-	-	-	-	-	-
		-	-	-	-	-	-	-
Gap (asset - liabilities)				14,026,179	428,696,196	-	-	-
Cumulative liquidity gap				14,026,179	442,722,375	442,722,375	442,722,375	442,722,375

¹ Includes balances with no specific contractual maturities² Equity securities have been excluded.³ Excludes Prepayments and Stock⁴ Excludes deferred income, impairment on contingents and provision for litigations

Management of this liquidity gap is as disclosed in Note 4(g)

Restricted deposits have been bucketed within "less than 3 months" to match the underlying deposit liabilities

Gross nominal (undiscounted) maturities of financial assets and liabilities**Company****Dec-2024**

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Gross nominal inflow/outflow	Less than 3 months¹	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
<i>Financial assets</i>								
Cash and bank balances	22	210,095,331	210,095,331	210,095,331	-	-	-	-
Restricted deposits and other assets ³	33	250,238,501	250,238,501	-	250,238,501	-	-	-
		460,333,832	460,333,832	210,095,331	250,238,501	-	-	-
<i>Financial liabilities</i>								
Other liabilities ⁴	37	221,179,425	221,179,425	-	-	221,179,425	-	-
		221,179,425	221,179,425	-	-	221,179,425	-	-
Gap (asset - liabilities)				210,095,331	250,238,501	(221,179,425)	-	-
Cumulative liquidity gap				210,095,331	460,333,832	239,154,407	239,154,407	239,154,407

¹ Includes balances with no specific contractual maturities² Equity securities have been excluded.³ Excludes Prepayments and Stock⁴ Excludes deferred income, impairment on contingents and provision for litigations

Management of this liquidity gap is as disclosed in Note 4(g)

Restricted deposits have been bucketed within "less than 3 months" to match the underlying deposit liabilities

Financial risk management (continued)**(i) Residual contractual maturities of financial assets and liabilities**

Details of contractual maturities for assets and liabilities form an important source of information for the management of liquidity risk which is managed through a series of measures, tests and reports that are largely based on contractual maturity. The following table shows the contractual maturities at year end of the Group's financial assets and liabilities and represents actual and in some cases assumed obligation expected for the assets or liability to be recovered or settled. These figures do not include elements of future incomes or costs.

Group
Dec-2025

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Less than 3 months¹	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
Financial assets							
Cash and bank balances	22	5,456,594,586	5,283,641,985	68,344,684	104,607,917	-	-
Financial assets at fair value through profit or loss	23	166,888,958	63,694,463	30,260,470	27,437,376	7,291,144	38,205,505
Derivative financial assets	24	203,746	203,746	-	-	-	-
Investment securities:							
– Fair Value through other comprehensive Income ²	25	3,372,059,240	1,747,465,394	781,223,879	504,147,963	320,443,080	18,778,924
– Held at amortised cost	25	2,151,946,206	992,334,655	81,925,735	182,445,902	641,171,253	254,068,661
Assets pledged as collateral	26	119,009,036	35,777,413	82,324,007	907,616	-	-
Loans and advances to banks	27	83,633	83,633	-	-	-	-
Loans and advances to customers	28	3,132,215,466	1,081,220,608	1,018,495,812	218,414,738	736,337,954	77,746,354
Restricted deposits and other assets ³	33	2,672,402,449	2,063,429,791	547,550,524	19,221,082	42,142,163	58,889
		17,071,403,320	11,267,851,688	2,610,125,111	1,057,182,594	1,747,385,594	388,858,333
Financial liabilities							
Deposits from banks	34	327,034,891	315,104,371	7,618,284	4,312,236	-	-
Deposits from customers	35	12,547,005,784	11,892,063,736	305,886,986	279,087,484	62,205,994	7,761,584
Financial liabilities at fair value through profit or loss	36	81,103,659	32,054,142	-	-	1,159,200	47,890,317
Derivative financial liabilities	24	495	495	-	-	-	-
Other liabilities ⁴	37	908,481,017	526,496,216	280,762,572	74,234,729	25,954,167	1,033,333
Other borrowed funds	39	82,235,607	67,980,600	351,656	941,446	6,135,362	6,826,543
		13,945,861,453	12,833,699,560	594,619,498	358,575,895	95,454,723	63,511,777
Gap (asset - liabilities)			(1,565,847,872)	2,015,505,613	698,606,699	1,651,930,871	325,346,556
Cumulative liquidity gap			(1,565,847,872)	449,657,741	1,148,264,440	2,800,195,311	3,125,541,867

¹ Includes balances with no specific contractual maturities

³ Excludes prepayments and Stock

Management of this liquidity gap is as disclosed in Note 4(g)

Restricted deposits have been bucketed within "less than 3 months" to match the underlying deposit liabilities

² Equity securities have been excluded under liquidity consideration.

⁴ Excludes deferred income, provision for litigations, impairment on contingents

Gross nominal maturities/Residual contractual maturities of contingencies

The table below shows the contractual expiry by maturity of the Group's contingent liabilities and commitments. The maximum amount of the contingencies is allocated to the earliest period in which the contingencies could be called.

Group Dec-2025							
<i>In thousands of Nigerian Naira</i>	Note	Carrying amount	Less than 3 months¹	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
Transaction related bonds and guarantees	42	437,737,691	30,513,655	40,189,179	75,339,745	22,722,457	268,972,655
Clean line facilities and letters of credit	42	196,440,420	156,420,628	26,700,486	10,602,586	2,716,720	-
Other commitments	42	44,565,286	44,565,286	-	-	-	-
		678,743,397	231,499,569	66,889,665	85,942,331	25,439,177	268,972,655

¹ Includes balances with no specific contractual maturities

The group gross nominal maturity for loan commitments as at 31 December 2025 is N494bn which is available on demand

Residual contractual maturities of financial assets and liabilities

Group

Dec-2024

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Less than 3 months¹	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
Financial assets							
Cash and bank balances	22	4,673,048,120	4,401,589,919	186,138,603	85,319,598	-	-
Financial assets at fair value through profit or loss	23	59,602,997	35,916,480	2,226,027	11,862,775	3,533,274	6,064,441
Derivative financial assets	24	-	-	-	-	-	-
Investment securities:	-						
– Fair Value through other comprehensive Income ²	25	2,492,242,832	1,032,514,072	385,123,384	688,260,749	363,130,192	23,214,435
– Held at amortised cost	25	1,647,724,053	487,585,766	67,637,664	407,093,041	489,389,484	196,018,098
Assets pledged as collateral	26	114,570,075	113,729,714	-	840,361	-	-
Loans and advances to banks	27	87,794	87,794	-	-	-	-
Loans and advances to customers	28	2,785,664,040	947,086,595	274,041,337	611,039,262	937,922,767	15,574,079
Restricted deposits and other assets ³	33	2,398,662,985	2,178,041,998	32,886,691	151,429,234	36,305,062	-
		14,171,602,896	9,196,552,338	948,053,706	1,955,845,020	1,830,280,779	240,871,053
Financial liabilities							
Deposits from banks	34	388,420,244	337,799,394	37,855,341	12,765,509	-	-
Deposits from customers	35	10,013,021,406	9,614,220,333	126,954,787	267,153,316	4,539,503	153,467
Financial liabilities at fair value through profit or loss	36	51,174,468	342,354	-	-	50,832,114	-
Derivative financial liabilities	24	10,759,624	10,759,624	-	-	-	-
Other liabilities ⁴	37	927,420,257	465,983,968	74,989,046	346,181,337	34,265,906	6,000,000
Other borrowed funds	39	310,021,046	37,205,371	255,364,715	1,477,006	8,125,785	7,848,169
		11,700,817,045	10,466,311,044	495,163,889	627,577,168	97,763,308	14,001,636
Gap (asset - liabilities)			(1,269,758,706)	452,889,817	1,328,267,852	1,732,517,471	226,869,417
Cumulative liquidity gap			(1,269,758,706)	(816,868,889)	511,398,963	2,243,916,434	2,470,785,851

¹ Includes balances with no specific contractual maturities² Equity securities have been excluded under liquidity consideration.³ Excludes prepayments and Stock⁴ Excludes deferred income , provision for litigations

Management of this liquidity gap is as disclosed in Note 4(g)

Restricted deposits have been bucketed within "less than 3 months" to match the underlying deposit liabilities

Gross nominal maturities/Residual contractual maturities of contingencies

The table below shows the contractual expiry by maturity of the Group's contingent liabilities and commitments. The maximum amount of the contingencies is allocated to the earliest period in which the contingencies could be called.

Group
Dec-2024

<i>In thousands of Nigerian Naira</i>	Note	Carrying amount	Less than 3 months	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
Transaction related bonds and guarantees	42	592,945,965	71,946,308	53,401,245	95,346,030	24,103,482	348,148,900
Clean line facilities and letters of credit	42	26,580,227	9,092,551	6,068,821	8,521,090	2,897,765	-
Other commitments	42	48,951,258	48,951,258	-	-	-	-
		668,477,450	129,990,117	59,470,066	103,867,120	27,001,247	348,148,900

¹ Includes balances with no specific contractual maturities

The group gross nominal maturity for loan commitments as at 31 December 2024 is N732bn which is available on demand

Residual contractual maturities of financial assets and liabilities

Details of contractual maturities for assets and liabilities form an important source of information for the management of liquidity risk which is managed through a series of measures, tests and reports that are largely based on contractual maturity. The following table shows the contractual maturities at period end of the Group's financial assets and liabilities and represents actual and in some cases assumed obligation expected for the assets or liability to be recovered or settled. These figures do not include elements of future incomes or costs.

**Company
Dec-2025**

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Less than 3 months	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
Financial assets							
Cash and bank balances	22	14,026,179	14,026,179	-	-	-	-
Restricted deposits and other assets ³	33	428,696,196	-	428,696,196	-	-	-
		442,722,375	14,026,179	428,696,196	-	-	-
Financial liabilities							
Other liabilities ⁴	37	-	-	-	-	-	-
		-	-	-	-	-	-
Gap (asset - liabilities)			14,026,179	428,696,196	-	-	-
Cumulative liquidity gap			14,026,179	442,722,375	442,722,375	442,722,375	442,722,375

¹ Includes balances with no specific contractual maturities

² Equity securities have been excluded under liquidity consideration.

³ Excludes prepayments and Stock

⁴ Excludes deferred income, provision for litigations and impairment on contingents

Management of this liquidity gap is as disclosed in Note 4(g)

Restricted deposits have been bucketed within "less than 3 months" to match the underlying deposit liabilities

Residual contractual maturities of financial assets and liabilities

Company

Dec-2024

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Less than 3 months¹	3 to 6 months	6 to 12 months	1 to 5 years	More than 5 years
Financial assets							
Cash and bank balances	22	210,095,331	210,095,331	-	-	-	-
Restricted deposits and other assets ³	33	250,238,501	-	250,238,501	-	-	-
		460,333,832	210,095,331	250,238,501	-	-	-
Financial liabilities							
Other liabilities ⁴	37	221,179,425	-	-	221,179,425	-	-
		221,179,425	-	-	221,179,425	-	-
Gap (asset - liabilities)			210,095,331	250,238,501	(221,179,425)	-	-
Cumulative liquidity gap			210,095,331	460,333,832	239,154,407	239,154,407	239,154,407

¹ Includes balances with no specific contractual maturities² Equity securities have been excluded under liquidity consideration.³ Excludes prepayments and Stock⁴ Excludes deferred income and provision for litigations

Management of this liquidity gap is as disclosed in Note 4(g)

Restricted deposits have been bucketed within "less than 3 months" to match the underlying deposit liabilities

(ii) Repricing period of financial assets and liabilities

Repricing maturities take into account the fact that the terms of the underlying financial assets or liabilities of the Group can be varied, which in turn affects its liquidity risk exposure. The table below indicates the earliest time the Group can vary the terms of the underlying financial asset or liabilities and analyses the Group's interest rate risk exposure on assets and liabilities included at carrying amount and categorised by the earlier of contractual re-pricing or maturity dates.

Group

Dec-2025

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Less than 3 months	3-6 months	6-12 months	1-5 years	More than 5 years
Financial assets							
Cash and bank balances	22	5,456,594,586	5,283,641,985	68,344,684	104,607,917	-	-
Financial assets at fair value through profit or loss	23	166,888,958	63,694,463	30,260,470	27,437,376	7,291,144	38,205,505
Derivative financial assets	24	203,746	203,746	-	-	-	-
Investment securities:							
– Fair Value through other comprehensive Income ¹	25	3,372,059,240	1,747,465,394	781,223,879	504,147,963	320,443,080	18,778,924
– Held at amortised cost	25	2,151,946,206	992,334,655	81,925,735	182,445,902	641,171,253	254,068,661
Assets pledged as collateral	26	119,009,036	35,777,413	82,324,007	907,616	-	-
Loans and advances to banks	27	83,633	83,633	-	-	-	-
Loans and advances to customers	28	3,132,215,466	1,081,220,608	1,018,495,812	218,414,738	736,337,954	77,746,354
Restricted deposits and other assets ²	33	2,672,402,449	2,063,429,791	547,550,524	19,221,082	42,142,163	58,889
		17,071,403,320	11,267,851,688	2,610,125,111	1,057,182,594	1,747,385,594	388,858,333
Financial liabilities							
Deposits from banks	34	327,034,891	315,104,371	7,618,284	4,312,236	-	-
Deposits from customers	35	12,547,005,784	11,892,063,736	305,886,986	279,087,484	62,205,994	7,761,584
Financial liabilities at fair value through profit or loss	36	81,103,659	32,054,142	-	-	1,159,200	47,890,317
Derivative financial liabilities	24	495	495	-	-	-	-
Other liabilities ³	37	908,481,017	526,496,216	280,762,572	74,234,729	25,954,167	1,033,333
Other borrowed funds	39	82,235,607	67,980,600	351,656	941,446	6,135,362	6,826,543
		13,945,861,453	12,833,699,560	594,619,498	358,575,895	95,454,723	63,511,777
		3,125,541,867	(1,565,847,872)	2,015,505,613	698,606,699	1,651,930,871	325,346,556

¹ Excludes equity securities.² Excludes prepayments and Stocks³ Excludes deferred income, provision for litigations & impairment on contingents

Repricing period of financial assets and liabilities

Repricing maturities take into account the fact that the terms of the underlying financial assets or liabilities of the Group can be varied, which in turn affects its liquidity risk exposure. The table below indicates the earliest time the Group can vary the terms of the underlying financial asset or liabilities and analyses the Group's interest rate risk exposure on assets and liabilities included at carrying amount and categorised by the earlier of contractual re-pricing or maturity dates.

Group**Dec-2024**

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Less than 3 months	3-6 months	6-12 months	1-5 years	More than 5 years
Financial assets							
Cash and bank balances	22	4,673,048,120	4,376,387,766	203,297,497	93,362,857	-	-
Financial assets at fair value through profit or loss	23	59,602,997	35,916,480	2,226,027	11,862,775	3,533,274	6,064,441
Derivative financial assets	24	-	-	-	-	-	-
Investment securities:	-						
– Fair Value through other comprehensive Income ¹	25	2,492,242,832	1,032,514,072	385,123,384	688,260,749	363,130,192	23,214,435
– Held at amortised cost	25	1,647,724,053	397,220,792	105,289,742	459,805,937	489,389,484	196,018,098
Assets pledged as collateral	26	114,570,075	113,729,714	-	840,361	-	-
Loans and advances to banks	27	87,794	87,794	-	-	-	-
Loans and advances to customers	28	2,785,664,040	947,086,595	274,041,337	611,039,262	937,922,767	15,574,079
Restricted deposits and other assets ²	33	2,398,662,985	2,178,041,998	32,886,691	151,429,234	36,305,062	-
		14,171,602,896	9,080,985,211	1,002,864,678	2,016,601,175	1,830,280,779	240,871,053
Financial liabilities							
Deposits from banks	34	388,420,244	337,799,394	37,855,341	12,765,509	-	-
Deposits from customers	35	10,013,021,406	9,552,706,622	159,330,421	296,291,393	4,539,503	153,467
Financial liabilities at fair value through profit or loss	36	51,174,468	342,354	-	-	50,832,114	-
Derivative financial liabilities	24	10,759,624	10,759,624	-	-	-	-
Other liabilities ³	37	927,420,257	465,028,685	75,944,329	346,181,337	34,265,906	6,000,000
Other borrowed funds	39	310,021,046	37,205,371	255,364,715	1,477,006	8,125,785	7,848,169
		11,700,817,045	10,403,842,050	528,494,806	656,715,245	97,763,308	14,001,636
		2,470,785,851	(1,322,856,839)	474,369,872	1,359,885,930	1,732,517,471	226,869,417

¹ Excludes equity securities.² Excludes prepayments, and Stocks³ Excludes deferred income and provision for litigations

Repricing period of financial assets and liabilities

Repricing maturities take into account the fact that the terms of the underlying financial assets or liabilities of the Parent can be varied, which in turn affects its liquidity risk exposure. The table below indicates the earliest time the Parent can vary the terms of the underlying financial asset or liabilities and analyses the Parent's interest rate risk exposure on assets and liabilities included at carrying amount and categorised by the earlier of contractual re-pricing or maturity dates.

Company**Dec-2025**

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Less than 3 months	3-6 months	6-12 months	1-5 years	More than 5 years
Financial assets							
Cash and bank balances	22	14,026,179	14,026,179	-	-	-	-
Restricted deposits and other assets ²	33	428,696,196	-	428,696,196	-	-	-
		442,722,375	14,026,179	428,696,196	-	-	-
Financial liabilities							
Other liabilities ³	37	-	-	-	-	-	-
		-	-	-	-	-	-
		442,722,375	14,026,179	428,696,196	-	-	-

¹ Excludes equity securities.² Excludes prepayments, Stocks³ Excludes deferred income, provision for litigations & impairment on contingents

Repricing period of financial assets and liabilities

Repricing maturities take into account the fact that the terms of the underlying financial assets or liabilities of the Parent can be varied, which in turn affects its liquidity risk exposure. The table below indicates the earliest time the Parent can vary the terms of the underlying financial asset or liabilities and analyses the Parent's interest rate risk exposure on assets and liabilities included at carrying amount and categorised by the earlier of contractual re-pricing or maturity dates.

Company**Dec-2024**

<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Carrying amount	Less than 3 months	3-6 months	6-12 months	1-5 years	More than 5 years
Financial assets							
Cash and bank balances	22	210,095,331	210,095,331	-	-	-	-
Restricted deposits and other assets ²	33	250,238,501	-	250,238,501	-	-	-
		460,333,832	210,095,331	250,238,501	-	-	-
Financial liabilities							
Other liabilities ³	37	221,179,425	-	-	221,179,425	-	-
		221,179,425	-	-	221,179,425	-	-
		239,154,407	210,095,331	250,238,501	(221,179,425)	-	-

¹ Excludes equity securities.² Excludes prepayments, stock³ Excludes deferred income and provision for litigations

(h) Settlement Risk

The Treasury Group activities with counterparties may give rise to settlement risk at the time of settlement of trade transactions. Settlement risk is the risk of loss due to the failure of a counterparty to honour its obligations i.e. deliver cash, securities or other assets, as contractually agreed.

In order to ensure that these risks are mitigated and controlled, the Market & Liquidity Risk Management (MLRM) Group has put in place Settlement Limits. These limits are sought periodically using various criteria based on the counterparty's financial statement and some other non-financial parameters. The FX Settlement limits are approved at the Management Credit Committee meeting and / or Board level, depending on the limit of each counterparty.

(i) Market Risk

Market risk is the risk of loss in On- or Off-balance sheet positions, as a result of adverse movement in foreign exchange rate, interest rate, and equity or commodity prices. Whilst the Group may be faced with myriads of market risks, the Market & Liquidity Risk Management Group ensures these risks are managed and controlled within the Group's acceptable parameters, while optimising returns on risk.

(i) Management of Market Risk

The Market & Liquidity Risk Management Group separates its market risk exposures into the trading and banking books. Due to the various macro-economic indices and unanticipated market happenings, it has become more imperative for the Group to engage in continuous but proactive monitoring of market risks inherent in both trading and non-trading activities.

The trading portfolio resides with the Treasury & Sales Division of the Group, and they maintain positions arising from market making and proprietary trading activities. With the exception of translation risk arising from the Group's net investment in foreign currency, the Market & Liquidity Risk Group monitors the foreign exchange position in the trading and banking books.

The overall authority of the Market & Liquidity Risk Management Group is vested in the Management Risk Committee.

(ii) Exposure to Market Risks – Trading Book

The principal tools used by Market & Liquidity Risk Management Group to measure and control market risk exposure within the Group's trading portfolios are the Open Position limits, Mark-to-Market Analysis, Value-at-Risk Analysis, Sensitivity Analysis and the Earning-at-Risk Analysis. Specific limits (regulatory and in-house) across the trading portfolios have been clearly defined, in line with the Group's overall risk appetite. These set limits shall prevent undue exposure in the event of abrupt market volatility. The MLRM group ensures that these limits and triggers are adhered to by the Treasury & Sales Group.

The Group traded in the following financial instruments in the course of the period;

1. Treasury Bills
2. Bonds
3. Foreign Currencies (Spot and Forwards)
4. Money Market Instruments

(iii) Exposure to Interest Rate Risk – Banking Book

The principal risk to which non-trading portfolios are exposed to, is the risk of loss from fluctuations in the future cash flows or fair values of financial instruments because of a change in market interest rates. Interest rate risk is managed principally using interest rate gaps. The Asset & Liability Management (ALM) Group is responsible for managing and monitoring mismatches between the Group's assets and liabilities. The Asset & Liability Management Committee (ALMAC) is responsible for ensuring compliance with these limits while the limits are independently verified by Market & Liquidity Risk Management group.

The Group makes use of limit monitoring, earnings-at-risk and gap analyses to measure and control the market risk exposures within its banking book.

The Group also performs regular stress tests on its banking and trading books. In performing this, the Group ensures there are quantitative criteria in building the scenarios. The Group determines the effect of changes in interest rates on interest income; volatility in prices on trading income; and changes in funding sources and uses on the Group's liquidity.

During the period, the foreign exchange risk, interest rate risk and price risk, were the key risks the Group was exposed to. However, all potential risk exposures in the course of the year were successfully mitigated as mentioned above.

Value-at-Risk (VaR)

The Group applies VaR, a statistical risk measure, to estimate the maximum potential loss the Bank can incur on trading positions at a given confidence level under normal market condition. VaR is the Bank's primary market risk management measure for assets and liabilities classified as trading positions. However, the Bank does not only base its risk estimates on VaR models, it uses sensitivity, scenario analysis and stress testing to further complement it.

The Group uses the analytical variance-covariance method to estimate VaR, which takes cognizance of factor sensitivities of the trading portfolio, the volatilities and correlations of market risk factor. The model is employed across the Group and applies observable historical rates, yields and prices for the previous 12 months to its current positions. It assumes that historical changes in market values are representative of the distribution of potential outcome in the immediate future. The Group's VaR is calculated assuming a one-day holding period and an expected tail loss methodology which approximates a 99% confidence level.

VaR statistics can be materially different across firms due to differences in portfolio composition, differences in VaR methodologies, and differences in model parameters. As a result, the Group believes VaR statistics can be used more effectively as indicators of trends in risk-taking within a firm, rather than as a basis for inferring differences in risk-taking across firms.

The Group trades on foreign currencies, Bonds and Treasury bills instruments, while its subsidiaries trade mainly in bills and bonds and an insignificant amount of foreign currencies. The resultant risk exposures are interest and foreign exchange risks.

The table below presents, risk by category, average VaR and end of period-end VaR as well as the high and low VaR for the period.

Group VaR by risk type		Dec-25		
In thousands of Naira	Average	High	Low	At reporting date
Foreign exchange risk	987,901	6,435,871	372	313,045
Interest rate risk	1,660,644	6,787,344	125,924	1,274,408
Total	2,648,545	13,223,215	126,296	1,587,453

Group VaR by risk type		Dec-24		
In thousands of Naira	Average	High	Low	At reporting date
Foreign exchange risk	723,642	7,747,128	-	266,849
Interest rate risk	334,032	1,834,250	22,682	949,235
Total	1,057,674	9,581,378	22,682	1,216,084

(iv) Other market risks: Sensitivity analysis of non-trading portfolios to various scenarios

The management of interest rate risk against interest rate gap limits is supplemented with monitoring the sensitivity of the Group's financial assets and liabilities to various scenarios. Credit spread risk (not relating to changes in the obligor / issuer's credit standing) on debt securities held by the Group and equity price risk is subject to regular monitoring by Group Management Risk committee but is not currently significant in relation to the overall results and financial position of the Group.

Interest rate movement have both cash flow and fair value effect depending on whether interest rate is fixed or floating. The impact resulting from adverse or favourable movement flows from either retained earnings or OCI and ultimately ends in equity in the following manner:

- Retained earnings arising from increase or decrease in net interest income and the fair value changes reported in profit or loss.
- Fair value reserves arising from increases or decreases in fair value of financial instruments FVOCI reported directly in other comprehensive income.

As at 31 December 2025, the Group's interest rate risk arises principally from risk assets and borrowings i.e. (deposit liabilities and long-term borrowings). Borrowings issued at variable rates expose the group to cash flow interest rate risk which is partially offset by cash held at variable rates. Borrowings issued at fixed rates expose the group to fair value interest rate risk.

The Group therefore analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. Based on these scenarios, the group calculates the impact on profit and loss of a defined interest rate shift. For each simulation, the same interest rate shift is used for all currencies. The scenarios are run only for assets and liabilities that represent the major interest-earning and bearing positions. Major assumptions underlying the sensitivity are as follows:

- 35 basis point change in portfolio interest rate was adopted on financial assets held at amortized cost, fair value through profit or loss and fair value through other comprehensive income (Dec 2024 –100 basis points) with all other variables held constant.
- 10 basis point change in interest rate was adopted for interest bearing financial liabilities held at amortized cost and held for trading.
- In arriving at the basis point change used for the sensitivity analysis, rate changes between 01 January 2025 and 31 December 2025 (the reporting period ended) were considered.
- 35 basis points was adopted, the highest outcome for interest-earning financial assets.
- 10 basis points was adopted, the highest outcome for interest-bearing financial liabilities.

The table below shows the changes that would impact the income statement after carrying out interest rate sensitivity:

Group				
In thousands of Nigerian Naira	Dec-25 Pre-tax	Dec-25 Post-tax	Dec-24 Pre-tax	Dec-24 Post-tax
Decrease	(29,278,026)	(20,496,425)	(85,470,417)	(75,828,317)
Asset	(40,906,715)	(28,637,225)	(108,913,681)	(96,626,897)
Liabilities	11,628,689	8,140,800	23,443,264	20,798,580
Increase	29,278,026	20,496,425	85,470,417	75,828,317
Asset	40,906,715	28,637,225	108,913,681	96,626,897
Liabilities	(11,628,689)	(8,140,800)	(23,443,264)	(20,798,580)

The aggregated figures presented above are further segregated into their various components as shown in the following tables:

Components of Statement of financial position Interest Rate sensitivity (Fair Value and Cash Flow Interest Rate Risk)

Group				
In thousands of Nigerian Naira	Dec-25 Pre-tax	Dec-25 Post-tax	Dec-24 Pre-tax	Dec-24 Post-tax
Decrease				
Assets				
Cash and bank balances	(10,696,887)	(7,488,481)	(33,421,642)	(29,651,275)
Loans and advances to banks	(510)	(357)	(1,443)	(1,280)
Loans and advances to customers	(11,845,351)	(8,292,477)	(37,403,110)	(33,183,586)
Financial assets held for trading	(406,942)	(284,884)	(471,077)	(417,934)
Investment securities	(17,420,330)	(12,195,306)	(36,509,673)	(32,390,939)
Assets pledged as collateral	(536,694)	(375,719)	(1,106,736)	(981,883)
	(40,906,715)	(28,637,225)	(108,913,681)	(96,626,896)

Liabilities

Deposits from banks	276,834	193,801	63,336	56,191
Deposits from customers	10,972,961	7,681,750	20,211,709	17,931,583
Financial liabilities held for trading	25,890	18,125	63,250	56,115
Debt Securities	128,974	90,290	-	-
Other borrowed funds	224,031	156,835	3,104,969	2,754,691
	11,628,689	8,140,800	23,443,264	20,798,580
Total	(29,278,026)	(20,496,425)	(85,470,417)	(75,828,317)

Increase**Assets**

Cash and bank balances	10,696,887	7,488,481	33,421,642	29,651,275
Loans and advances to banks	510	357	1,443	1,280
Loans and advances to customers	11,845,351	8,292,477	37,403,110	33,183,586
Financial assets held for trading	406,942	284,884	471,077	417,934
Investment securities	17,420,330	12,195,306	36,509,673	32,390,939
Assets pledged as collateral	536,694	375,719	1,106,736	981,883
	40,906,715	28,637,225	108,913,681	96,626,896

Liabilities

Deposits from banks	(276,834)	(193,801)	(63,336)	(56,191)
Deposits from customers	(10,972,961)	(7,681,750)	(20,211,709)	(17,931,583)
Financial liabilities held for trading	(25,890)	(18,125)	(63,250)	(56,115)
Debt securities	(128,974)	(90,290)	-	-
Other borrowed funds	(224,031)	(156,835)	(3,104,969)	(2,754,691)
	(11,628,689)	(8,140,800)	(23,443,264)	(20,798,580)
Total	29,278,026	20,496,425	85,470,417	75,828,317

As for Cash flow interest rate risk, this risk arises from long-term borrowings. Borrowings issued at variable rates expose the group to cash flow interest rate risk which is partially offset by cash held at variable rates.

At 31 December 2025, if interest rates on borrowed funds at amortised cost increased or reduced by 15 basis points with all other variables held constant, the effect on cash flow would have been as set out below:

Group				
In thousands of Nigerian Naira	Dec-25	Dec-25	Dec-24	Dec-24
	Pre-tax	Post-tax	Pre-tax	Post-tax
Decrease	224,031	156,835	3,103,483	2,753,373
Increase	(224,031)	(156,835)	(3,103,483)	(2,753,373)

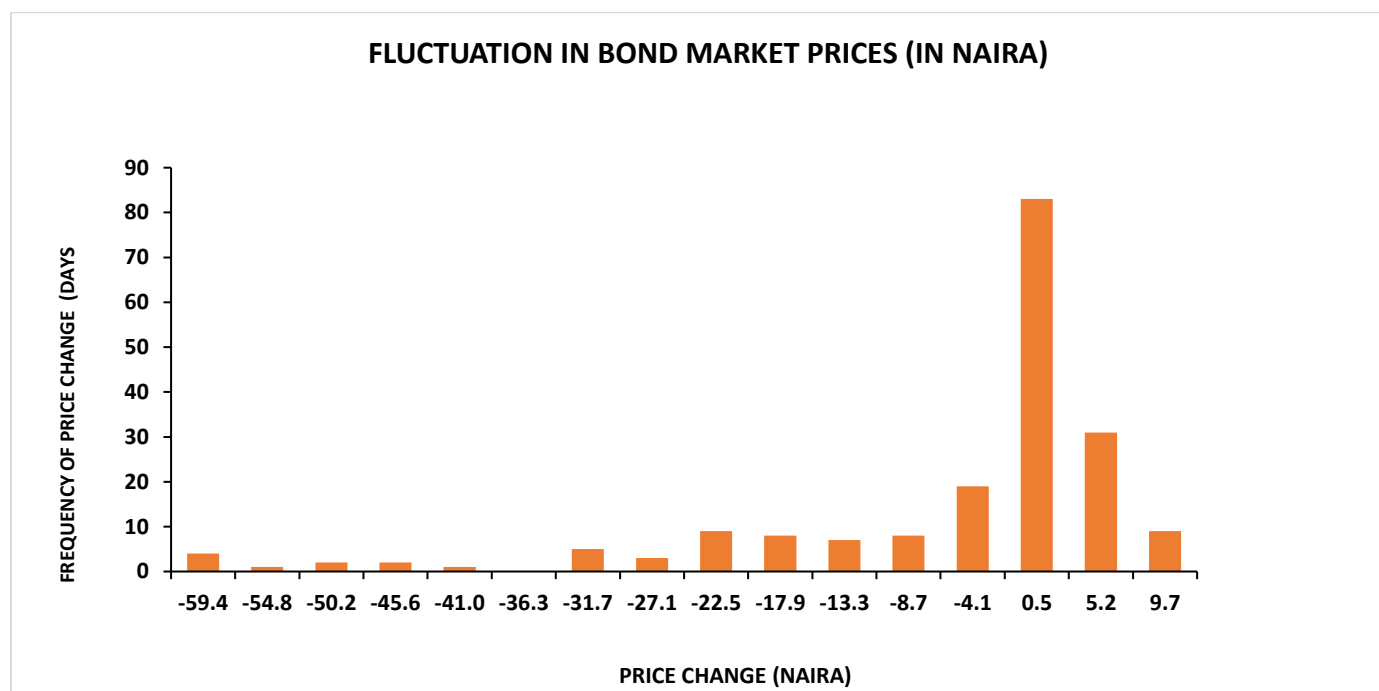
(v) Sensitivity Analysis of Fair Value Through Other Comprehensive Income Financial Asset to Price.

Financial Instrument held at Fair Value through Other Comprehensive Income

The Group recognized fair value changes for FVOCI Bonds, Treasury Bills and Equities as at 31 December 2025. The Group carried out the following in determining the sensitivity of its other comprehensive income to fluctuations in market prices of the financial assets:

Bonds Fair Valued through Other Comprehensive Income

- Daily bond prices were obtained and trended for the Bonds in issue as at the reporting date.
- A reasonably possible change of (+9.7/-59.4) Naira was determined based on the distribution of six-month daily change in market prices. The results revealed that fluctuations were in the range of (+9.7/-59.4) Naira.
- The chosen reasonable change in market prices was then applied to the Bank's holding of bonds designated as FVOCI as at end of the reporting period.



The result of the price sensitivity i.e. impact on other comprehensive income as at 31 December 2025, when price of bonds designated as FVOCI increased or decreased with all other variables held constant, would have been as set out in the tables below:

Group	Dec-25	Dec-25	Dec-24	Dec-24
In thousands of Nigerian Naira	Pre-tax	Post-tax	Pre-tax	Post-tax
Decrease	(7,653,816)	(5,357,671)	(7,351,442)	(6,632,779)
Increase	4,661,099	3,262,769	3,804,572	3,432,644

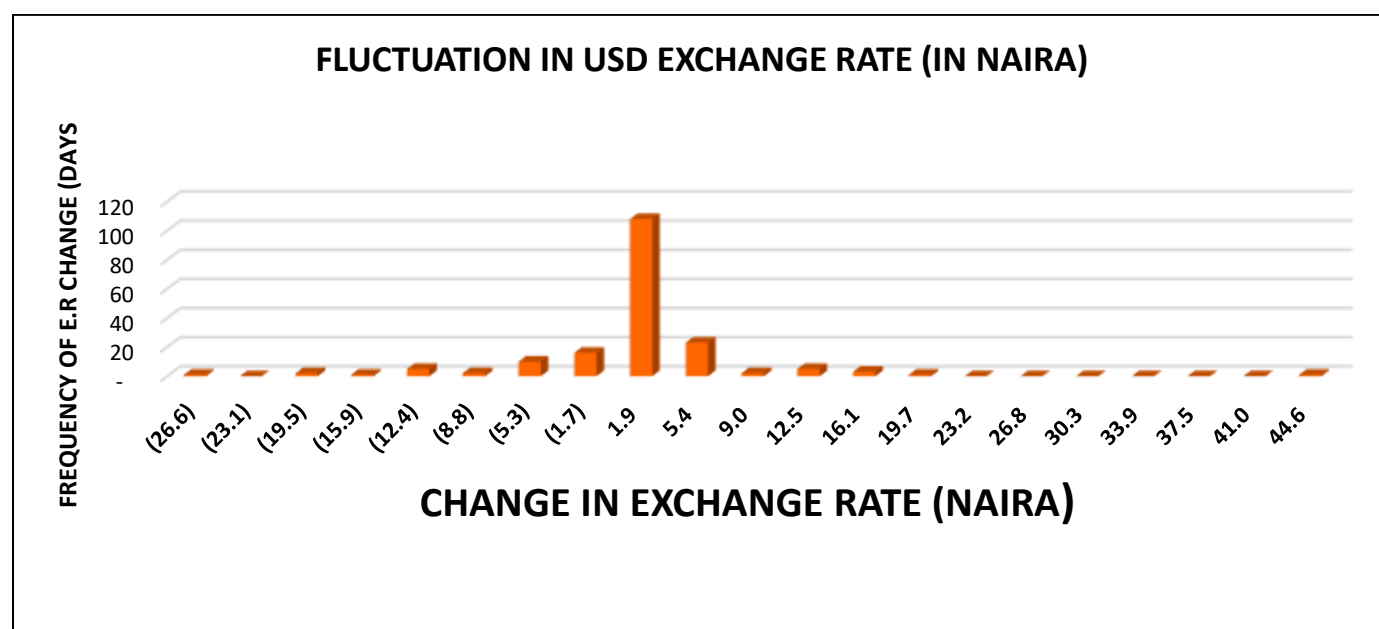
(iv) Exposure to foreign currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US dollar, GBP and Euro. Foreign exchange risk represents exposures to changes in the values of current holdings and future cash flows denominated in other currencies. The types of instruments exposed to this risk include investments in foreign subsidiaries, foreign currency-denominated loans and securities, future cash flows in foreign currencies arising from foreign exchange transactions, foreign currency denominated debt amongst others. The value of these instruments fluctuates with changes in the level or volatility of currency exchange rates or foreign interest rates. The Group deploys foreign derivative instruments whose values hedges currency debts to foreign currency loans and advances to eliminate exchange exposures on such borrowings.

Foreign exchange profit or loss (Dollars)

The Group carried out the following in determining sensitivity of the Group's profit to fluctuations in exchange rate of dollars:

- Daily dollar exchange rates were obtained for a six-month period and trended
- A reasonably possible change of -26.62/44.53 (Dec 2024 – 165.45/563.69) was determined based on the distribution of 12-month daily change in exchange rates.
- The change in exchange rates was then applied to the bank's dollar position at the end of the period.



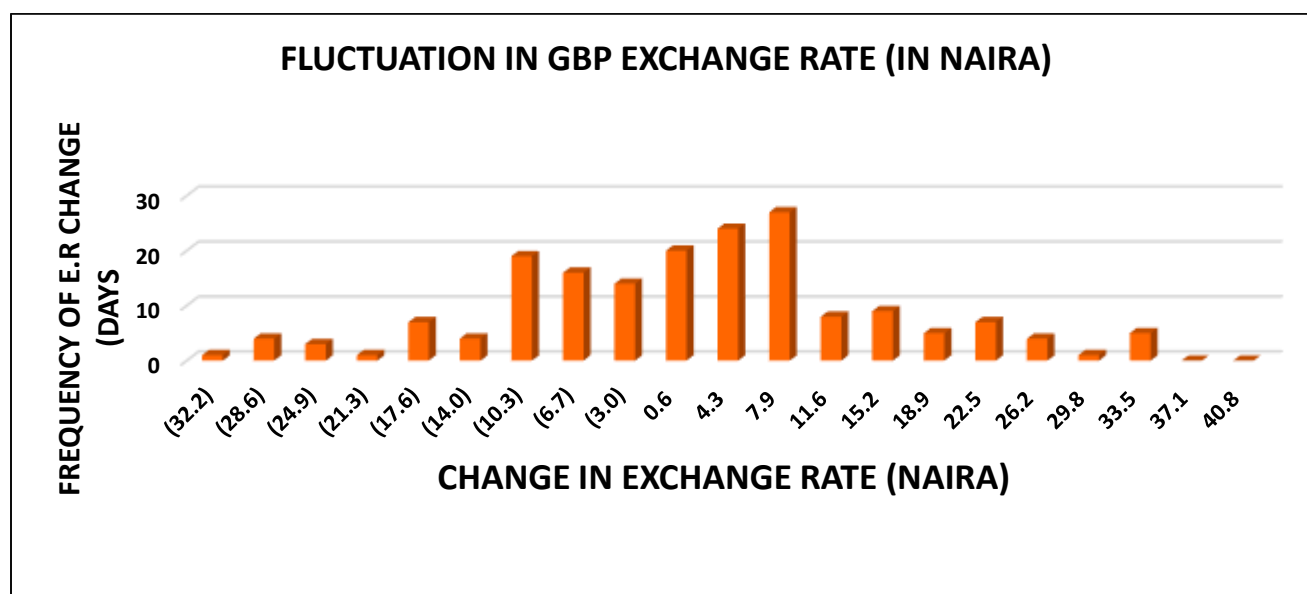
As at 31 December 2025, if Naira had strengthened/weakened by -26.62/44.53 against the Dollar with all other variables held constant, the pre-tax and post-tax profit for the ended period would have (decreased)/increased as set out in the table below mainly as a result of foreign exchange gains or losses on the translation.

Group				
In thousands of Nigerian Naira	Dec-2025	Dec-2025	Dec-2024	Dec-2024
	Pre-tax	Post-tax	Pre-tax	Post-tax
Decrease	41,271	31,100	14,564,598	12,921,535
Increase	(69,050)	(52,034)	(49,621,748)	(44,023,813)

Foreign exchange profit or loss (Pounds)

The Group carried out the following in determining the sensitivity of the Group's profit to fluctuations in the exchange rate of pounds:

- Daily pound exchange rates were obtained and trended
- A reasonably possible change of -32.21/40.84 (Dec 2024: -207.61/715.27) was determined based on the distribution of 12-month daily change in exchange rates.
- The chosen reasonable change in exchange rates was then applied to the bank's position as at the end of the period.



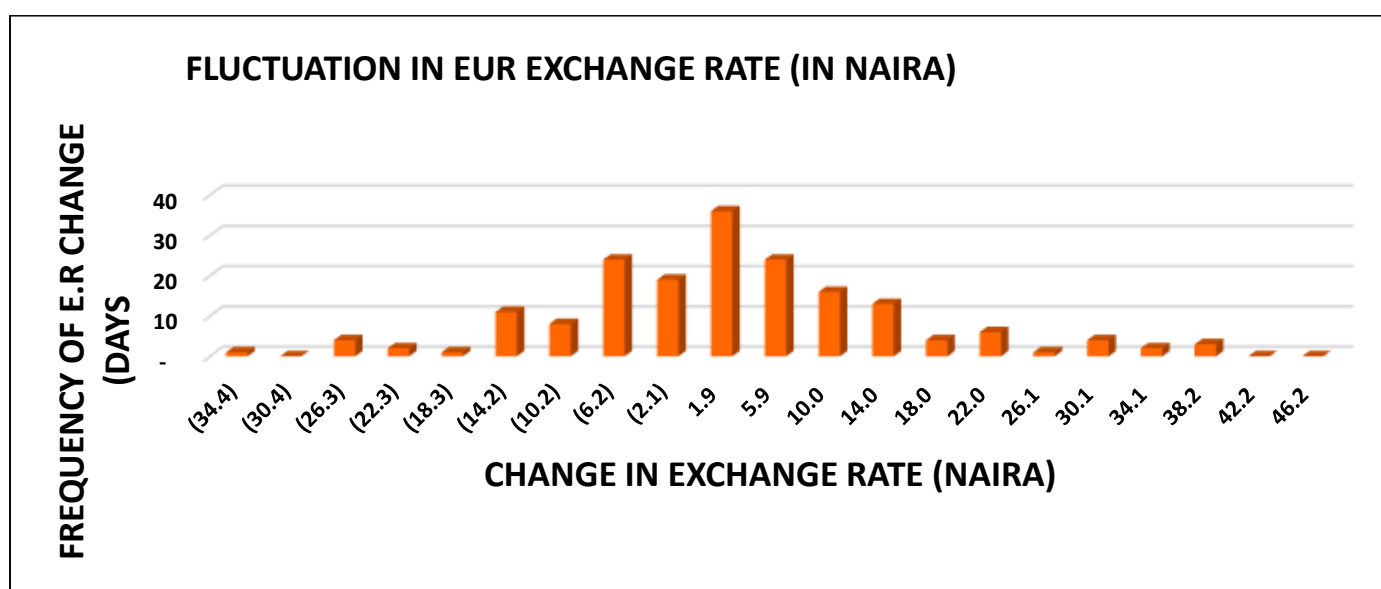
As at 31 December 2025, if Naira had strengthened/weakened by -32.21/40.84 against the Pounds with all other variables held constant the pre-tax and post-tax profit for the ended period would have (decreased)/increased as set out in the table below mainly as a result of foreign exchange gains or losses on the translation.

Group				
In thousands of Nigerian Naira	Dec-2025	Dec-2025	Dec-2024	Dec-2024
	Pre-tax	Post-tax	Pre-tax	Post-tax
Decrease	640	483	46,350	41,121
Increase	(812)	(612)	(159,685)	(141,671)

Foreign exchange profit or loss (Euros)

The Group carried out the following in determining the sensitivity of the Group's profit to fluctuations in exchange rate of Euro:

- Daily Euro exchange rates were obtained and trended.
- A reasonably possible change of -34.38/46.29 (Dec 2024 -281.36/609.97) was determined based on the distribution of 12-month daily change in exchange rates.
- The chosen reasonable change in exchange rates was then applied to the bank's position as at the end of the period.



As at 31 December 2025, if Naira had strengthened/weakened by -34.38/46.29 against the Euro with all other variables held constant, the pre-tax and post-tax profit for the ended period would have (decreased)/increased as set out in the table below mainly as a result of foreign exchange gains or losses on the translation.

Group				
In thousands of Nigerian Naira	Dec-2025	Dec-2025	Dec-2024	Dec-2024
	Pre-tax	Post-tax	Pre-tax	Post-tax
Decrease	2,765	2,083	53,066	47,080
Increase	(3,722)	(2,805)	(115,045)	(102,067)

Foreign Exchange Profit or Loss (Other Currencies)

As at 31 December 2025, if Naira had strengthened/weakened by -31.07/43.89 (Dec 2024: -240.94/270.64) against the other currencies with all other variables held constant the pre-tax and post-tax profit for the period, the impact of possible fluctuations in exchange rates on the overall foreign exchange revaluation profit of the bank is as shown below:

Group				
In thousands of Nigerian Naira	Dec-2025	Dec-2025	Dec-2024	Dec-2024
	Pre-tax	Post-tax	Pre-tax	Post-tax
Decrease	49,725	37,471	(32,168)	(28,539)
Increase	(70,236)	(52,927)	92,850	82,376

Sensitivity analysis on ECL Model

The following are the most significant assumption affecting the ECL allowance:

Corporate Portfolios

- I. Crude Oil Prices, given the significant impact on the performance of companies in the oil and gas sector.
- II. Exchange rate, given the significant impact on companies' ability to meet contractual payments denominated in foreign currency.
- III. Inflation, given its significant impact on collateral valuations.
- IV. GDP, given its impact on companies' performance and collateral valuations.
- V. Interest rate, given its impact on the ability of companies to meet contractual cashflows on both local and foreign currency denominated obligations.

Retail Portfolios

- I. Inflation, given its significant impact on purchasing power of individual borrowers and ultimately, the capacity to repay obligations.
- II. Interest rate, given its impact on the ability of individual borrowers to meet contractual cashflows on both local and foreign currency denominated obligations.

In sensitising the variables above to determine their impact on Expected Credit Losses (ECL), the Group adjusted its Forward-Looking Information forecast as follows

- 100 basis points Increase / decrease in GDP growth rate over forecasted GDP growth rate.
- 300 basis points Decrease / Increase in inflation rate over Inflation rate forecast.
- 100 basis points Decrease / 100 basis points Increase in interest rate over Interest rate forecast
- Decrease / Increase in USD/NGN exchange rate by ₦200 over forecasted exchange rate.
- Increase / Decrease in Crude Oil Price by \$10pbl over forecasted Crude Oil Price

Set out below are the changes to the ECL as at 31 December 2025 and 31 December 2024 that would result from the possible changes in these parameters from the actual assumptions used in the Group's economic variables assumption.

Group

In thousands of naira	Improvement		Worsening	
	Pre-Tax	Post Tax	Pre-Tax	Post Tax
BUSINESS BANKING	(673,753)	(471,627)	598,637	419,046
COMMERCIAL	(2,113,610)	(1,479,527)	1,760,349	1,232,244
CORPORATE	(17,874,691)	(12,512,284)	31,192,127	21,834,489
PUBLIC SECTOR	(2,194,267)	(1,535,987)	1,206,326	844,428
RETAIL	(19,333,171)	(13,533,219)	3,926,172	2,748,320
SME	(11,185,725)	(7,830,008)	2,413,813	1,689,669
	(53,375,217)	(37,362,652)	41,097,424	28,768,196

Group

Dec-2024

In thousands of naira	Improvement		Worsening	
	Pre-Tax	Post Tax	Pre-Tax	Post Tax
BUSINESS BANKING	(824,892)	(577,425)	1,505,397	1,053,778
COMMERCIAL	(1,299,205)	(909,443)	2,258,095	1,580,667
CORPORATE	4,350,433	3,045,303	21,538,157	15,076,710
PUBLIC SECTOR	(572,973)	(401,081)	266,749	186,724
RETAIL	(4,135,602)	(2,894,921)	2,851,717	1,996,202
SME	(4,087,679)	(2,861,375)	1,599,763	1,119,834
	(7,126,720)	(4,988,704)	30,915,948	21,641,163

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

Group Dec-2025		Financial instruments by currency					
<i>In thousands of Nigerian Naira</i>		Total	Naira	USD	GBP	Euro	Others
	Note						
Cash and bank balances	22	5,456,594,586	649,823,272	3,404,908,684	178,116,100	154,713,126	1,069,033,404
Financial assets at fair value through profit or loss	23	166,888,958	141,423,970	10,708,085	-	-	14,756,903
Derivative financial assets	24	203,746	-	203,343	85	318	-
Investment securities:	-						
– Fair Value through other comprehensive Income	25	3,372,059,240	2,505,229,270	506,852,331	43,585,062	13,459,790	302,932,787
– Held at amortised cost	25	2,151,946,206	106,796,396	404,525,115	-	-	1,640,624,695
Assets pledged as collateral	26	119,009,036	83,231,623	-	-	-	35,777,413
Loans and advances to banks	27	83,633	83,633	-	-	-	-
Loans and advances to customers	28	3,132,215,466	1,112,233,336	1,144,424,475	186,041,630	5,955,919	683,560,106
Restricted deposits and other assets ¹	33	2,672,402,449	2,216,356,137	250,799,342	761,185	8,893,438	195,592,347
		17,071,403,320	6,815,177,637	5,722,421,375	408,504,062	183,022,591	3,942,277,655
Deposits from banks	34	327,034,891	23,203,006	221,776,917	3,588,480	53,931,702	24,534,786
Deposits from customers	35	12,547,005,784	5,362,724,317	3,749,137,722	279,772,463	139,466,229	3,015,905,053
Financial liabilities at fair value through profit or loss	36	81,103,659	81,103,659	-	-	-	-
Derivative financial liabilities	24	495	-	-	421	74	-
Other liabilities ²	37	908,481,017	90,018,749	532,800,377	26,159,252	6,991,507	252,511,132
Other borrowed funds	39	82,235,607	82,168,888	-	-	-	66,719
		13,945,861,453	5,639,218,619	4,503,715,016	309,520,616	200,389,512	3,293,017,690
Financial Instrument Gap		3,125,541,867	1,175,959,018	1,218,706,359	98,983,446	(17,366,921)	649,259,965

¹ Excludes prepayments and Stocks

² Excludes Deferred Income and impact of non-monetary items in Non-Financial Instruments (NFI)

The above table does not give representation of the On-Balance sheet gap of the Group in terms of currency (foreign and local currencies) because non-monetary items in NFI are not taken into consideration as it falls outside the IFRS 7 disclosure requirement. On the Asset side Property, Plant & Equipment, Intangible Assets and Prepayment are not included while on the Liability side, Deferred income, Tax payable and Deferred tax and Positions have also been excluded.

Group
Dec-2024
Financial instruments by currency
In thousands of Nigerian Naira

	<i>Note</i>	Total	Naira	USD	GBP	Euro	Others
Cash and bank balances	22	4,673,048,120	332,694,580	3,543,670,519	223,159,909	149,006,929	424,516,183
Financial assets at fair value through profit or loss	23	59,602,997	36,820,157	6,211,395	-	-	16,571,445
Derivative financial assets	24	-	-	-	-	-	-
Investment securities:	-						
– Fair value through profit or loss	25	-	-	-	-	-	-
– Fair Value through other comprehensive Income	25	2,492,242,832	1,630,530,761	496,140,443	53,325,766	15,813,356	296,432,506
– Held at amortised cost	25	1,647,724,053	136,871,038	358,530,346	-	-	1,152,322,669
Assets pledged as collateral	26	114,570,075	85,018,714	-	-	-	29,551,361
Loans and advances to banks	27	87,794	87,794	-	-	-	-
Loans and advances to customers	28	2,785,664,040	1,147,635,396	1,086,678,152	121,450,297	6,046,485	423,853,710
Restricted deposits and other assets ¹	33	2,398,662,985	2,030,622,155	257,690,589	496,811	16,818,281	93,035,149
		14,171,602,896	5,400,280,595	5,748,921,444	398,432,783	187,685,051	2,436,283,023
Deposits from banks	34	388,420,244	7,169,206	223,094,089	13,715,605	30,400,208	114,041,136
Deposits from customers	35	10,013,021,406	3,938,645,578	3,908,745,015	276,440,783	137,537,213	1,751,652,817
Financial liabilities at fair value through profit or loss	36	51,174,468	51,174,468	-	-	-	-
Derivative financial liabilities	24	10,759,624	-	10,759,624	-	-	-
Other liabilities ²	37	927,420,257	450,797,113	325,631,445	29,002,189	509,247	121,480,263
Other borrowed funds	39	310,021,046	309,795,457	-	-	-	225,589
		11,700,817,045	4,757,581,822	4,468,230,173	319,158,577	168,446,668	1,987,399,805
Financial Instrument Gap		2,470,785,851	642,698,773	1,280,691,271	79,274,206	19,238,383	448,883,218

¹ Excludes prepayments and Stocks

² Excludes Deferred Income and impact of non-monetary items in Non-Financial Instruments (NFI)

The above table does not give representation of the On-Balance sheet gap of the Group in terms of currency (foreign and local currencies) because non-monetary items in NFI are not taken into consideration as it falls outside the IFRS 7 disclosure requirement. On the Asset side Property, Plant & Equipment, Intangible Assets and Prepayment are not included while on the Liability side, Deferred income, Tax payable and Deferred tax and Positions have also been excluded.

Company**Dec-2025****Financial instruments by currency***In thousands of Nigerian Naira*

	<i>Note</i>	Total	Naira	USD	GBP	Euro	Others
Cash and bank balances	22	14,026,179	14,026,179	-	-	-	-
Restricted deposits and other assets ¹	33	428,696,196	428,696,196	-	-	-	-
		442,722,375	442,722,375	-	-	-	-
Other liabilities ²	37	-	-	-	-	-	-
		-	-	-	-	-	-
Financial Instrument Gap		442,722,375	442,722,375	-	-	-	-

¹ Excludes prepayments and Stocks² Excludes Deferred Income and impact of non-monetary items in Non-Financial Instruments (NFI)

The above table does not give representation of the On-Balance sheet gap of the Group in terms of currency (foreign and local currencies) because non-monetary items in NFI are not taken into consideration as it falls outside the IFRS 7 disclosure requirement. On the Asset side Property, Plant & Equipment, Intangible Assets and Prepayment are not included while on the Liability side, Deferred income, Tax payable and Deferred tax and Positions have also been excluded.

Company							
Dec-2024							
Financial instruments by currency							
<i>In thousands of Nigerian Naira</i>							
	Note	Total	Naira	USD	GBP	Euro	Others
Cash and bank balances	22	210,095,331	210,095,331	-	-	-	-
Restricted deposits and other assets ¹	33	250,238,501	250,238,501	-	-	-	-
		460,333,832	460,333,832	-	-	-	-
Other liabilities ²	37	221,179,425	221,179,425	-	-	-	-
		221,179,425	221,179,425	-	-	-	-
Financial Instrument Gap		239,154,407	239,154,407	-	-	-	-

¹ Excludes prepayments² Excludes Deferred Income and impact of non-monetary items in Non-Financial Instruments (NFI)

The above table does not give representation of the On-Balance sheet gap of the Group in terms of currency (foreign and local currencies) because non-monetary items in NFI are not taken into consideration as it falls outside the IFRS 7 disclosure requirement. On the Asset side Property, Plant & Equipment, Intangible Assets and Prepayment are not included while on the Liability side, Deferred income, Tax payable and Deferred tax and Positions have also been excluded.

5. Capital management and other risks

(a) Regulatory capital

Guaranty Trust Holding Company manages its capital base to achieve a prudent balance between maintaining capital ratios needed to support business growth across its Group Entities and providing competitive returns to its shareholders.

The Company's objectives when managing capital are geared towards: i) ensuring compliance with the capital requirements set by the regulators (i.e. Central Bank of Nigeria and the respective host countries where it has presence (ii) safeguarding the Group's ability to continue as a going concern and (iii) maintaining a sufficient capital base robust enough to cover all identified risks without breaching the regulatory capital requirement specified for the Company and its Banking and non-Banking Entities.

The regulatory capital requirement for the Holding company according to the CBN issued guideline for licensing and regulation of Financial Holding Companies in Nigeria and its compliance are as shown in the Table below:

Name of Entity	Paid-Up Capital	Holdco Interest	Equity/Equity Reserves
	₦	(%)	₦
Guaranty Trust Bank Limited	504,037,107,000	100%	504,037,107,000
Guaranty Trust Pension Managers Limited	11,457,186,000	100%	11,457,186,000
Guaranty Trust Fund Managers Limited	250,000,000	100%	250,000,000
Habari Pay	3,100,000,000	100%	3,100,000,000
Total paid up Capital of all Subsidiaries	518,844,293,000		518,844,293,000
Guaranty Trust Holding Company (Share Capital and Premium)			518,879,980,000
Surplus /(Deficit)			35,687,000

*The current Capital position Guaranty Trust Holding Company Plc exceeded the sum of the minimum paid up capital of all its Subsidiaries.

Background

The Central Bank of Nigeria (CBN) on 29th August 2014 issued Guidelines for Licensing and Regulation of Financial Holding Companies in Nigeria ("Guidelines"). According to the Guidelines, a financial holding company shall have a minimum paid up capital which shall exceed the sum of the minimum paid up capital of all its subsidiaries, as may be prescribed from time to time by the sector regulators. A review of the capital level as at 31 December 2024 shows that Guaranty Trust Holding Company complies with paragraphs 7.1 and 7.3 of the regulation, which stipulates that a financial holding company should maintain a minimum paid up capital which equals/exceeds the aggregate of the minimum paid up capital of all its subsidiaries as indicated in the above Table.

(b) Capital Adequacy Position in line with Basel II Accord

The International Convergence of Capital Measurement and Capital Standards: A Revised Framework, popularly known as the Basel II Framework was introduced in 2004 as a new set of international standards and best practices that define the minimum capital requirements for internationally active banks. The Basel II framework stipulates a minimum level of capital that banks must maintain to ensure that they can meet their obligations, cover unexpected losses; and can, very importantly, promote public confidence.

Basel II is a three-pronged approach relying on three Pillars -Minimum Capital Requirements (Pillar 1), Supervisory Review Process (Pillar 2) and Market Discipline (Pillar 3).

Pillar 1 Minimum Capital Requirements: It prescribes the capital allocation methodology against the core traditional credit, market and operational risks to ensure these are adequately measured and that banks have adequate capital to mitigate these risks.

Pillar 2 Supervisory Review: It requires banks to establish a risk management framework to identify, assess and manage major risks inherent in the institution and allocate adequate capital against those risks. It emphasizes that supervisors should be able to evaluate the soundness of these assessments.

Pillar 3 Market Discipline: It sets out to encourage market discipline by requiring a number of disclosure requirements in respect of a bank's risk exposures, risk assessment process and capital adequacy.

The CBN specifies approaches for quantifying the risk weighted assets for credit, market and operational risk for the purpose of determining regulatory capital. Although the computations are consistent with the requirements of Pillar 1 Basel II Accord, certain sections have been adjusted to reflect the peculiarities of the Nigerian environment. In compliance with CBN, the Bank adopted the Standardized Approach (SA) in determining capital charge for Credit Risk and Market Risk while capital charge for Operational Risk was determined using the Basic Indicator Approach (BIA).

Pillar 1 focuses mainly on CAR, also known as Capital to Risk (Weighted) Assets Ratio (CRAR). This is the ratio of a bank's capital to its risk. CBN requires the minimum requirement of 10% or 15% of Capital to risk weighted assets be maintained by Nigerian banks or banking groups with regional/national license and international banking license respectively.

CAR is measured as:

Total Capital

(Credit Risk Weighted Assets + Market Risk Weighted Assets + Operational Risk Weighted Assets)

The Bank's regulatory capital is analysed into two tiers:

Tier 1 capital includes ordinary share capital, share premium, retained earnings, statutory reserves, and other reserves excluding regulatory reserves. Intangible assets and investments in subsidiaries were also deducted from Tier I capital for capital adequacy purposes.

Tier 2 capital comprises Fair Value Reserves.

The Bank and its individually regulated operations have complied with all externally imposed capital requirements throughout the year. There have been no material changes in the Bank's management of capital during the year.

Period under review

A fundamental part of the Group's overall business strategy is its sound capital management practices. It adopts a capital planning process that ensures that regulatory capital remains within approved ranges or above target levels across economic and business cycles. The Group is appropriately capitalized under normal and severe scenarios as well as a range of stress events.

Stress-testing models are used to gauge vulnerability of the Group to exceptional yet possible events. The result of stress-testing reveals the minimum capital requirements of the Group in the event that unforeseen negative events crystallize. The critical objective underpinning the stress-testing exercise is to identify as early as possible, any shortfall in capital requirements of the Group and take corrective actions which may be direct or indirect.

The Group throughout the review period, operated above its targeted capitalisation range and well over the CBN-mandated regulatory minimum of 16% for Domestic Systemically Important. As at Dec 31, 2025, the Group's capital adequacy ratio was 43.82% (December 31, 2024- 39.31%).

The following table shows the composition of regulatory capital and risk weighted assets for the Group:

Capital adequacy ratio

Holdco Group		
<i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024
Tier 1 capital		
Share capital	18,275,115	14,715,590
Share premium	500,604,865	123,471,114
Retained profits	1,445,261,993	1,270,753,178
Equity Reserve	8,875,000	8,875,000
Statutory Reserve	704,475,213	617,515,476
SMEIS and AGSMEIS Reserves	81,140,824	59,224,218
IFRS 9 Transitional Adjustment	-	-
RRR applied for IFRS 9 Impact	-	-
Non-Controlling Interest	70,290,809	50,611,947
Tier 1 Sub-Total	2,828,923,819	2,145,166,523
Less Regulatory deductions :		
Other intangible assets	(91,419,444)	(61,950,998)
Goodwill	(19,276,932)	(19,293,116)
Deferred Tax	(32,686,270)	(28,876,962)
Treasury Shares	(33,578,677)	(11,289,600)
Under Impairment	-	-
Excess exposure(s) over single obligor without CBN approval	-	-
100% of investments in unconsolidated Banking and financial subsidiary/associate companies	-	-
Unsecured Lending to subsidiaries within the same Group	-	-
Net Total Tier 1 Capital (A)	2,651,962,496	2,023,755,847
Tier 2 capital		
Foreign Exchange Adjustments	284,669,587	182,424,542
Fair Value Reserves	6,622,243	5,949,611
Net Total Tier 2 Capital (B)	291,291,830	188,374,153
Total Qualifying Capital (C= A+B)	2,943,254,326	2,212,130,000
Composition of Risk-Weighted Assets		
Credit Risk	4,570,271,368	4,765,564,540
Operational Risk	2,129,024,848	838,213,293
Market Risk	17,365,444	23,955,586
Aggregate	6,716,661,660	5,627,733,419
Total Risk-Weighted Capital Ratio	43.82%	39.31%
Tier 1 Risk-Based Capital Ratio	39.48%	35.96%

(c) Capital allocation

The allocation of capital between specific operations and activities is, to a large extent, driven by optimization of the return achieved on the capital allocated. The amount of capital allocated to each operation or activity is based primarily upon the regulatory capital, but in some cases, the regulatory requirements do not reflect fully the varying degree of risk associated with different activities. In such cases, the capital requirements may be flexed to reflect differing risk profiles, subject to the overall level of capital to support a particular operation or activity not falling below the minimum required for regulatory purposes. The process of allocating capital to specific operations and activities is undertaken independently of those responsible for the operation, by the Group Enterprise Risk Management Division, and is subject to review by the Group Credit Committee or ALMAC as appropriate.

Although maximisation of the return on risk-adjusted capital is the principal basis used in determining how capital is allocated within the Group to particular operations or activities, it is not the sole basis used for decision making. Consideration is also given to synergies with other operations and activities, the availability of management and other resources, and the fit of the activity with the Group's longer-term strategic objectives. The Group's policies in respect of capital management and allocation are reviewed regularly by the Board of Directors.

6. Use of estimates and judgments

These disclosures supplement the commentary on financial risk management (see note 4).

(a) Key sources of estimation uncertainty**Measurement of the expected credit losses**

The measurement of impairment losses under IFRS 9 across all categories of financial assets requires judgement, in particular, in the application of forward-looking information, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The measurement of the expected credit loss allowance for financial assets measured at amortised cost and FVOCI is as described in accounting policy 3b (j)(v).

Determining fair values

The determination of fair value for financial assets and liabilities for which there is no observable market price requires the use of valuation techniques as described in accounting policy 3b (j)(vii). For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of judgement depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

(b) Critical accounting judgements in applying the Group's accounting policies

Critical accounting judgements made in applying the Group's accounting policies include:

Financial asset and liability classification

The Group's accounting policies provide scope for assets and liabilities to be designated on inception into different accounting categories in certain circumstances:

1. In classifying financial assets as measured at amortised cost, the Group has determined that it meets the

description of financial assets set out in accounting policy **3b(j)(ii)(a)**.

2. In designating financial assets as measured at FVOCI, the Group has determined that it has met the criteria for this designation set out in accounting policy **3b(j)(ii)(b)**.
3. In classifying financial assets as measured at FVTPL, the Group has determined that it meets the description of financial assets set out in accounting policy **3b(j)(ii)(c)**.
4. In accounting for financial liabilities as FVTPL, the Group has determined that it meets the description of financial liabilities set out in accounting policy **3b(j)(ii)(e)**.
5. In carrying financial liabilities at amortised cost, the Group has determined that it meets the description of financial liabilities set out in accounting policy **3b(j)(ii)(f)**.

Depreciation and carrying value of property and equipment

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

Determination of impairment of property and equipment, and intangible assets

Management is required to make judgements concerning the cause, timing and amount of impairment. In the identification of impairment indicators, management considers the impact of changes in current competitive conditions, cost of capital, availability of funding, technological obsolescence, discontinuance of services and other circumstances that could indicate that impairment exists. The Group applies the impairment assessment to its separate cash generating units. This requires management to make significant judgements and estimates concerning the existence of impairment indicators, separate cash generating units, remaining useful lives of assets, projected cash flows and net realisable values. Management's judgement is also required when assessing whether a previously recognised impairment loss should be reversed.

Translation of FX position during the year: This is referenced to Nigeria foreign exchange market (NFEM) rate quoted on CBN Website.

Defined benefits plan

The present value of the retirement benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. Any changes in these assumptions will impact the carrying amount of pension obligations.

The assumptions used in determining the net cost (income) for pensions include the discount rate. The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the market yields on Government Bonds of medium duration as compiled by the Debt Management Organisation that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability. Other key assumptions for pension obligations are based in part on current market conditions.

Impairment of Goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy in note 3(q). The recoverable amounts of cash generating units have been determined based on value in use calculations. These calculations require the use of estimates. Goodwill and Goodwill Impairment testing are shown in note 32(c) below.

IFRIC 23 - Uncertain Tax Position

The tax legislation in relation to the treatment of expected credit loss on stage 2 loans is unclear with respect to whether the stage 2 impairment should be treated as specific or collective in the assessment of deferred tax.

The Group has opted to treat these stage 2 expected credit loss balances as collective in the determination and computation of deferred taxes because they are assessed as having a less significant increase in credit risk and their computation was based on lifetime expected credit losses in accordance with IFRS 9.

This treatment does not give rise to any deductible temporary difference. If the Group had not treated the stage 2 impairment as being a collective provision within the context of deferred tax assessment, a deferred tax asset of N9.6bn would not have been recognised.

Valuation of equity financial instruments

The Group's accounting policy on fair value measurements is discussed under note 3b (j)(iid).

The Group measures fair values using the following hierarchy of methods.

Level 2: Valuation techniques based on observable inputs. This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

Level 3: This includes financial instruments, the valuation of which incorporate significant inputs for the asset or liability that is not based on observable market data (unobservable inputs). Unobservable inputs are those not readily available in an active market due to market illiquidity or complexity of the product. These inputs are generally determined based on inputs of a similar nature, historic observations on the level of the input or analytical techniques.

The table below analyses financial instruments measured at fair value at the end of the reporting period, by the level in the fair value hierarchy into which the fair value measurement is categorised:

All fair values are on a recurring basis. The sensitivity of investments and derivatives to fluctuation in market prices and yields are disclosed in note 4(i) under market risk above.

Group

Dec-2025

In thousands of Nigerian Naira

Assets	Note	Level 1	Level 2	Level 3	Total
Financial assets at fair value through profit or loss:					
-Debt securities	23	166,888,958	-	-	166,888,958
Derivative financial assets	24	-	203,746	-	203,746
Investment securities:					
-Debt securities at FVOCI	25	3,372,059,240	-	-	3,372,059,240
-Equity securities at FVOCI	25	-	-	2,221,539	2,221,539
-Equity securities FVTPL	25	-	-	13,608,086	13,608,086
Assets pledged as collateral	26	83,231,623	35,777,413	-	119,009,036
Total assets		3,622,179,821	35,981,159	15,829,625	3,673,990,605
Liabilities					
Financial liabilities at fair value through profit or loss					
Derivative financial liabilities	24	-	495	-	495
Total liabilities		81,103,659	495	-	81,104,154

Group

Dec-2024

In thousands of Nigerian Naira

Assets	Note	Level 1	Level 2	Level 3	Total
Financial assets at fair value through profit or loss:					
-Debt securities	23	59,602,997	-	-	59,602,997
Derivative financial assets	24	-	-	-	-
Investment securities:					
-Debt securities at FVOCI	25	2,492,242,832	-	-	2,492,242,832
-Equity securities at FVOCI	25	-	-	2,159,386	2,159,386
-Investment securities - FVPL Notes	25	-	-	-	-
-Equity securities FVTPL	25	-	-	5,508,086	5,508,086
Assets pledged as collateral	26	85,018,714	29,551,361	-	114,570,075
Total assets		2,636,864,543	29,551,361	7,667,472	2,674,083,376
Liabilities					
Financial liabilities at fair value through profit or loss					
Derivative financial liabilities	24	-	10,759,624	-	10,759,624
Total liabilities		51,174,468	10,759,624	-	61,934,092

Reconciliation of Level 3 Items

-Investment Securities (unquoted equity securities)

In thousands of Nigerian Naira

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Opening balance	7,667,472	5,642,371	-	-
Effect of exchange rate fluctuations	2,049	13,564	-	-
Total unrealised gains in Profit and Loss	8,100,000	1,560,236	-	-
Total unrealised gains in OCI	60,104	451,301	-	-
	15,829,625	7,667,472	-	-

(e) Disclosure Requirement for Level 2 and 3 Financial Instruments**Valuation control framework**

The key elements of the control framework for the valuation of financial instruments include model validation, product implementation review and independent price verification. These functions are carried out by an appropriately skilled finance team, independent of the business area responsible for the products.

Model validation covers both qualitative and quantitative elements relating to new models. In respect of new products, model validation examines the explanatory power of the implemented model, actively monitoring model parameters and comparing in-house pricing to external sources.

Independent price verification procedures cover financial instruments carried at fair value. The frequency of the review is matched to the availability of independent data, monthly being the minimum. Valuation differences in breach of established thresholds are escalated to senior management. The results from independent pricing and valuation reserves are reviewed monthly by senior management.

Valuation technique and Input used in Level 2 Fair Value Measurement

Where there is limited trading activity in financial instruments, the Group uses valuation models, consensus pricing information from third party pricing services and quotes to determine an appropriate valuation.

The Group adopted discounted cash flow technique in determining the fair value of the derivative, using observable market data (Forward rate, discount rate etc.)

Disclosure Requirements for Level 3 Financial Instruments**Valuation Technique:**

The investment valuation policy (IVP) of the Group provides the framework for accounting for the Group's investment in unquoted equity securities while also providing a broad valuation guideline to be adopted in valuing them. Furthermore, the IVP details how the group decides its valuation policies and procedures and analyses changes in fair value measurements from period to period.

IFRS 13 - Fair Value Measurement outlines three approaches for valuing unquoted equity instruments; market approach, the income approach and the cost approach. The Group estimated the fair value of its investment in each of the unquoted equity securities at the end of the financial year using the income approach.

The Discounted Cash flow (DCF) technique of the income approach was adopted in valuing each of these equity investments taken into cognizance the suitability of the model to each equity investment and the available financial information.

Description of Valuation Methodology and inputs:

Discounted Cash flow Technique (DCF)

The fair value of the other unquoted equity securities was derived using the Discounted Cash Flow technique. The steps involved in estimating the fair value of the Group's investment in each of the investees (i.e. unquoted equity securities) are as follows:

- Step 1: A five-year forecast of the Free Cash Flow to Equity (FCFE) for each of the equity investments was made (see (a) below for the definition, explanation and derivation of FCFE).
- Step 2: The yearly FCFE forecasts were discounted to present value using the company's Ke. (See (b) below for the definition, explanation and derivation of Ke).
- Step 3: The terminal value at year five was estimated by dividing the compounded (with 'g') year five FCFE by the capitalization rate (please see (c) below).
- Step 4: The terminal value was discounted to present value using the company's Ke.
- Step 5: The firm value was obtained by adding the present value of the five-year FCFE obtained in step (2) above to the present value of terminal value obtained in step (4) above.
- Step 6: The equity value per share was obtained by dividing the Equity value obtained in step (5) above by the number of shares outstanding in the company.
- Step 7: The fair value of the group's investment in each of the relevant unquoted equity securities was derived by multiplying the number of the Groups' shares in the investee by the value per share obtained in step (6) above.

a. Free Cash flow to Equity (FCFE):

Free Cash Flow to Equity (FCFE) reflects the cash flow that is available to the company's shareholders after accounting for all operating expenses, taxes, borrowing costs and made the required investments in fixed capital and working capital.

$$\text{FCFE} = \text{NI} + \text{NCC} - \text{Changes in FCI} - \text{Changes in WCI} + \text{Net Borrowing}$$

Where:

NI = Net Income

NCC = Non- Cash Charges

FCI = Fixed Capital Investment

WCI = Working Capital Investment

Net Borrowing = Ending borrowing balance less Beginning borrowing balance

b. Cost of Equity (Ke):

The Company derives its Cost of Equity using the Capital Asset Pricing Model (CAPM). The Cost of Equity represents the expected rate of return required by equity investors, taking into account the time value of money and associated risks.

$$K_e = R_f + B(R_m - R_f)$$

Where:

R_f = Risk-free rate of return

B = Beta, measures the sensitivity of the Company's Equity returns relative to the Market

$R_m - R_f$ = Market risk premium

c. Capitalization Rate = $K_e - g$

$$\text{Terminal value} = (\text{FCFF}_5 * (1+g)) / (K_e - g)$$

Where:

FCFF = Year₅ FCFF

g = Growth rates

K_e = Cost of Equity

Valuation Variables Assumptions in deriving the Discounted Cash flows

1. The risk-free rate was determined using the yield on the 10-year Nigerian Government bond (for unquoted securities denominated in Naira) of 13.7% and the yield on the 10-year US Government bond (for unquoted securities denominated in US \$) of 18.53%.
2. Market premium of 14.34% was adopted based on trend analysis and research of market premiums across the globe by Aswath Damodaran.
3. Beta = 1
4. Growth rate used is growth rate in earnings between the latest period and prior period.

The movement in equity securities at fair value through OCI during the year is as follows:

<i>In thousands of Nigerian Naira</i>	Group Dec-25	Group Dec-24
Balance, beginning of the period	2,159,386	1,694,521
Effect of exchange rate fluctuation	2,049	13,564
Unrealized gains or (losses) in OCI	60,104	451,301
Balance, end of the period	2,221,539	2,159,386

The movement in equity securities fair value through profit and loss during the year is as follows:

<i>In thousands of Nigerian Naira</i>	Group Dec-25	Group Dec-24
Balance, beginning of the period	5,508,086	3,947,850
Unrealised gains in Profit and Loss	8,100,000	1,560,236
Balance, end of the period	13,608,086	5,508,086

Notes to the financial statements

The Group is eligible to present net on the balance sheet, certain financial assets and liabilities according to criteria described in Note 3 on Offsetting Financial Instruments. For the financial assets and liabilities subject to enforceable master netting arrangements or similar arrangements above, each agreement between the Group and the counterparty allows for net settlement of the relevant financial assets and liabilities.

The following financial assets and liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements.

Group Dec-2025	Gross amounts of Financial Assets/liabilities	Gross amounts set off on the SOFP	Net amounts presented on the SOFP	Related amount not set off in the SOFP	Cash collateral	Net amount
<i>In thousands of Nigerian Naira</i>						
<i>Financial assets</i>						
Cash and bank balances (a)	20,021,961	(8,676,617)	11,345,344	-	-	11,345,344
Other Assets (b)	177,178,501	-	177,178,501	-	177,178,501	-
	197,200,462	(8,676,617)	188,523,845	-	177,178,501	11,345,344
<i>Financial liabilities</i>						
Other Liabilities (b)	177,178,501	-	177,178,501	177,178,501	-	-
	177,178,501	-	177,178,501	177,178,501	-	-
Group Dec-2024	Gross amounts of Financial Assets/liabilities	Gross amounts set off on the SOFP	Net amounts presented on the SOFP	Related amount not set off in the SOFP	Cash collateral	Net amount
<i>In thousands of Nigerian Naira</i>						
<i>Financial assets</i>						
Cash and bank balances (a)	22,704,316	(14,396,451)	8,307,865	-	-	8,307,865
Other Assets (b)	241,910,472	-	241,910,472	-	241,910,472	-
	264,614,788	(14,396,451)	250,218,337	-	241,910,472	8,307,865
<i>Financial liabilities</i>						
Other Liabilities (b)	241,910,472	-	241,910,472	241,910,472	-	-
	241,910,472	-	241,910,472	241,910,472	-	-

7. Operating segments

The Group has six reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer varied products and services and are managed separately based on the Group's management and internal reporting structure. For each of the strategic business units, the Executive Management Committee reviews internal management reports on at least a quarterly basis.

The following summary describes the operations in each of the Group's reportable segments:

- **Corporate banking** – Incorporates current accounts, deposits, overdrafts, loans and other credit facilities, foreign currency and derivative products offered to very large corporate customers and blue chips.
- **Commercial banking** – Incorporates current accounts, deposits, overdrafts, loans and other credit facilities, foreign currency and derivative products for mid-size and fledgling corporate customers.
- **Business banking** – Incorporates current accounts, deposits, overdrafts, loans and other credit facilities, foreign currency and derivative products for mid-size commercial customers.
- **Retail banking** – Incorporates private banking services, private customer current accounts, savings deposits, investment savings products, custody, credit and debit cards, consumer loans and mortgages.
- **SME banking** – Incorporates current accounts, deposits, overdrafts, loans and other credit facilities, foreign currency and derivative products for small and medium-size enterprises and ventures.
- **Public Sector** – Incorporates current accounts, deposits, overdrafts, loans and other credit facilities, foreign currency and derivative products for Government Ministries, Departments and Agencies.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the Executive Management Committee. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

No single external customer accounts for 10% or more of the Group's revenue.

The measurement policies the Group uses for segment reporting are the same as those used in its financial statements, except that activities of Staff Investment Trust have not been consolidated in arriving at the operating profit, assets and liabilities of the operating segment (see note 30(b)). There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

Operating segments (Continued)

Information about operating segments

Group

Dec-2025

In thousands of Nigerian Naira

	Corporate Banking	Retail Banking	Business Banking	Commercial Banking	SME Banking	Public Sector Banking	Total Continuing Operations	Total
Revenue:								
Derived from external customers	2,031,414,200	55,277,568	3,546,609	36,476,027	1,853,490	21,794,551	2,150,362,446	2,150,362,446
Derived from other business segments	(657,941,494)	423,862,430	27,090,970	69,837,091	107,952,474	29,198,529	-	-
Total revenue	1,373,472,706	479,139,998	30,637,579	106,313,118	109,805,964	50,993,080	2,150,362,446	2,150,362,446
Interest expenses	(327,776,561)	(43,957,482)	(1,526,325)	(5,134,673)	(7,785,338)	(6,396,534)	(392,576,914)	(392,576,914)
Fee and commission expenses	(19,309,471)	(7,131,346)	(1,157,867)	(2,959,468)	(3,216,478)	(340,630)	(34,115,259)	(34,115,259)
Net operating income	1,026,386,674	428,051,170	27,953,387	98,218,977	98,804,148	44,255,916	1,723,670,273	1,723,670,273
Expense:								
Operating expenses	(135,927,562)	(138,130,067)	(13,826,382)	(39,548,597)	(48,552,522)	(9,860,137)	(385,845,267)	(385,845,267)
Net impairment loss on financial assets	19,112,500	(15,017,928)	(259,663)	(12,246,138)	(2,156,494)	(6,659,901)	(17,227,622)	(17,227,622)
Depreciation and amortisation	(27,419,847)	(29,635,423)	(5,386,831)	(11,434,702)	(13,941,755)	(1,702,927)	(89,521,485)	(89,521,485)
Total cost	(144,234,909)	(182,783,418)	(19,472,876)	(63,229,437)	(64,650,771)	(18,222,965)	(492,594,374)	(492,594,374)
Profit before income tax from reportable segments	882,151,764	245,267,753	8,480,512	34,989,541	34,153,378	26,032,952	1,231,075,899	1,231,075,899
Tax	(262,342,336)	(72,395,940)	(2,503,201)	(10,327,900)	(10,081,088)	(7,684,174)	(365,334,639)	(365,334,639)
Profit after income tax from reportable segments	619,809,428	172,871,813	5,977,311	24,661,641	24,072,290	18,348,778	865,741,260	865,741,260
Assets and liabilities:								
Total assets	13,748,498,262	2,652,943,591	155,933,342	443,120,959	568,398,187	192,257,914	17,761,152,255	17,761,152,255
Total liabilities	(4,495,498,637)	(6,696,218,379)	(385,960,517)	(1,025,711,221)	(1,506,370,241)	(215,274,376)	(14,325,033,371)	(14,325,033,371)
Net assets/ (liabilities)	9,252,999,625	(4,043,274,788)	(230,027,175)	(582,590,262)	(937,972,054)	(23,016,462)	3,436,118,884	3,436,118,884
Additions to Non-Current Assets	77,956,683	84,594,695	15,376,778	32,640,502	39,796,919	4,861,026	255,226,604	255,226,604
Assets:								
Loans and advances to banks	83,633	-	-	-	-	-	83,633	83,633
Loans and advances to customers	2,665,015,503	249,166,686	1,884,904	73,096,770	30,916,871	112,134,732	3,132,215,466	3,132,215,466
Others	11,083,399,126	2,403,776,905	154,048,438	370,024,189	537,481,316	80,123,182	14,628,853,156	14,628,853,156
	13,748,498,262	2,652,943,591	155,933,342	443,120,959	568,398,187	192,257,914	17,761,152,255	17,761,152,255
Liabilities:								
Deposits from banks	327,034,891	-	-	-	-	-	327,034,891	327,034,891
Deposits from customers	2,816,286,300	6,722,664,874	374,014,365	951,675,129	1,487,203,967	195,161,149	12,547,005,784	12,547,005,784
Others	1,352,177,446	(26,446,495)	11,946,152	74,036,092	19,166,274	20,113,227	1,450,992,696	1,450,992,696
	4,495,498,637	6,696,218,379	385,960,517	1,025,711,221	1,506,370,241	215,274,376	14,325,033,371	14,325,033,371

Group
Dec-2024

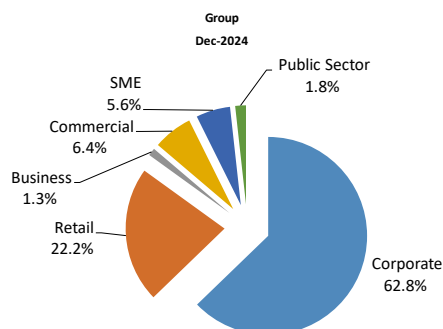
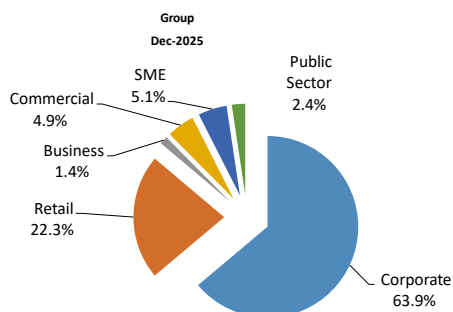
In thousands of Nigerian Naira

	Corporate Banking	Retail Banking	Business Banking	Commercial Banking	SME Banking	Public Sector Banking	Total Continuing Operations	Total
Revenue:								
Derived from external customers	1,377,169,905	458,257,106	25,815,564	135,438,578	115,442,028	36,158,556	2,148,281,736	2,148,281,736
Derived from other business segments	(28,563,403)	18,277,745	1,148,170	2,933,236	4,723,962	1,480,290	-	-
Total revenue	1,348,606,502	476,534,851	26,963,734	138,371,814	120,165,990	37,638,846	2,148,281,736	2,148,281,736
Interest expenses	(231,877,728)	(35,160,068)	(1,193,491)	(4,856,913)	(6,199,358)	(3,927,933)	(283,215,490)	(283,215,490)
Fee and commission expenses	(16,814,242)	(7,045,735)	(1,013,695)	(3,233,861)	(3,136,605)	(275,658)	(31,519,796)	(31,519,796)
Net operating income	1,099,914,532	434,329,048	24,756,548	130,281,040	110,830,027	33,435,255	1,833,546,450	1,833,546,450
Expense:								
Operating expenses	(122,625,402)	(121,796,048)	(11,515,918)	(36,142,831)	(44,176,511)	(8,736,665)	(344,993,375)	(344,993,375)
Net impairment loss on financial assets	(50,755,554)	(38,227,616)	(2,794,428)	(33,360,427)	(40,386,621)	1,194,948	(164,329,699)	(164,329,699)
Depreciation and amortisation	(15,491,365)	(21,750,416)	(3,159,844)	(7,365,051)	(9,029,361)	(1,236,788)	(58,032,825)	(58,032,825)
Total cost	(188,872,321)	(181,774,080)	(17,470,190)	(76,868,309)	(93,592,493)	(8,778,505)	(567,355,899)	(567,355,899)
Profit before income tax from reportable segments	911,042,211	252,554,968	7,286,358	53,412,731	17,237,534	24,656,750	1,266,190,551	1,266,190,551
Tax	(178,256,163)	(49,911,794)	(1,439,984)	(10,555,822)	(3,406,610)	(4,872,850)	(248,443,224)	(248,443,224)
Profit after income tax from reportable segments	732,786,048	202,643,174	5,846,374	42,856,909	13,830,924	19,783,900	1,017,747,327	1,017,747,327
Dec-2024								
Assets and liabilities:								
Total assets	10,001,156,550	2,952,078,601	120,879,511	673,094,032	574,189,234	474,308,902	14,795,706,831	14,795,706,831
Total liabilities	(3,750,381,159)	(5,666,478,580)	(310,860,554)	(853,329,606)	(1,323,015,913)	(165,860,148)	(12,069,925,959)	(12,069,925,959)
Net assets/ (liabilities)	6,250,775,391	(2,714,399,979)	(189,981,043)	(180,235,574)	(748,826,679)	308,448,754	2,725,780,872	2,725,780,872
Additions to Non-Current Assets	49,080,570	69,648,634	10,118,372	23,584,181	28,913,591	3,960,412	185,305,760	185,305,760
Dec-2024								
Assets:								
Loans and advances to banks	87,794	-	-	-	-	-	87,794	87,794
Loans and advances to customers	2,428,508,797	199,584,746	1,421,377	83,677,526	29,278,867	43,192,727	2,785,664,040	2,785,664,040
Others	7,572,559,959	2,752,493,856	119,458,134	589,416,505	544,910,368	431,116,175	12,009,954,997	12,009,954,997
	10,001,156,550	2,952,078,602	120,879,511	673,094,031	574,189,235	474,308,902	14,795,706,831	14,795,706,831
Liabilities:								
Deposits from banks	388,420,244	-	-	-	-	-	388,420,244	388,420,244
Deposits from customers	2,225,402,517	5,272,850,167	305,901,454	800,880,496	1,246,003,352	161,983,419	10,013,021,406	10,013,021,406
Others	1,136,558,397	393,628,414	4,959,100	52,449,110	77,012,562	3,876,729	1,668,484,309	1,668,484,309
	3,750,381,158	5,666,478,581	310,860,554	853,329,606	1,323,015,914	165,860,148	12,069,925,959	12,069,925,959

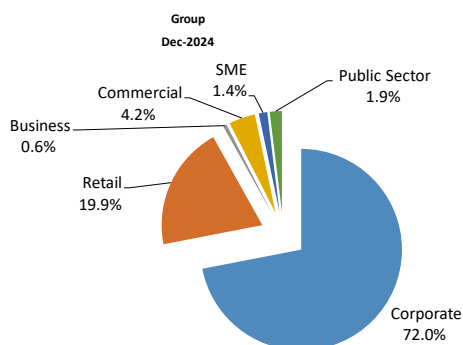
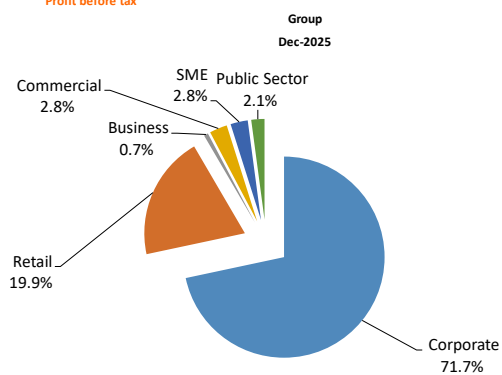
Operating segments (Continued)

Information about operating segments

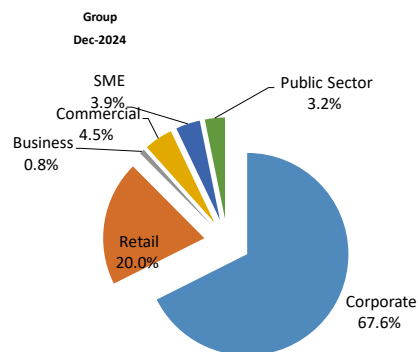
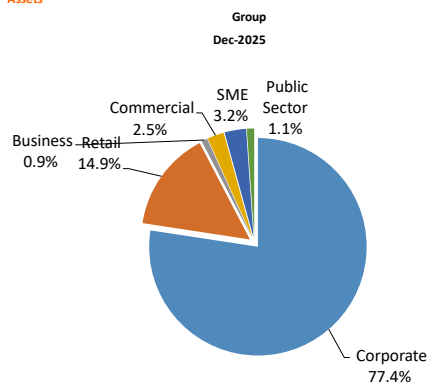
Revenue



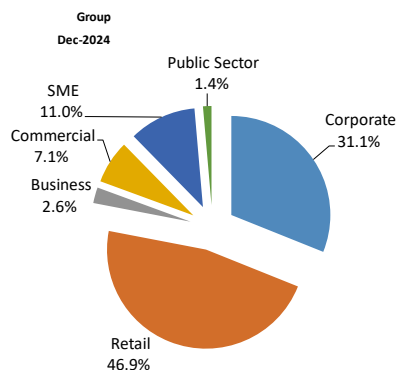
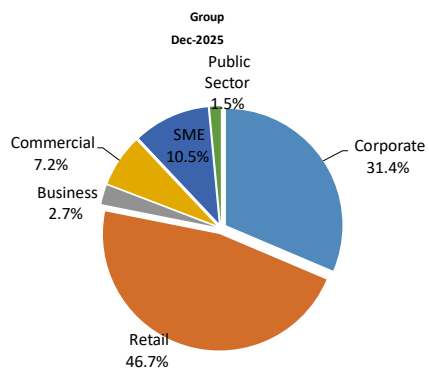
Profit before tax



Assets



Liabilities



Operating segments (Continued)

The following is an analysis of the Group's revenue and gains from continuing operations by products and services;

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Bonds	12,940,242	3,972,075	-	-
Contingents	13,324,936	11,771,120	-	-
Loans	675,379,235	544,720,843	-	-
Placements	285,747,996	226,825,839	-	-
Treasury Bills	826,001,689	604,769,488	-	-
Promissory Note	530	524	-	-
Commercial Paper	-	2,005,295	-	-
Non Funded Income	330,646,911	278,010,522	3,553,655	3,526,918
Unrealised Income	5,476,132	475,830,834	-	-
Dividend income	850,202	430,718	463,954,688	364,137,165
	2,150,367,873	2,148,337,258	467,508,343	367,664,083

Reconciliation of reportable segment revenues, operating expenses, profit or loss and assets and liabilities**Reconciliation of revenues**

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>Continuing Operations:</i>				
Total revenue from reportable segments	2,150,362,446	2,148,281,736	466,386,831	367,664,083
Consolidation and adjustments:				
- Other operating income	5,427	55,522	-	-
Revenue from continuing operations	2,150,367,873	2,148,337,258	466,386,831	367,664,083

Revenue from continuing operations as shown above is made up of:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Interest income	1,653,163,754	1,341,801,663	-	-
Fee and commission income	278,505,492	221,231,208	3,487,220	3,487,220
Net gains on financial instruments classified as held for trading	78,743,815	86,237,811	-	-
Other operating income	139,954,812	499,066,576	462,899,611	364,176,863
Revenue from continuing operations	2,150,367,873	2,148,337,258	466,386,831	367,664,083

Reconciliation of operating expenses

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>Continuing Operations:</i>				
Total operating expense from reportable segments	385,845,267	344,993,375	1,944,894	1,796,611
Operating expense from continuing operations	385,845,267	344,993,375	1,944,894	1,796,611

Operating expense from continuing operations as shown above is made up of:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Personnel expenses (See Note17)	101,045,143	85,397,889	1,638,134	1,474,269
Other operating expenses (See Note20)	284,800,124	259,595,486	306,760	322,342
	385,845,267	344,993,375	1,944,894	1,796,611

Reconciliation of profit or loss

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>Continuing Operations:</i>				
Total profit or loss for reportable segments	1,231,075,898	1,266,190,550	464,276,252	365,747,745
Consolidation and adjustments:				
- Other operating income	5,428	55,523	-	-
Profit before income tax from continuing operations	1,231,081,326	1,266,246,073	464,276,252	365,747,745

Reconciliation of assets

	Group Dec-2025	Group -	Company Dec-2025	Company -
<i>In thousands of Nigerian Naira</i>				
<i>Continuing Operations:</i>				
Total assets for reportable segments	17,761,152,255	14,795,706,831	972,498,381	832,537,053
Consolidation and adjustments	-	-	-	-
Total assets	17,761,152,255	14,795,706,831	972,498,381	832,537,053

Reconciliation of liabilities

	Group Dec-2025	Group -	Company Dec-2025	Company -
<i>In thousands of Nigerian Naira</i>				
<i>Continuing Operations:</i>				
Total liabilities for reportable segments	14,325,033,371	12,069,925,959	278,599	221,385,129
Consolidation and adjustments	24,738,926	13,763,258	-	-
Total liabilities	14,349,772,297	12,083,689,217	278,599	221,385,129

Geographical segments

The Group operates in four geographic regions, being:

- Nigeria
- Rest of West Africa (comprising Ghana, Gambia, Sierra Leone, Liberia, Cote D'Ivoire)
- East Africa (comprising Kenya, Uganda, Rwanda and Tanzania)
- Europe (UK)

Dec-2025

<i>In thousands of Nigerian Naira</i>	Nigeria	Rest of West Africa	East Africa	Europe	Total Continuing Operations	Total
Derived from external customers	1,388,560,157	623,273,549	75,629,659	62,904,508	2,150,367,873	2,150,367,873
Derived from other segments	-	-	-	-	-	-
Total Revenue	1,388,560,157	623,273,549	75,629,659	62,904,508	2,150,367,873	2,150,367,873
Interest expense	(237,218,180)	(127,046,584)	(16,293,355)	(12,018,795)	(392,576,914)	(392,576,914)
Fee and commission expenses	(6,769,510)	(22,830,111)	(4,515,638)	-	(34,115,259)	(34,115,259)
Net interest margin	1,144,572,467	473,396,854	54,820,666	50,885,713	1,723,675,700	1,723,675,700
Profit before income tax	869,685,559	330,862,471	10,959,173	19,574,123	1,231,081,326	1,231,081,326
Assets and liabilities:						
Total assets	11,159,762,251	4,961,401,744	677,980,135	962,008,125	17,761,152,255	17,761,152,255
Total liabilities	(8,976,537,183)	(4,037,812,566)	(512,570,036)	(822,852,512)	(14,349,772,297)	(14,349,772,297)
Net assets/(liabilities)	2,183,225,068	923,589,178	165,410,099	139,155,613	3,411,379,958	3,411,379,958

Dec-2024

<i>In thousands of Nigerian Naira</i>	Nigeria	Rest of West Africa	East Africa	Europe	Total Continuing Operations	Total
Derived from external customers	1,527,802,434	467,852,764	86,347,509	66,334,551	2,148,337,258	2,148,337,258
Derived from other segments	-	-	-	-	-	-
Total Revenue	1,527,802,434	467,852,764	86,347,509	66,334,551	2,148,337,258	2,148,337,258
Interest expense	(165,400,835)	(86,338,230)	(16,554,247)	(14,922,178)	(283,215,490)	(283,215,490)
Fee and commission expenses	(10,109,830)	(16,614,111)	(4,795,855)	-	(31,519,796)	(31,519,796)
Net interest margin	1,352,291,769	364,900,423	64,997,407	51,412,373	1,833,601,972	1,833,601,972
Profit before income tax	992,878,058	232,739,981	18,465,573	22,162,461	1,266,246,073	1,266,246,073

Dec-2024**Assets and liabilities:**

Total assets	9,882,208,762	3,304,463,493	701,573,136	907,461,440	14,795,706,831	14,795,706,831
Total liabilities	(8,121,437,291)	(2,469,905,281)	(609,402,301)	(882,944,344)	(12,083,689,217)	(12,083,689,217)
Net assets/(liabilities)	1,760,771,471	834,558,212	92,170,835	24,517,096	2,712,017,614	2,712,017,614

8 Financial assets and liabilities

Accounting classification measurement basis and fair values

The table below sets out the Group's classification of each class of financial assets and liabilities and their fair values.

Group Dec-2025		Carrying amount					Fair Value			
<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Fair value through profit or loss	Held at amortised cost	Fair value through other comprehensive income	Other financial assets / liabilities at amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total Fair value
Cash and cash equivalents ³	22	-	5,456,594,586	-	-	5,456,594,586	1,669,367,399	3,787,227,187	-	5,456,594,586
Loans and advances to banks ³	27	-	83,633	-	-	83,633	-	83,633	-	83,633
Loans and advances to customers	28	-	3,132,215,466	-	-	3,132,215,466	-	2,915,790,050	359,958,912	3,275,748,962
Financial assets at fair value through profit or loss	23	166,888,958	-	-	-	166,888,958	166,888,958	-	-	166,888,958
Derivative financial assets	24	203,746	-	-	-	203,746	-	203,746	-	203,746
Assets pledged as collateral	26	-	83,231,623	35,777,413	-	119,009,036	119,009,036	-	-	119,009,036
Investment securities:										
– Fair value through profit or loss	25	13,608,086	-	-	-	13,608,086	-	-	13,608,086	13,608,086
– Fair Value through other comprehensive Income	25	-	-	3,375,161,201	-	3,375,161,201	3,372,059,240	-	3,101,961	3,375,161,201
– Held at amortised cost	25	-	2,151,946,206	-	-	2,151,946,206	2,133,885,107	34,865,033	-	2,168,750,140
Restricted deposits and other assets ¹	33	-	2,672,402,449	-	-	2,672,402,449	-	2,699,761,817	-	2,699,761,817
		180,700,790	13,496,473,963	3,410,938,614	-	17,088,113,367	7,461,209,740	9,437,931,466	376,668,959	17,275,810,165
Deposits from banks	34	-	-	-	327,034,891	327,034,891	-	373,124,259	-	373,124,259
Deposits from customers	35	-	-	-	12,547,005,784	12,547,005,784	-	11,735,143,143	-	11,735,143,143
Financial liabilities at fair value through profit or loss	36	81,103,659	-	-	-	81,103,659	81,103,659	-	-	81,103,659
Derivative financial liabilities	24	495	-	-	-	495	-	495	-	495
Other borrowed funds	39	-	-	-	82,235,607	82,235,607	-	85,104,910	-	85,104,910
Other liabilities ²	37	-	-	-	908,481,017	908,481,017	-	917,565,827	-	917,565,827
		81,104,154	-	-	13,864,757,299	13,945,861,453	81,103,659	13,110,938,634	-	13,192,042,293

¹Excludes prepayments and stocks

²Excludes Deferred Income, impairment on contingents and Provision for Litigations

³ it is assumed that fair value approximates the carrying amount

Group
Dec-2024

		Carrying amount					Fair Value			
		Fair value through profit or loss	Held at amortised cost	Fair value through other comprehensive income	Other financial assets / liabilities at amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total Fair value
In thousands of Nigerian Naira	Note									
Cash and cash equivalents ³	22	-	4,673,048,120	-	-	4,673,048,120	1,832,170,344	2,840,877,776	-	4,673,048,120
Loans and advances to banks ³	27	-	87,794	-	-	87,794	-	87,794	-	87,794
Loans and advances to customers	28	-	2,785,664,040	-	-	2,785,664,040	-	2,498,672,487	248,841,008	2,747,513,495
Financial assets at fair value through profit or loss	23	59,602,997	-	-	-	59,602,997	59,602,997	-	-	59,602,997
Derivative financial assets	24	-	-	-	-	-	-	-	-	-
Assets pledged as collateral	26	-	-	114,570,075	-	114,570,075	114,570,075	-	-	114,570,075
Investment securities:										
– Fair value through profit or loss	25	5,508,086	-	-	-	5,508,086	-	-	5,508,086	5,508,086
– Fair Value through other comprehensive Income	25	-	-	2,495,063,888	-	2,495,063,888	2,492,242,832	-	2,821,056	2,495,063,888
– Held at amortised cost	25	-	1,647,724,053	-	-	1,647,724,053	1,704,425,789	1,571,327	-	1,705,997,116
Restricted deposits and other assets ¹	33	-	2,398,662,985	-	-	2,398,662,985	-	2,608,415,629	-	2,608,415,629
		65,111,083	11,505,186,992	2,609,633,963	-	14,179,932,038	6,203,012,037	7,949,625,013	257,170,150	14,409,807,200
Deposits from banks	34	-	-	-	388,420,244	388,420,244	-	432,879,923	-	432,879,923
Deposits from customers	35	-	-	-	10,013,021,406	10,013,021,406	-	9,630,315,870	-	9,630,315,870
Financial liabilities at fair value through profit or loss	36	51,174,468	-	-	-	51,174,468	51,174,468	-	-	51,174,468
Derivative financial liabilities	24	10,759,624	-	-	-	10,759,624	-	10,759,624	-	10,759,624
Other borrowed funds	39	-	-	-	310,021,046	310,021,046	-	316,216,955	-	316,216,955
Other liabilities ²	37	-	-	-	927,420,257	927,420,257	-	936,694,460	-	936,694,460
		61,934,092	-	-	11,638,882,953	11,700,817,045	51,174,468	11,326,866,832	-	11,378,041,300

¹Excludes prepayments and Stocks²Excludes Deferred Income, impairment on contingents and Provision for Litigations³ it is assumed that fair value approximates the carrying amount

Company Dec-2025		Carrying amount					Fair Value			
<i>In thousands of Nigerian Naira</i>	<i>Note</i>	Fair value through profit or loss	Held at amortised cost	Fair value through other comprehensive income	Other financial assets / liabilities at amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total Fair value
Cash and cash equivalents ³	22	-	14,026,179	-	-	14,026,179	14,026,179	-	-	14,026,179
Restricted deposits and other assets ¹	33	-	428,696,196	-	-	428,696,196	-	428,696,196	-	428,696,196
		-	442,722,375	-	-	442,722,375	14,026,179	428,696,196	-	442,722,375
Other liabilities ²	37	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-

² Excludes Deferred Income, impairment on contingents and Provision for Litigations³ it is assumed that fair value approximates the carrying amount

Company
Dec-2024

		Carrying amount					Fair Value			
		Fair value through profit or loss	Held at amortised cost	Fair value through other comprehensive income	Other financial assets / liabilities at amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total Fair value
<i>In thousands of Nigerian Naira</i>	<i>Note</i>									
Cash and cash equivalents ³	22	-	210,095,331	-	-	210,095,331	210,095,331	-	-	210,095,331
Restricted deposits and other assets ¹	33	-	250,238,501	-	-	250,238,501	-	250,238,501	-	250,238,501
		-	460,333,832	-	-	460,333,832	210,095,331	250,238,501	-	460,333,832
Other liabilities ²	37	-	-	-	221,179,425	221,179,425	-	221,179,425	-	221,179,425
		-	-	-	221,179,425	221,179,425	-	221,179,425	-	221,179,425

² Excludes Deferred Income, impairment on contingents and Provision for Litigations³ it is assumed that fair value approximates the carrying amount**Fair value of loans and advances**

The fair values of non retail loans have been determined based on observable market data (transactions) (level 2) whilst those of retail loans have been 'estimated using Discounted Cash Flow (DCF) valuation models (level 3).

Inputs into this valuation technique include: expected cash flows, expected losses, tenor and interest rates, risk premium between interest rate on the loan and risk free rate in the economy.

The expected cash flows (estimated recoverable amount from receivables, collateral and otherwise) are thus discounted to obtain the fair value of the retail loans. To improve the accuracy of fair value of retail loans, these loans are grouped into homogenous portfolio along product and customer type.

Fair value of customers' deposits

Fair values of customers' deposits have been determined using discounted cash flow techniques applying the rates on deposits of similar maturities and terms to discount the contractual cash flows.

Accounting classification measurement basis and fair values (continued)

Financial instruments at fair value (including those FVTPL and FVOCI) are either priced with reference to a quoted market price for that instrument or by using a valuation model. Where the fair value is calculated using a valuation model, the methodology is to calculate the expected cash flows under the terms of each specific contract and then discount these values back to present value. The expected cash flows for each contract are determined either directly by reference to actual cash flows implicit in observable market prices or through modelling cash flows using appropriate financial markets pricing models. Wherever possible these models use as their basis observable market prices and rates including, for example, interest rate yield curves and prices.

9

Interest income

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Interest income calculated using the effective interest method				
Loans and advances to banks	1,496	1,864	-	-
Loans and advances to customers	559,395,407	509,244,644	-	-
	559,396,903	509,246,508	-	-
Cash and cash equivalents	285,747,996	233,235,794	-	-
Investment securities:				
– Investment securities FVOCI	489,459,032	331,416,632	-	-
– Investment securities at amortised cost	269,280,553	231,219,793	-	-
Assets pledged as collateral	18,214,353	16,462,932	-	-
	1,622,098,837	1,321,581,659	-	-
Interest income on financial assets FVTPL				
Investment securities FVTPL	31,064,917	20,220,004	-	-
	31,064,917	20,220,004	-	-
Total interest income	1,653,163,754	1,341,801,663	-	-
Geographical location				
Interest income earned in Nigeria	1,042,432,284	808,191,334	-	-
Interest income earned outside Nigeria	610,731,470	533,610,329	-	-
	1,653,163,754	1,341,801,663	-	-

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Interest expense

	Group	Group	Company	Company
<i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Interest expense calculated using the effective interest method				
Deposit from banks	12,485,313	14,074,955	-	-
Deposit from customers	331,056,336	220,464,344	-	-
	343,541,649	234,539,299	-	-
Other borrowed funds	43,471,828	47,344,192	-	-
	387,013,477	281,883,491	-	-
Interest expense on financial liabilities FVTPL				
Financial liabilities at fair value through profit or loss	5,563,437	1,331,999	-	-
Total interest expense	392,576,914	283,215,490	-	-
Geographical location				
Interest expense paid in Nigeria	235,585,897	165,174,827	-	-
Interest expense paid outside Nigeria	156,991,017	118,040,663	-	-
	392,576,914	283,215,490	-	-

11

Loan impairment (reversal) / charges

	Group	Group	Company	Company
<i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Loans and advances to banks (Note 27)	5,319	(11,337)	-	-
Stage 1 - 12 Months ECL	(67)	(25)	-	-
Stage 2 - Lifetime ECL Not Credit Impaired	52	-	-	-
Stage 3 - Lifetime ECL Credit Impaired	5,334	(11,312)	-	-
Loans and advances to customers (Note 28)	66,418,136	136,673,315	-	-
Stage 1 - 12 Months ECL	(15,525,638)	16,069,145	-	-
Stage 2 - Lifetime ECL Not Credit Impaired	59,892,871	91,479,050	-	-
Stage 3 - Lifetime ECL Credit Impaired	22,050,903	29,125,120	-	-
	66,423,455	136,661,978	-	-

12 Fee and commission income

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Credit related fees and commissions ¹	29,874,567	14,695,267	-	-
Account maintenance charges	37,915,714	32,063,499	-	-
Corporate finance fees	8,294,246	4,149,816	-	-
Asset management fees	3,333,437	2,003,694	-	-
E-business Income	64,721,128	56,564,569	-	-
Commission on foreign exchange deals	36,094,028	34,813,965	-	-
Commission on touch points	13,495,945	12,579,841	-	-
Income from financial guarantee contracts issued	13,324,936	11,771,120	-	-
Account services, maintenance and ancillary banking charges	52,179,603	37,115,904	-	-
Shared service fees	-	-	3,487,220	3,487,220
Transfers related charges	19,271,888	15,473,533	-	-
	278,505,492	221,231,208	3,487,220	3,487,220

¹Credit related fees and commissions are loans and advances related fees that are not integral part of effective interest.

13 Fee and commission expense

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Bank charges	28,996,409	24,637,423	-	-
Loan recovery expenses	5,118,850	6,882,373	-	-
	34,115,259	31,519,796	-	-

14 Net trading gains on financial instruments held at FVPL

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Bonds FVPL	10,336,697	2,076,821	-	-
Treasury bills FVPL	8,848,122	5,893,348	-	-
Euro Bond	1,965,337	1,434,744	-	-
¹ Net foreign exchange trading gain	57,593,659	76,832,898	-	-
Net trading income	78,743,815	86,237,811	-	-

¹These gains are realised

15 Other income

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Mark to market gains/(loss) on trading investments	9,773,450	2,023,108	-	-
Unrealised Foreign exchange revaluation gain/(loss) ¹	76,308,174	(1,948,497)	-	-
Unrealised Fair value (loss)/gain on financial instrument ²	(81,794,917)	517,500,098	-	-
Unrealised gains on forward transactions ³	10,962,875	(39,720,767)	-	-
Gain on disposal of fixed assets	221,348	187,598	-	-
Discounts and recoverables	45,820,161	10,375,021	66,435	39,698
Recoveries ⁴	77,813,519	10,219,297	-	-
Dividends income ⁵	850,202	430,718	462,833,176	364,137,165
	139,954,812	499,066,576	462,899,611	364,176,863

¹ This gain/(loss) is strictly unrealised and is largely from Subsidiaries outside Nigeria

² This gain/(loss) is strictly unrealised and is purely attributable to Nigeria.

³ This relates to unrealised fair value gains in respect of FX forward transactions entered with counter parties largely driven by GTBank Nigeria.

⁴ Impressive performance on the recovery line is the product of the effort put in by the bank which yielded the desired result in FY-2025.

⁵ This relates to dividend received/receivable from GTBank Nigeria for onward distribution to equity holders, subject to appropriate deduction of withholding tax, and would be adjusted for the purpose of CIT Computation at Holding Company Level.

Of the Dividend Income, the sum of N34,136,980,000 relates to interim dividend received during the year while the sum of N428,696,194,000 relates to dividend declared by the Bank to the Holding Company.

16 Net impairment charge / (reversal) on other financial assets

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Impairment charges/(reversal) on investment securities	114,106	(14,175,946)	-	-
Modification charge on investment securities	-	27,573,321	-	-
Impairment charges on other assets	2,335,657	428,992	-	-
Impairment (reversal)/charges on contingents	(51,645,596)	13,841,354	-	-
	(49,195,833)	27,667,721	-	-

17 Personnel expenses

<i>(a) In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Wages and salaries	110,394,982	88,690,243	1,638,134	1,474,269
Contributions to defined contribution plans	5,955,032	4,878,061	-	-
Defined benefit costs	(6,435,775)	(4,279,719)	-	-
Cash-settled share-based payments (see 17(b) below)	(8,869,096)	(3,890,696)	-	-
	101,045,143	85,397,889	1,638,134	1,474,269

Cash-settled share-based payments

The Group operates a cash-settled share-based compensation plan (share appreciation rights (SARs)) for its personnel (Management and non-management) upon which its profit-sharing scheme (PSS) is based. The Cash-settled share-based payments are accounted for in accordance with IFRS 2, the gains arising from the valuation of the scheme portfolio are calculated as the difference between the portfolio Cost and Market price of the underlying shares held within the Staff Investment Trust Portfolio as at reporting period. The scheme is entitled to receive Dividends on its shares, from which certain Percentage of the Dividends received and Administrative fees received from the Bank for the management of the employee shares held by it are in turn paid to employees as PSS on a deferred basis. The Dividends and Admin Fees received by the Scheme are net of WHT.

The management personnel are also entitled to share appreciation rights after spending ten years in the Bank.

Qualified employees must have been in the scheme for five years and must have held the shares for at least three years.

The Qualified employees are paid at the point of exit from the balance in the SIT pool, the exit payment is linked to the estimated gains derived based on the last approved net asset valuation of the Scheme plus cost paid by the employee for the underlying shares at the point of entry and progressive increases in cost paid for additional shares taken up during the course of employment depending on the vesting conditions of the shares held.

The details of SARs granted at the reporting date are provided below:

In thousands	Number of shares
SARs granted to senior management employees at 31 December 2025	493,520
SARs granted to senior management employees at 31 December 2024	416,415

(b) Employee expenses for share-based payments

<i>In thousands of Nigerian Naira</i>	Note	Group Dec-2025	Group Dec-2024
Total carrying amount of liabilities for cash-settled arrangements	37	24,738,926	13,763,258

- (i) The average number of persons employed during the year was as follows:

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
	Number	Number	Number	Number
Executive directors	2	2	2	2
Management	314	280	8	4
Non-management	5,660	5,521	44	39
	5,976	5,803	54	45

- (ii) The average number of persons in employment during the period is shown below:

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
	Number	Number	Number	Number
Administration	182	152	18	11
Commercial Banking Abuja	24	26	-	-
Commercial Banking Lagos	110	112	-	-
Commercial Banking North West	118	102	-	-
Commercial Banking South East	57	60	-	-
Commercial Banking South South	148	141	-	-
Communication and External Affairs	51	51	8	7
Compliance Group	113	116	6	5
Enterprise Risk Management	139	153	6	6
Chief Executive Director	1	1	1	1
Financial Control, Group Reporting & Strategy	97	95	1	1
Human Resources	69	70	6	6
Institutional Banking	47	40	-	-
International Banking	96	94	-	-

Operations	550	472	-	-
Procurement & Expense Control	-	-	-	-
Public Sector Abuja	-	16	-	-
Public Sector Lagos	15	15	-	-
Retail Lagos	283	273	-	-
Retail Abuja	85	91	-	-
SME Division - Lagos	139	142	-	-
Foods and Beverages	32	29	-	-
Systems and Control	187	172	5	5
Technology	304	264	-	-
Transaction Services	1,583	1,692	-	-
Wholesale Banking	44	36	-	-
Commercial Banking Subsidiaries	168	88	-	-
Treasury & ALM	23	27	-	-
Corporate Bank	52	52	-	-
Energy Banking Division	31	30	-	-
Retail Subsidiaries	336	313	-	-
Agency Banking Group	6	7	-	-
Public Sector Subsidiaries	27	30	-	-
Other Support Services Subsidiaries	507	517	-	-
Business Banking	98	67	-	-
Customer Experience Management Division	161	158	-	-
Data Analytics Division	1	7	1	1
Legal Group	68	70	2	2
Financial Institutions & Telecoms	24	22	-	-
	5,976	5,803	54	45

18 Depreciation and amortisation

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Amortisation of intangible assets (see note 31)	19,875,774	8,257,133	-	-
Depreciation of property and equipment and right of use assets (see note 30)	69,645,711	49,775,692	165,685	119,727
	89,521,485	58,032,825	165,685	119,727

19 Other operating expenses

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Finance costs ⁴	1,347,471	2,962,443	-	-
Deposit insurance premium	26,453,440	21,929,824	-	-
Other insurance premium	5,271,729	3,866,819	-	-
Auditors' remuneration ¹	3,088,392	2,956,146	100,000	65,375
Professional fees and other consulting costs	7,806,568	5,679,653	56,557	9,502
AMCON expenses	50,852,795	36,656,104	-	-
Stationery and postage	3,403,749	3,525,431	2,682	2,040
Business travel expenses	4,010,044	3,345,023	-	-
Advert, promotion and corporate gifts ⁵	20,015,820	17,417,996	-	-
Repairs and maintenance ⁶	18,803,827	17,888,273	17,270	14,984
Occupancy costs ²	20,049,105	17,286,858	-	-
Directors' emoluments	3,372,518	2,877,283	82,643	107,235
Outsourcing services ³	40,226,873	32,398,360	-	-
Technological and service related expense ⁷	77,092,361	88,036,836	47,608	123,206
Shared Service Fees	261,541	261,541	-	-
Customer service related expenses	2,743,891	2,506,896	-	-
	284,800,124	259,595,486	306,760	322,342

¹ Auditor's remuneration represents fees for the interim and full year audits of the Group and Bank for the year ended 31 December 2025. The Company also paid the auditors professional fees for non-audit services. These services, in the Company's opinion did not impair the independence and objectivity of the external auditor. Non-audit services provided during the year are stated below.

Name of Signer	FRC Number	Name of Firm	Services Rendered	Amount
Olumide Oshikoya	FRC/2013/PRO/ICAN/004/00000000663	EY	ICFR attestation	N20,000,000
Anthony Oputa	FRC/2013/PRO/ICAN/004/00000000980	EY	Issuance of Comfort Letter	N95,000,000
Anthony Oputa	FRC/2013/PRO/ICAN/004/00000000980	EY	Review of GTCO Q1-2025 FS	N80,000,000
Abiodun Ogunoiki	FRC/2013/PRO/ICAN/003/00000000794	EY	CBN Corporate Governance	N8,000,000

² This relates to diesel, fuel, and electricity cost as well as ground rates and water cost

³ Outsourcing services relates to salaries paid to outsourced contract staff

⁴ This relates to interest on lease liabilities

⁵ Donation is Included as part of advert, promotion and corporate gifts

⁶ Restoration cost of N156.6m (2024: a reversal of N27.28m) is included in Repairs and maintenance

⁷ Inclusive of training, and administrative fee paid to SIT scheme for management of the shares held and provision for estimated employee benefit as determined under IAS 19

⁷ Litigation claims provision reversal of N589.04m (2024: additional provision of N1.576b) are included in the Technological and service-related expense

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Income tax expense
recognised in the Income statement

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
a) Current tax expense:				
Company income tax	275,749,321	175,030,980	76,171	-
Education Tax	21,539,372	12,708,978	47,830	51,426
Police Trust Fund Levy	43,668	50,233	72	81
NASENI Levy	2,183,403	2,511,637	3,608	4,026
NITDEF tax levy	8,733,609	10,046,549	14,431	16,106.00
Financial Sector Clean-up Levy	4,862,995	6,725,939	-	-
National fiscal Stabilization levy	4,862,995	6,725,939	-	-
	317,975,363	213,800,255	142,112	71,639
Windfall tax	-	51,249,586	-	-
Prior year's under provision	11,629,648	2,577,250	1,525,259	849,052
Deferred tax expense:				
Origination of temporary differences	35,729,628	(19,183,867)	2,422	122,203
	365,334,639	248,443,224	1,669,793	1,042,894

Reconciliation of effective tax rate

Group <i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2025	Dec-2024	Dec-2024
Profit before income tax	1,231,081,326	-	1,266,246,073	-
Income tax using the domestic corporation tax rate	369,324,398	30.0%	379,873,822	30.0%
Effect of tax rates in foreign jurisdictions	(5,873,890)	-0.5%	(13,123,424)	-1.0%
Tax reliefs	(2,400,077)	-0.2%	(3,632,848)	-0.3%
Non-deductible expenses ¹	47,702,949	3.9%	18,722,890	1.5%
Education tax levy	21,539,372	1.7%	12,708,978	1.0%
Police Trust Fund Levy	43,668	0.0%	50,233	0.0%
NASENI tax levy	2,183,403	0.2%	2,511,637	0.2%
NITDEF tax levy	8,733,609	0.7%	10,046,549	0.8%
Financial Sector Clean-up Levy	4,862,995	0.4%	6,725,939	0.5%
National fiscal Stabilization levy	4,862,995	0.4%	6,725,939	0.5%
Tax exempt income ²	(57,225,111)	-4.6%	(194,983,395)	-15.4%
Deductible expenses ³	(2,620,083)	-0.2%	(3,013,965)	-0.2%
Net capital allowance	(37,429,237)	-3.0%	(27,995,967)	-2.2%
Windfall tax	-	0.0%	51,249,586	4.0%
Prior year's under provision	11,629,648	0.9%	2,577,250	0.2%
Total income tax expense	365,334,639	29.7%	248,443,224	19.6%

¹ Non-deductible expense include depreciation, stage 1 impairment, non-allowable donations ,etc

² Tax exempt income include FX translation gains, Dividends, Interest earned on FGN bonds etc

³ This relates to tax impact of aligning National Information Technology Development Levy (NITDEF) as a deductible expense for tax computation purpose.

Reconciliation of effective tax rate**Company**

In thousands of Nigerian Naira	Dec-2025	Dec-2025	Dec-2024	Dec-2024
Profit before income tax	464,276,252		365,747,745	
Income tax using the domestic corporation tax rate	432,923	0.1%	483,174	0.1%
Tax reliefs	(350,000)	-0.1%	(418,911)	-0.1%
Non-deductible expenses ¹	49,706	0.0%	35,918	0.0%
Education tax levy	47,830	0.0%	51,426	0.0%
Police Trust Fund Levy	72	0.0%	81	0.0%
NITDEF tax levy	14,431	0.0%	16,106	0.0%
NASENI tax levy	3,608	0.0%	4,026	0.0%
Tax exempt income	2,422	0.0%	122,203	0.0%
Deductible expenses ³	(4,329)	0.0%	(4,832)	0.0%
Net capital allowance	(52,128)	0.0%	(95,349)	0.0%
Prior year's under provision	1,525,259	0.3%	849,052	0.2%
Total income tax expense	1,669,793	0.4%	1,042,894	0.3%

¹ Non-deductible expense include depreciation, stage 1 impairment, non-allowable donations, etc

² Tax exempt income include FX translation gains, Dividends, Interest earned on FGN bonds etc

³ This relates to tax impact of aligning National Information Technology Development Levy (NITDEF) as a deductible expense for tax computation purpose.

Income tax recognised in other comprehensive income

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Income tax relating to remeasurements of post-employment benefit obligations	(929,602)	2,342,022	-	-
Income tax relating to Foreign currency translation differences for foreign operations	(950,584)	55,033,857	-	-
Income tax relating to Net change in FVOCI financial assets	6,067,714	(5,506,347)	-	-
	4,187,528	51,869,532	-	-

(b) Current income tax payable

The movement on the current income tax payable account during the year was as follows:

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Balance, beginning of the year	186,665,408	41,303,351	71,639	88,692
Exchange difference on translation	3,620,717	2,055,955	-	-
Charge for the year	317,975,363	213,800,255	142,112	71,639
Windfall Tax	-	51,249,586	-	-
Prior year's under provision	11,629,649	2,577,251	1,525,259	849,052
Payments during the year	(301,281,345)	(124,320,990)	(1,596,898)	(937,744)
Balance, end of the year	218,609,792	186,665,408	142,112	71,639

21 Basic and Diluted earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the company by the weighted average number of ordinary shares in issue during the period, excluding the average number of ordinary shares purchased by the company and held as treasury shares.

The calculation of basic earnings per share for the reporting period was based on the profit attributable to ordinary shareholders of N853,548,304,000 (Company: N462,606,459,000) and a weighted average number of ordinary shares outstanding of 33,565,558,000 (after adjusting for Treasury shares) for the Group and 35,291,521,000 for the Company.

Profit attributable to ordinary shareholders

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
In thousands of Nigerian Naira				
Net profit attributable to equity holders of the Company	853,548,304	1,006,219,889	462,606,459	364,704,851
Net profit used to determine diluted earnings per share	853,548,304	1,006,219,889	462,606,459	364,704,851

Number of ordinary shares

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
In thousands of shares				
Weighted average number of ordinary shares in issue	33,565,558	28,395,020	35,291,521	29,823,493
Basic earnings per share (expressed in naira per share)	25.43	35.44	13.11	12.23

The Group does not have any dilutive potential ordinary shares. Therefore, Basic EPS and Diluted EPS are the same for the Group.

22 Cash and bank balances

	Group	Group	Company	Company
(a) <i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Cash in hand	566,316,750	529,117,007	14,026,179	210,095,331
Balances held with other banks	507,868,170	830,071,371	-	-
Unrestricted balances with central banks	595,182,479	472,981,966	-	-
Money market placements	3,790,629,100	2,844,526,719	-	-
	5,459,996,499	4,676,697,063	14,026,179	210,095,331
Impairment on Placements	(3,401,913)	(3,648,943)	-	-
	5,456,594,586	4,673,048,120	14,026,179	210,095,331
Current	5,456,594,586	4,673,048,120	14,026,179	210,095,331
Non-current	-	-	-	-
(b) Cash and cash equivalents in statement of cash flows includes:				
<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Cash and bank balances	5,459,996,499	4,676,697,063	14,026,179	210,095,331
Cash and bank balances above three months maturity	(176,354,514)	(275,107,144)	-	-
	5,283,641,985	4,401,589,919	14,026,179	210,095,331
Movement in Impairment on Cash and bank balances				
<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Opening balance	3,648,943	2,086,039	-	-
Exchange difference	(247,030)	1,562,904	-	-
Closing balance	3,401,913	3,648,943	-	-

23 Financial assets at fair value through profit or loss

	Group	Group	Company	Company
(a) <i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024	Dec-2025	Dec-2024
Financial assets Fair Value through Profit or Loss:				
Bonds - (see note 23(b) below)	50,863,090	20,208,276	-	-
Treasury Bills - (see note 23(c) below)	105,317,783	33,178,856	-	-
Trading Euro Bonds- (see note 23(d) below)	10,708,085	6,211,395	-	-
Promissory Notes	-	4,470	-	-
	166,888,958	59,602,997	-	-
Current	121,392,309	50,005,282	-	-
Non-current	45,496,649	9,597,715	-	-

(b) Bonds FVPL are analysed below:

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
FGN Bond 16.2499 18-APR-2037/20Y	27,124	-	-	-
FGN Bond 12.50 27-MAR-2035/15Y	3,920	-	-	-
FGN Bond 16.2884 17-MAR-27/10Y	-	190,280	-	-
FGN Bond 14.70 21-JUN-2033/10Y	-	793	-	-
FGN Bond 19.00 21-FEB-2034/10Y	2,865,563	635,606	-	-
FGN Bond 19.89 15-MAY-2033/9Y	5,704,096	-	-	-
FGN Bond 18.50 21-FEB-2031/7Y	211,646	2,386,262	-	-
FGN Bond 19.30 17-APR-2029/5Y	18,547	-	-	-
FGN Bond 12.50 27-APR-2032/10Y	115,283	78,404	-	-
FGN Bond 13.98 23-FEB-2028/10Y	82,933	94,975	-	-
FGN Bond 12.50 22-JAN-2026/10Y	1,110,012	-	-	-
FGN Bond 22.60 29-JAN-2035/10Y	619,029	-	-	-
FGN BOND 15.45% 21-JUN-2038/15Y	207,611	250,511	-	-
FGN Bond 12.40 18-MAR-2036/20Y	24,933,011	-	-	-
FGN Bond 17.945 27-AUG-2030/5Y	207,412	-	-	-
Non-Nigerian trading bonds	14,756,903	16,571,445	-	-
	50,863,090	20,208,276	-	-

(c) Treasury bills FVPL is analysed below:

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Nigerian treasury bills' maturities:				
09-January-2025	-	398	-	-
23-January-2025	-	170	-	-
06-February-2025	-	2,907,865	-	-
20-February-2025	-	7,542,835	-	-
06-March-2025	-	815,588	-	-
27-March-2025	-	2,348,558	-	-
13-March-2025	-	1,466,757	-	-
10-April-2025	-	1,082,148	-	-
24-April-2025	-	336,446	-	-
08-May-2025	-	165,975	-	-
22-May-2025	-	164,796	-	-
05-June-2025	-	64,047	-	-
12-June-2025	-	88,709	-	-
26-June-2025	-	323,907	-	-
10-July-2025	-	301,169	-	-
24-July-2025	-	155,664	-	-
07-August-2025	-	40,423	-	-
21-August-2025	-	2,398	-	-
25-August-2025	-	1,005,569	-	-
04-September-2025	-	1,252,017	-	-
11-September-2025	-	46,286	-	-
23-September-2025	-	41,255	-	-
25-September-2025	-	310,087	-	-
09-October-2025	-	229,168	-	-
23-October-2025	-	524,187	-	-
06-November-2025	-	175,911	-	-
20-November-2025	-	941	-	-
02-December-2025	-	3,142,780	-	-
04-December-2025	-	443,795	-	-
05-December-2025	-	1,911,297	-	-
09-December-2025	-	782,203	-	-

11-December-2025	-	432,124	-	-
25-December-2025	-	5,073,383	-	-
06-January-2026	358,318	-	-	-
08-January-2026	7,120	-	-	-
20-January-2026	3,903,182	-	-	-
22-January-2026	59,242	-	-	-
03-February-2026	16,834,438	-	-	-
05-February-2026	312,990	-	-	-
17-February-2026	434,884	-	-	-
19-February-2026	97,716	-	-	-
05-March-2026	11,670	-	-	-
10-March-2026	1,064,543	-	-	-
19-March-2026	19,782	-	-	-
24-March-2026	10,479,715	-	-	-
09-April-2026	2,873	-	-	-
21-April-2026	26,240,004	-	-	-
23-April-2026	11,293	-	-	-
05-May-2026	466,385	-	-	-
07-May-2026	153,822	-	-	-
12-May-2026	266,655	-	-	-
21-May-2026	1,680,888	-	-	-
04-June-2026	10,680	-	-	-
18-June-2026	1,427,871	-	-	-
09-July-2026	155,519	-	-	-
21-July-2026	18,631,675	-	-	-
23-July-2026	25,468	-	-	-
06-August-2026	45,404	-	-	-
20-August-2026	1,170,143	-	-	-
03-September-2026	1,489,031	-	-	-
17-September-2026	1,239,583	-	-	-
08-October-2026	3,393,799	-	-	-
22-October-2026	3,452,612	-	-	-
05-November-2026	3,279,304	-	-	-
19-November-2026	4,039,577	-	-	-
03-December-2026	2,999,853	-	-	-
10-December-2026	365,073	-	-	-
17-December-2026	1,186,673	-	-	-
	105,317,783	33,178,856	-	-

(d) Trading Euro Bonds is analysed below:

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Eurobond 8.25 09-MAY-2028	4,360,124	-	-	-
Eurobond 6.125 28-SEP-2028/7Y	2,931,020	3,533,274	-	-
Eurobond 7.375 28-SEP-2033/12Y	2,984,227	2,678,121	-	-
Eurobond 9.625 09-JUN-2031/6.5Y	432,714	-	-	-
	10,708,085	6,211,395	-	-

24 Derivative financial instruments

(a)

Group				
Dec-2025				
In thousands of Nigerian Naira				
	Notional	Fair Value	Fair Value	
	Contract Amount	Assets	Liability	
Foreign Exchange Derivatives:				
Foreign exchange forward	7,900,111	203,746	(495)	
Derivative assets/(liabilities)	7,900,111	203,746	(495)	
Group				
Dec-2024				
In thousands of Nigerian Naira				
	Notional	Fair Value	Fair Value	
	Contract Amount	Assets	Liability	
Foreign Exchange Derivatives:				
Foreign exchange forward	307,000,000	-	(10,759,624)	
Derivative liabilities	307,000,000	-	(10,759,624)	

All derivative assets/(liabilities) are current.

(b) All derivatives are settled in less than one year.

(c) **Foreign exchange contracts**

The Group enters into forward foreign exchange contracts which include currency swaps and normal trading forwards designated as held for trading. A forward foreign exchange contract is an agreement by two counterparties to exchange currencies at a pre-determined rate on some future date. No funds change hands when a typical forward foreign exchange contract originates; a funds flow occurs only at the contract's stated future delivery time.

Additionally the Group offers its customers derivatives in connection with their risk management objectives to transfer or reduce market risk (commodity price) for their own trading purpose. The hedge transaction with the customer is backed by visible trade transaction. The foreign currency forward and option contracts are subject to the same risk management policies. The Group's foreign exchange derivatives do not qualify for hedge accounting; therefore all gains and losses from changes in their fair values are recognised immediately in the income statement and are reported in 'Net gains/(losses) on financial instruments at fair value through profit or loss'.

25 **Investment securities**

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>In thousands of Nigerian Naira</i>				
(a) (i) Investment securities at fair value through OCI				
Debt securities - Treasury bills FVOCI	2,876,156,812	1,924,833,290	-	-
Debt securities - Bonds FVOCI	189,012,777	284,100,152	-	-
Eurobond	21,740,819	34,844,415	-	-
US Treasury Notes	285,148,832	248,464,975	-	-
Investment securities - Equity (See note 25(a)(ii) below	2,221,539	2,159,386	-	-
Investment in Mutual Funds	880,422	661,670	-	-
Total	3,375,161,201	2,495,063,888	-	-
Investment securities at fair value through profit or loss				
Investment securities - Equity	13,608,086	5,508,086	-	-
	13,608,086	5,508,086	-	-
Investment securities at amortised cost:				
Bonds	1,061,204,617	846,724,950	-	-
Treasury bills	1,090,548,720	792,020,742	-	-
Eurobonds - Amortized Cost	16,409,268	24,956,030	-	-
Corporate bond	1,616,112	1,740,736	-	-
	2,169,778,717	1,665,442,458	-	-
ECL on Bonds - Amortised Cost	(14,006,673)	(12,657,506)	-	-
ECL on Treasury Bills - Amortised Cost	(3,567,816)	(4,802,877)	-	-
ECL on Corporate bond - Amortised Cost	(258,022)	(258,022)	-	-
Total Investment securities at amortised cost	2,151,946,206	1,647,724,053	-	-
Total investment securities	5,540,715,493	4,148,296,027	-	-
Current	4,289,543,528	3,068,214,676	-	-
Non-current	1,251,171,965	1,080,081,351	-	-

The allowance for ECL relating to Eurobond are immaterial.

(a) (ii) Equity investment securities is analysed below:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
FVOCI equity instrument				
- GIM UEMOA	38,597	36,548	-	-
- SANEF	50,000	50,000	-	-
- Unified Payment Services Limited ¹	938,926	912,468	-	-
- Nigeria Automated Clearing Systems	1,023,604	994,760	-	-
- Afrexim	170,412	165,610	-	-
	2,221,539	2,159,386	-	-
FVTPL equity instrument				
- Africa Finance Corporation	13,348,724	5,508,086	-	-
CRC Credit Bureau	184,423	-	-	-
Central Securities Clearing System	74,939	-	-	-
	13,608,086	5,508,086	-	-
	15,829,625	7,667,472	-	-

¹ Unified Payment Services Limited was formerly known as Valucard Nigeria Plc

Except for African Finance Corporation (AFC), CRC Credit Bureau and Central Securities Clearing System designated as FVPL, all other equity investments are designated at FVOCI.

(b) (i) Impairment on investment securities

ECL on Bonds- FVOCI	1,615,402	1,615,402	-	-
ECL on EuroBonds and US Treasury Notes- FVOCI	8,182,801	8,748,416	-	-
ECL on Treasury Bills- FVOCI	5,827,153	5,827,153	-	-
ECL on Bonds - Amortised Cost	14,006,673	12,657,506	-	-
ECL on Treasury Bills - Amortised Cost	3,567,816	4,802,877	-	-
ECL on Corporate Bond - Amortised Cost	258,022	258,022	-	-
	33,457,867	33,909,376	-	-

The ECL movement on Bond and Treasury bill are immaterial

(b) (ii) Movement in Impairment on investment securities

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Opening balance	33,909,376	43,941,130	-	-
Exchange difference	(565,615)	4,144,192	-	-
Addition during the year	114,106	(14,175,946)	-	-
Closing balance	33,457,867	33,909,376	-	-

26 **Assets pledged as collateral**

(a)		Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
	<i>In thousands of Nigerian Naira</i>				
	Financial assets at FVOCI				
	- Treasury bills	119,009,036	114,570,075	-	-
	Total Assets Pledged as Collateral	119,009,036	114,570,075	-	-
	Current	119,009,036	114,570,075	-	-
	Non-current	-	-	-	-

- (b) Assets pledged as collateral for both periods relate to assets pledged to Federal Inland Revenue Service (FIRS), Nigerian Interbank Settlement System (NIBSS), Interswitch Nigeria Limited, Unified payment Services Ltd and Bank of Industries Limited for collections and other transactions. The Group is required to pledge the funds in order to have continuous access to the collection and settlement platforms, as well as the underlying transactions. There are no readily determinable associated liabilities to these pledged assets.

27 **Loans and advances to banks**

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>In thousands of Nigerian Naira</i>				
Loans and advances to banks	165,707	164,549	-	-
Less Impairment:				
Stage 1 Loans	-	(67)	-	-
Stage 2 Loans	(52)	-	-	-
Stage 3 Loans	(82,022)	(76,688)	-	-
	83,633	87,794	-	-
Current	83,633	87,794	-	-
Non-current	-	-	-	-

Reconciliation of allowance accounts for losses on loans and advances to banks

Dec-2025

Group

In thousands of Nigerian Naira	Impairment on Stage2 -			Total allowance for impairment
	Impairment on Stage 1 - 12 Months ECL	Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	
Balance at 1 January 2025	67	-	76,688	76,755
New assets originated or purchased	-	0	-	0
Assets derecognised or repaid (excluding write offs)	-	-	-	-
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	(67)	67	-	-
Transfers to Stage 3	-	-	-	-
Amount written off	-	-	-	-
Impact on the ECL of transfers and credit quality related changes	-	(15)	5,334	5,319
Foreign exchange adjustments	-	-	-	-
Balance, end of year	-	52	82,022	82,074

Dec-2024

Group

In thousands of Nigerian Naira	Impairment on Stage2 -			Total allowance for impairment
	Impairment on Stage 1 - 12 Months ECL	Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	
Balance at 1 January 2024	92	-	88,000	88,092
Impairment reversal for the year	(25)	-	(11,312)	(11,337)
Balance, end of year	67	-	76,688	76,755

Reconciliation of allowance accounts for losses on loans and advances to banks

Group

Dec-2025

	Loans				Overdrafts				Others				Total			
	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage 2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage 2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage 2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage 2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment
In thousands of Nigerian Naira																
Balance at 1 January 2025	-	-	76,688	76,688	67	-	-	67	-	-	-	-	67	-	76,688	76,755
Impairment allowances for the year	-	-	5,334	5,334	(67)	52	-	(15)	-	-	-	-	(67)	52	5,334	5,319
Balance, end of year	-	-	82,022	82,022	-	52	-	52	-	-	-	-	-	52	82,022	82,074

Group

Dec-2024

	Loans				Overdrafts				Others				Total			
	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage 2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage 2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage 2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage 2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment
In thousands of Nigerian Naira																
Balance at 1 January 2024	-	-	88,000	88,000	92	-	-	92	-	-	-	-	92	-	88,000	88,092
Impairment allowances for the year	-	-	(11,312)	(11,312)	(25)	-	-	(25)	-	-	-	-	(25)	-	(11,312)	(11,337)
Balance, end of year	-	-	76,688	76,688	67	-	-	67	-	-	-	-	67	-	76,688	76,755

28 Loans and advances to customers

In thousands of Nigerian Naira

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Loans to individuals:				
Loans	524,727,019	398,147,412	-	-
Overdrafts	20,304,307	18,234,655	-	-
Others ¹	1,129,509	125,228	-	-
Gross loans	546,160,835	416,507,295	-	-
Loans	(3,729,120)	(4,446,191)	-	-
Overdrafts	(679,167)	(703,625)	-	-
Impairment on Stage 1 - 12 Months ECL	(4,408,287)	(5,149,816)	-	-
Loans	(426,692)	(117,828)	-	-
Overdrafts	(43,945)	(219,963)	-	-
Impairment on Stage 2 - Life Time ECL Not Credit Impaired	(470,637)	(337,791)	-	-
Loans	(20,910,178)	(20,184,010)	-	-
Overdrafts	(3,315,195)	(2,528,142)	-	-
Impairment on Stage 3 - Non Performing Loans	(24,225,373)	(22,712,152)	-	-
Loans	(25,065,990)	(24,748,029)	-	-
Overdrafts	(4,038,307)	(3,451,730)	-	-
Total impairment	(29,104,297)	(28,199,759)	-	-
Loans	499,661,029	373,399,383	-	-
Overdrafts	16,266,000	14,782,925	-	-
Others ¹	1,129,509	125,228	-	-
Carrying amount	517,056,538	388,307,536	-	-
Loans to Non-individuals:				
Loans	2,504,816,111	2,262,103,973	-	-
Overdrafts	130,818,177	231,641,584	-	-
Others ¹	47,020,064	9,866,838	-	-
Gross loans	2,682,654,352	2,503,612,395	-	-
Loans	(14,820,145)	(21,953,480)	-	-
Overdrafts	(2,768,403)	(10,766,983)	-	-
Others ¹	(180,318)	(35,267)	-	-
Impairment on Stage 1 - 12 Months ECL	(17,768,866)	(32,755,730)	-	-
Loans	(92,143)	(8,368,255)	-	-
Overdrafts	(268,911)	(495,929)	-	-
Others ¹	(48)	-	-	-
Impairment on Stage 2 - Life Time ECL Not Credit Impaired	(361,102)	(8,864,184)	-	-
Loans	(39,147,919)	(54,278,858)	-	-
Overdrafts	(10,217,537)	(10,357,119)	-	-
Impairment on Stage 3 - Non Performing Loans	(49,365,456)	(64,635,977)	-	-
Loans	(54,060,207)	(84,600,593)	-	-
Overdrafts	(13,254,851)	(21,620,031)	-	-
Others ¹	(180,366)	(35,267)	-	-
Total impairment	(67,495,424)	(106,255,891)	-	-
Loans	2,450,755,904	2,177,503,380	-	-
Overdrafts	117,563,326	210,021,553	-	-
Others ¹	46,839,698	9,831,571	-	-
Carrying amount	2,615,158,928	2,397,356,504	-	-
Total carrying amount (individual and non individual)	3,132,215,466	2,785,664,040	-	-
¹ Others include Usances and Usances Settlement				
Current	2,318,131,158	1,832,167,194	-	-
Non-current	814,084,308	953,496,846	-	-

Reconciliation of allowance accounts for losses on loans and advances to INDIVIDUALS

Dec-2025

Group

In thousands of Nigerian Naira	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment
Balance at 1 January 2025	5,149,816	337,791	22,712,152	28,199,759
New assets originated or purchased	507,239	-	-	507,239
Assets derecognised or repaid (excluding write offs)	(612,605)	(34,021)	(241,997)	(888,623)
Transfers to Stage 1	22,682	(1,798)	(20,885)	-
Transfers to Stage 2	(13,160)	15,070	(1,911)	-
Transfers to Stage 3	(9,523)	(13,272)	22,795	-
Amount written off	-	-	-	-
Impact on the ECL of transfers and credit quality related changes	(766,030)	140,042	3,115,824	2,489,837
Foreign exchange adjustments	129,866	26,825	(1,360,606)	(1,203,915)
Balance, end of year	4,408,287	470,637	24,225,373	29,104,297

Dec-2024

Group

In thousands of Nigerian Naira	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment
Balance at 1 January 2024	3,717,869	264,827	3,244,217	7,226,913
Foreign currency translation impact	437,856	(44,056)	373,586	767,386
Impairment allowances for the year	994,091	117,020	19,094,349	20,205,460
Balance, end of the year	5,149,816	337,791	22,712,152	28,199,759

Reconciliation of allowance accounts for losses on Loans to NON - INDIVIDUALS

Dec-2025

Group

In thousands of Nigerian Naira	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment
Balance at 1 January 2025	32,755,730	8,864,184	64,635,977	106,255,891
New assets originated or purchased	478,616	-	-	478,616
Assets derecognised or repaid (excluding write offs)	(1,375,182)	(9,010,961)	(125,400)	(10,511,543)
Transfers to Stage 1	13,310	(61)	(13,248)	-
Transfers to Stage 2	(12,675)	3,535,896	(3,523,221)	-
Transfers to Stage 3	(636)	-	636	-
Amount written off	-	(69,498,601)	(5,427,236)	(74,925,837)
Impact on the ECL of transfers and credit quality related changes	(13,757,677)	68,797,811	19,302,475	74,342,610
Foreign exchange adjustments	(332,621)	(2,327,166)	(25,484,526)	(28,144,313)
Balance, end of the year	17,768,866	361,102	49,365,456	67,495,424

Reconciliation of allowance accounts for losses on Loans to NON - INDIVIDUALS (Cont'd)

Dec-2024

Group

In thousands of Nigerian Naira	Impairment on Stage 1 - 12 Months ECL	Impairment on Stage2 - Life Time ECL Not Credit Impaired	Impairment on Stage 3 - Non Performing Loans	Total allowance for impairment
Balance at 1 January 2024	16,319,185	50,588,244	60,152,084	127,059,513
Foreign currency translation impact	1,361,491	131,539,521	70,784,273	203,685,285
Impairment allowances for the year	15,075,054	91,362,031	10,030,771	116,467,856
Transfer between stages	-	70,376,166	(70,376,166)	-
Financial assets derecognised	-	(335,001,778)	(5,954,985)	(340,956,763)
Balance, end of the year	32,755,730	8,864,184	64,635,977	106,255,891

Reconciliation of allowance accounts for losses on loans and advances to INDIVIDUALS

Group

Dec-2025

	Loans				Overdrafts				Others				Total			
	Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non	
	Time ECL Not	Credit	Performing	Total allowance	Time ECL Not	Credit	Performing	Total allowance for	Time ECL Not	Credit	Performing	Total allowance for	Time ECL Not	Credit	Performing	Total allowance for
	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL
In thousands of Nigerian Naira																
Balance at 1 January 2025	4,446,191	117,828	20,184,010	24,748,029	703,625	219,963	2,528,142	3,451,730	-	-	-	-	5,149,816	337,791	22,712,152	28,199,759
Foreign currency translation impact	109,858	24,320	(1,174,410)	(1,040,232)	20,008	2,505	(186,196)	(163,683)	-	-	-	-	129,866	26,825	(1,360,606)	(1,203,915)
Impairment allowances for the year	(826,929)	284,544	1,900,578	1,358,193	(44,466)	(178,523)	973,249	750,260	-	-	-	-	(871,395)	106,021	2,873,827	2,108,453
Balance, end of year	3,729,120	426,692	20,910,178	25,065,990	679,167	43,945	3,315,195	4,038,307	-	-	-	-	4,408,287	470,637	24,225,373	29,104,297

Group

Dec-2024

	Loans				Overdrafts				Others				Total			
	Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non	
	Time ECL Not	Credit	Performing	Total allowance	Time ECL Not	Credit	Performing	Total allowance for	Time ECL Not	Credit	Performing	Total allowance for	Time ECL Not	Credit	Performing	Total allowance for
	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL
In thousands of Nigerian Naira																
Balance at 1 January 2024	2,745,902	145,553	2,819,650	5,711,104	971,967	119,274	424,567	1,515,808	-	-	-	-	3,717,869	264,827	3,244,217	7,226,913
Foreign currency translation impact	378,031	(15,368)	332,001	694,664	59,825	(28,688)	41,585	72,722	-	-	-	-	437,856	(44,056)	373,586	767,386
Impairment allowances for the year	1,322,258	(12,357)	17,032,359	18,342,261	(328,167)	129,377	2,061,990	1,863,200	-	-	-	-	994,091	117,020	19,094,349	20,205,460
Balance, end of year	4,446,191	117,828	20,184,010	24,748,029	703,625	219,963	2,528,142	3,451,730	-	-	-	-	5,149,816	337,791	22,712,152	28,199,759

Reconciliation of allowance accounts for losses on Loans to NON - INDIVIDUALS

Group

Dec-2025

In thousands of Nigerian Naira	Loans				Overdrafts				Others				Total			
	Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non	
	Time ECL Not	Credit	Performing	Total allowance	Time ECL Not	Credit	Performing	Total allowance for	Time ECL Not	Credit	Performing	Total allowance for	Time ECL Not	Credit	Performing	Total allowance for
	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL
Balance at 1 January 2025	21,953,480	8,368,255	54,278,858	84,600,593	10,766,983	495,929	10,357,119	21,620,031	35,267	-	-	35,267	32,755,730	8,864,184	64,635,977	106,255,891
Foreign currency translation impact	(277,423)	(2,486,552)	(20,209,802)	(22,973,777)	(51,823)	159,358	(5,274,724)	(5,167,189)	(3,375)	28	-	(3,347)	(332,621)	(2,327,166)	(25,484,526)	(28,144,313)
Impairment allowances for the period	(6,855,912)	60,173,206	12,918,618	66,235,912	(7,946,757)	(386,376)	6,258,458	(2,074,675)	148,426	20	-	148,446	(14,654,243)	59,786,850	19,177,076	64,309,683
Transfer between stages	-	3,535,835	(3,535,835)	-	-	-	-	-	-	-	-	-	-	3,535,835	(3,535,835)	-
Financial assets derecognised	-	(69,498,601)	(4,303,920)	(73,802,521)	-	-	(1,123,316)	(1,123,316)	-	-	-	-	-	(69,498,601)	(5,427,236)	(74,925,837)
Balance, end of year	14,820,145	92,143	39,147,919	54,060,207	2,768,403	268,911	10,217,537	13,254,851	180,318	48	-	180,366	17,768,866	361,102	49,365,456	67,495,424

Group

Dec-2024

In thousands of Nigerian Naira	Loans				Overdrafts				Others				Total			
	Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non		Impairment on Stage 2 - Life		Impairment on Stage 3 - Non	
	Time ECL Not	Credit	Performing	Total allowance	Time ECL Not	Credit	Performing	Total allowance for	Time ECL Not	Credit	Performing	Total allowance for	Time ECL Not	Credit	Performing	Total allowance for
	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL	Stage 1 - 12	Months ECL	Months ECL	Months ECL
Balance at 1 January 2024	10,737,209	49,316,062	41,599,307	101,652,578	5,243,323	1,272,182	18,552,777	25,068,282	338,653	-	-	338,653	16,319,185	50,588,244	60,152,084	127,059,513
Foreign currency translation impact	912,496	131,514,827	71,325,349	203,752,672	447,529	24,694	(541,076)	(68,853)	1,466	-	-	1,466	1,361,491	131,539,521	70,784,273	203,685,285
Impairment allowances for the year	10,303,775	92,162,978	17,685,353	120,152,106	5,076,131	(800,947)	(7,654,582)	(3,379,398)	(304,852)	-	-	(304,852)	15,075,054	91,362,031	10,030,771	116,467,856
Transfer between stages	-	70,376,166	(70,376,166)	-	-	-	-	-	-	-	-	-	-	70,376,166	(70,376,166)	-
Financial assets derecognised	-	(335,001,778)	(5,954,985)	(340,956,763)	-	-	-	-	-	-	-	-	-	(335,001,778)	(5,954,985)	(340,956,763)
Balance, end of year	21,953,480	8,368,255	54,278,858	84,600,593	10,766,983	495,929	10,357,119	21,620,031	35,267	-	-	35,267	32,755,730	8,864,184	64,635,977	106,255,891

29 Investment in subsidiaries

(a) (i) Investment in subsidiaries comprises:

	Company Dec-2025 % ownership	Company Dec-2024 % ownership	Company Dec-2025 ₦'000	Company Dec-2024 ₦'000
GTB Nigeria	100.00	100.00	504,037,107	346,298,636
Habari Pay (Payment Company)	100.00	100.00	3,100,000	3,100,000
GT Fund Managers	100.00	100.00	4,036,560	4,036,560
GT Pension Fund Administrator	100.00	100.00	17,633,297	17,633,297
			528,806,964	371,068,493

GTBank Nigeria Limited has investment in the following subsidiaries:

	Dec-2025 % ownership	Dec-2024 % ownership
GTB Gambia	77.81	77.81
GTB Sierra Leone	83.74	83.74
GTB Ghana	98.32	98.32
GTB UK Limited	100.00	100.00
GTB Liberia Limited	99.43	99.43
GTB Cote D'Ivoire Limited	100.00	100.00
GTB Kenya Limited*	100.00	76.90
GTB Tanzania	76.20	76.20

*During the year, GTB Nigeria had additional investment of N51,736,071,000 in GTB Kenya

(a) (ii) The movement in investment in subsidiaries during the year is as follows:

<i>In thousands of Nigerian Naira</i>	Company Dec-2025	Company Dec-2024
Balance, beginning of the year	371,068,493	162,956,560
Additions during the year	157,738,471	208,111,933
Balance, end of the year	528,806,964	371,068,493

(a) (iii) Additions in December 2025 financial year relates to:
- Additional investments of N157,738,471,000 in GTB Nigeria

(a) (iv) We have taken cognisance of the inflationary environment in Sierra Leone, which has also been alluded to by the International Monetary Fund (IMF). In line with IAS 29, the Group would have been required to account for the Hyperinflation in this country. However, based on our impact assessment of the subsidiary we have not adjusted for the impact of IAS 29 as it does not materially affect the Consolidated Financial Statements of the Group.

Please refer to Note 43 for more information on the Group structure

Condensed results of consolidated entities

Condensed results of the consolidated entities as at 31 December 2025, are as follows:

Dec-2025	West Africa Subsidiaries						East Africa Subsidiaries		United Kingdom	Non-Banking Subsidiaries			Staff Investment Trust
In thousands of Nigerian Naira	GT Bank Nigeria	GT Bank Ghana	GT Bank Sierra Leone	GT Bank Liberia	GT Bank Gambia	GT Bank Cote D'Ivoire	GT Bank Kenya Group	GT Bank Tanzania	GT Bank UK	Habari Pay Ltd	Asset Management	Pension Fund	
Operating income	1,207,145,083	264,316,439	50,129,614	52,337,688	42,860,667	62,870,413	49,915,108	3,833,543	49,198,667	12,994,903	11,249,587	4,088,206	5,427
Operating expenses	(283,173,192)	(67,965,729)	(13,723,465)	(14,243,785)	(8,865,031)	(15,304,247)	(30,509,001)	(3,902,314)	(31,256,826)	(3,253,327)	(2,228,142)	(2,384,769)	-
Loan impairment charges	(52,054,042)	(272,607)	3	(5,425,762)	(15,202)	(277,681)	(8,297,495)	(80,668)	-	-	-	-	-
Profit/(loss) after tax	871,917,849	196,078,103	36,406,152	32,668,141	33,980,434	47,288,485	11,108,612	(149,439)	17,941,841	9,741,576	9,021,445	1,703,437	5,427
Taxation	(246,380,426)	(68,627,335)	(9,101,537)	(6,574,867)	(9,174,721)	(8,105,988)	(3,971,788)	(18,201)	(4,956,045)	-	(637,744)	-	-
Profit/(loss) after tax	625,537,423	127,450,768	27,304,615	26,093,274	24,805,713	39,182,497	7,136,824	(167,640)	12,985,796	9,741,576	8,383,701	1,703,437	5,427

ECL for GT UK is Immaterial

Condensed financial position

Dec-2025

	West Africa Subsidiaries						East Africa Subsidiaries		United Kingdom	Non-Banking Subsidiaries			Staff Investment Trust
In thousands of Nigerian Naira	GT Bank Nigeria	GT Bank Ghana	GT Bank Sierra Leone	GT Bank Liberia	GT Bank Gambia	GT Bank Cote D'Ivoire	GT Bank Kenya Group	GT Bank Tanzania	GT Bank UK	Habari Pay Ltd	Asset Management	Pension Fund	
Assets													
Cash and bank balances	2,610,914,959	1,311,949,438	36,844,448	120,919,463	119,376,336	14,418,295	146,095,408	19,007,598	658,536,622	4,711,759	778,980,535	135,570	3,420,614
Loans and advances to banks	83,633	-	-	-	-	-	-	-	-	-	-	-	-
Loans and advances to customers	2,103,967,845	502,416,767	2,912,580	143,095,117	26,866,638	73,252,812	84,069,994	9,488,021	186,145,694	-	-	-	-
Financial assets at fair value through profit or loss	137,790,389	14,756,903	-	-	-	-	-	-	-	-	-	14,341,666	-
Investment securities:													
– Fair Value through other comprehensive Income	2,827,909,473	-	-	-	138,873,171	38,596	164,060,444	-	257,007,180	-	880,422	-	163,601,329
– Held at amortised cost	18,061,100	874,309,993	170,902,337	192,305,306	61,665,011	562,098,406	157,006,548	8,168,838	-	11,754,583	95,674,084	-	-
Derivative financial assets	203,746	-	-	-	-	-	-	-	-	-	-	-	-
Investment in subsidiaries	114,275,026	-	-	-	-	-	-	-	-	-	-	-	-
Assets pledged as collateral	83,231,623	35,777,413	-	-	-	-	-	-	-	-	-	-	-
Restricted deposits and other assets	2,424,089,788	126,994,010	14,552,606	74,234,385	30,271,606	41,460,395	16,596,890	748,687	1,415,083	1,473,160	4,112,520	647,294	-
Property and equipment	273,276,907	48,587,813	10,191,198	21,648,877	14,640,417	37,513,276	25,778,252	7,523,152	24,680,963	294,216	42,219	423,175	-
Intangible assets	75,786,190	4,763,652	69,162	429,291	738,410	7,045,917	1,930,561	271,752	-	74,421	374,635	178,313	-
Deferred tax assets	-	27,426,121	39,095	-	-	-	5,203,654	-	17,401	-	-	-	-
Total assets	10,669,590,679	2,946,982,110	235,511,426	552,632,439	392,431,589	735,827,697	600,741,751	45,208,048	1,127,802,943	18,308,139	880,064,415	15,726,018	167,021,943
Financed by:													
Deposits from banks	23,203,006	-	-	-	-	24,407,056	16,040	-	644,525,595	-	-	-	-
Deposits from customers	7,037,039,510	2,513,262,897	152,236,082	488,906,879	299,482,933	394,016,210	435,377,868	34,462,770	351,606,586	-	858,239,881	-	-
Financial liabilities held for trading	81,103,659	-	-	-	-	-	-	-	-	-	-	-	-
Derivative financial liabilities	495	-	-	-	-	-	-	-	-	-	-	-	-
Current income tax liabilities	208,577,338	-	-	5,672,397	2,075,116	-	1,512,857	-	-	-	604,807	25,162	-
Other liabilities	626,555,021	15,238,014	10,170,083	7,283,596	42,207,122	171,032,902	18,368,769	1,294,450	25,565,211	521,399	3,303,829	541,558	24,738,926
Other borrowed funds	82,168,888	-	-	-	-	-	66,719	-	-	-	-	-	-
Deferred tax liabilities	45,588,915	-	-	944,728	96,401	-	-	-	485,281	44,221	1,616,351	11,452	-
Total liabilities	8,104,236,832	2,528,500,911	162,406,165	502,807,600	343,861,572	589,456,168	455,342,253	35,757,220	1,022,182,673	565,620	863,764,869	578,172	24,738,926
Equity and reserve	2,565,353,847	418,481,199	73,105,261	49,824,839	48,570,017	146,371,529	145,399,498	9,450,828	105,620,270	17,742,519	16,299,547	15,147,845	142,283,017
	10,669,590,679	2,946,982,110	235,511,426	552,632,439	392,431,589	735,827,697	600,741,751	45,208,048	1,127,802,943	18,308,139	880,064,415	15,726,018	167,021,943

Condensed cash flow

Dec-2025

	West Africa Subsidiaries						East Africa Subsidiaries		United Kingdom	Non-Banking Subsidiaries			Staff Investment Trust
In thousands of Nigerian Naira	GT Bank Nigeria	GT Bank Ghana	GT Bank Sierra Leone	GT Bank Liberia	GT Bank Gambia	GT Bank Cote D'Ivoire	GT Bank Kenya Group	GT Bank Tanzania	GT Bank UK	Habari Pay Ltd	Asset Management	Pension Fund	
Net cash flow:													
- from operating activities	1,623,733,680	712,317,482	21,648,100	38,991,052	86,417,616	104,269,490	(9,426,328)	5,343,579	(48,476,856)	7,830,536	360,575,641	480,400	75,849,553
- from investing activities	(1,083,136,387)	(126,075,800)	(35,460,511)	(58,025,078)	(37,638,805)	(140,787,641)	(49,602,438)	(3,089,418)	5,762,224	(5,245,621)	41,357,134	(407,764)	(79,657,534)
- from financing activities	(321,194,193)	(62,790,880)	-	-	(10,731,305)	-	(144,776)	-	-	-	-	-	-
Increase/(decrease) in cash and cash equivalents	219,403,100	523,450,802	(13,812,411)	(19,034,026)	38,047,506	(36,518,151)	(59,173,542)	2,254,161	(42,714,632)	2,584,915	401,932,775	72,636	(3,807,981)
Cash balance, beginning of year	2,438,829,602	591,059,617	53,621,638	140,834,715	88,917,024	46,570,524	210,253,521	18,130,798	690,387,479	2,126,844	377,047,760	62,934	7,228,595
Effect of exchange difference	(130,870,892)	197,369,845	(2,964,779)	(767,121)	(7,588,195)	4,365,922	(5,016,024)	(1,377,361)	10,863,774	-	-	-	-
Cash balance, end of year	2,527,361,810	1,311,880,264	36,844,448	121,033,568	119,376,335	14,418,295	146,063,955	19,007,598	658,536,621	4,711,759	778,980,535	135,570	3,420,614

Condensed results of the consolidated entities of the GT Bank Kenya Group as at 31 December 2025, are as follows:

Profit and loss**Dec-2025**

In thousands of Nigerian Naira	GT Bank Kenya	GT Bank Uganda	GT Bank Rwanda
Operating income	27,609,265	8,769,782	13,536,061
Operating expenses	(14,541,525)	(7,096,971)	(8,870,505)
Loan impairment charges	(8,155,509)	(1,231,949)	1,089,963
Profit/(loss) before tax	4,912,231	440,862	5,755,519
Taxation	(1,439,433)	(920,810)	(1,611,545)
Profit /(loss) after tax	3,472,798	(479,948)	4,143,974

Condensed financial position**Dec-2025**

In thousands of Nigerian Naira	GT Bank Kenya	GT Bank Uganda	GT Bank Rwanda
Assets			
Cash and bank balances	50,322,808	24,121,999	71,650,601
Loans and advances to customers	30,894,081	10,928,274	42,247,639
Investment securities:			
– Fair Value through other comprehensive Income	164,060,444	-	-
– Held at amortised cost	52,490,930	36,947,431	67,568,187
Assets pledged as collateral	-	-	-
Restricted deposits and other assets	9,028,600	2,878,700	4,689,590
Investment in subsidiaries	37,589,000	-	-
Property and equipment	10,617,184	6,025,398	9,135,670
Intangible assets	52,841	1,424,056	210,803
Deferred tax assets	4,404,944	-	798,710
Total assets	359,460,832	82,325,858	196,301,200
Financed by:			
Deposits from banks	15,935	105	-
Deposits from customers	226,359,793	61,943,895	147,074,180
Other liabilities	5,762,218	4,045,508	8,561,043
Current income tax liabilities	3	-	1,512,854
Other borrowed funds	-	-	66,719
Deferred tax liabilities	-	-	-
Total liabilities	232,137,949	65,989,508	157,214,796
Equity and reserve	127,322,883	16,336,350	39,086,404
	359,460,832	82,325,858	196,301,200

Condensed results of the consolidated entities as at 31 December 2024, are as follows:

Dec-2024	West Africa Subsidiaries						East Africa Subsidiaries		United Kingdom	Non-Banking Subsidiaries			Staff Investment Trust
In thousands of Nigerian Naira	GT Bank Nigeria	GT Bank Ghana	GT Bank Sierra Leone	GT Bank Liberia	GT Bank Gambia	GT Bank Cote D'Ivoire	GT Bank Kenya Group	GT Bank Tanzania	GT Bank UK	Habari Pay	Asset Management	Pension Fund	
Condensed profit and loss													
Operating income	1,358,065,630	157,997,486	44,583,417	47,254,516	36,755,716	52,600,286	59,950,942	3,516,738	51,186,366	5,810,692	11,177,735	3,119,649	55,521
Operating expenses	(241,825,112)	(39,493,464)	(18,272,584)	(15,015,233)	(9,746,868)	(11,593,610)	(29,353,130)	(4,512,876)	(29,249,912)	(1,591,519)	(2,425,814)	(1,556,658)	-
Loan impairment charges	(113,196,198)	455,983	(2,047,186)	(8,499,674)	(118,155)	(2,120,647)	(11,010,120)	(125,981)	-	-	-	-	-
Profit/(loss) before tax	1,003,044,320	118,960,005	24,263,647	23,739,609	26,890,693	38,886,029	19,587,692	(1,122,119)	21,936,454	4,219,173	8,751,922	1,562,990	55,521
Taxation	(168,282,476)	(47,081,573)	(6,065,923)	(4,232,125)	(7,260,478)	(1,557,548)	(6,810,476)	(28,613)	(5,724,172)	(335,603)	(21,347)	-	-
Profit/(loss) after tax	834,761,844	71,878,432	18,197,724	19,507,484	19,630,215	37,328,481	12,777,216	(1,150,732)	16,212,282	3,883,570	8,730,574	1,562,990	55,521

Condensed results of the consolidated entities as at 31 December 2024, are as follows:

Dec-2024	West Africa Subsidiaries						East Africa Subsidiaries		United Kingdom	Non-Banking Subsidiaries			Staff Investment Trust
In thousands of Nigerian Naira	GT Bank Nigeria	GT Bank Ghana	GT Bank Sierra Leone	GT Bank Liberia	GT Bank Gambia	GT Bank Cote D'Ivoire	GT Bank Kenya Group	GT Bank Tanzania	GT Bank UK	Habari Pay	Asset Management	Pension Fund	
Condensed financial position													
Assets													
Cash and bank balances	2,611,631,570	591,059,617	53,621,638	140,834,715	88,917,024	46,570,524	210,253,521	18,130,798	690,387,479	2,126,844	377,047,760	62,934	7,228,595
Loans and advances to banks	87,794	-	-	-	-	-	-	-	-	-	-	-	-
Loans and advances to customers	2,067,265,755	268,786,366	9,228,700	142,329,654	34,167,065	44,463,028	87,308,824	10,861,578	121,253,071	-	-	-	-
Derivative financial assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Financial assets at fair value through profit or loss	29,618,884	16,571,445	-	-	-	-	-	-	-	-	-	13,412,668	-
Investment securities:													
– Fair Value through other comprehensive Income	1,921,470,601	-	-	-	114,329,943	36,548	182,103,036	-	281,970,176	-	661,670	-	83,938,368
– Held at amortised cost	1,485,592	578,411,337	150,608,177	154,958,250	72,650,097	414,040,331	124,982,848	6,367,117	-	6,757,542	137,462,763	-	-
Investment in subsidiaries	62,538,955	-	-	-	-	-	-	-	-	-	-	-	-
Assets pledged as collateral	85,018,714	29,551,361	-	-	-	-	-	-	-	-	-	-	-
Restricted deposits and other assets	2,625,725,141	65,471,104	3,318,528	35,238,995	11,306,416	11,892,674	14,066,449	1,067,097	23,814,437	1,870,892	1,167,953	361,165	-
Property and equipment	205,130,738	28,443,024	7,573,714	16,447,510	12,569,725	23,491,278	20,519,806	7,231,261	7,216,847	96,805	6,987	369,751	-
Intangible assets	55,861,865	459,261	137,854	478,920	302,794	4,001,011	415,686	334,391	-	122,830	49,672	45,755	-
Deferred tax assets	-	17,404,029	4,998,288	-	-	-	6,389,783	-	23,119	-	61,743	-	-
Total assets	9,665,835,609	1,596,157,544	229,486,899	490,288,044	334,243,064	544,495,394	646,039,953	43,992,242	1,124,665,129	10,974,913	516,458,550	14,252,272	91,166,963
Financed by:													
Deposits from banks	7,169,206	-	-	-	-	112,083,283	45,955	1,629,694	634,992,567	-	-	-	-
Deposits from customers	6,194,786,394	1,330,450,716	161,878,305	428,314,120	277,715,563	310,283,403	417,338,884	29,518,013	366,177,263	-	503,978,516	-	-
Financial liabilities held for trading	51,174,468	-	-	-	-	-	-	-	-	-	-	-	-
Derivative financial liabilities	10,759,624	-	-	-	-	-	-	-	-	-	-	-	-
Current income tax liabilities	172,618,701	-	5,917,786	3,619,694	1,648,980	-	2,786,130	-	-	-	-	2,476	-
Other liabilities	854,958,588	13,698,059	4,776,548	8,490,036	11,291,883	6,979,961	70,034,188	2,326,810	31,742,307	897,348	1,105,706	257,269	13,763,258
Other borrowed funds	309,795,457	-	-	-	-	-	225,589	-	-	-	-	-	-
Deferred tax liabilities	7,237,268	-	-	1,008,495	136,707	-	-	-	337,151	84,706	-	29,622	-
Total liabilities	7,608,499,706	1,344,148,775	172,572,639	441,432,345	290,793,133	429,346,647	490,430,746	33,474,517	1,033,249,288	982,053	505,084,222	289,367	13,763,258
Equity and reserve	2,057,335,903	252,008,769	56,914,260	48,855,699	43,449,931	115,148,747	155,609,207	10,517,725	91,415,841	9,992,860	11,374,328	13,962,905	77,403,705
	9,665,835,609	1,596,157,544	229,486,899	490,288,044	334,243,064	544,495,394	646,039,953	43,992,242	1,124,665,129	10,974,913	516,458,550	14,252,272	91,166,963

Dec-2024	West Africa Subsidiaries						East Africa Subsidiaries		United Kingdom	Non-Banking Subsidiaries			Staff Investment Trust
In thousands of Nigerian Naira	GT Bank Nigeria	GT Bank Ghana	GT Bank Sierra Leone	GT Bank Liberia	GT Bank Gambia	GT Bank Cote D'Ivoire	GT Bank Kenya Group	GT Bank Tanzania	GT Bank UK	Habari Pay	Asset Management	Pension Fund	
Condensed cash flow													
Net cash flow:													
- from operating activities	578,730,294	349,401,815	54,410,847	50,413,119	63,529,567	103,143,892	(2,781,221)	(1,111,757)	198,603,367	4,963,108	313,689,816	(7,899,379)	28,064,398
- from investing activities	(887,643,881)	(14,564,400)	(48,639,614)	(32,793,652)	(20,631,674)	(91,392,259)	4,514,516	(3,337,991)	10,984,327	(6,806,109)	(3,201,541)	102,889	(26,811,096)
- from financing activities	299,087,621	(32,114,619)	-	-	(12,844,466)	-	(626,335)	-	-	-	-	-	-
Increase/(decrease) in cash and cash equivalents	(9,825,966)	302,722,796	5,771,233	17,619,467	30,053,427	11,751,633	1,106,960	(4,449,748)	209,587,694	(1,843,001)	310,488,275	(7,796,490)	1,253,302
Cash balance, beginning of year	1,354,132,333	236,302,190	29,686,366	72,118,873	41,460,013	22,091,058	102,692,150	12,999,125	284,347,233	5,975,293	66,559,485	7,859,424	5,975,293
Effect of exchange difference	1,094,523,234	63,881,828	18,164,039	50,761,784	17,403,583	12,727,833	106,440,333	9,581,422	196,452,551	-	-	-	-
Cash balance, end of period	2,438,829,601	602,906,814	53,621,638	140,500,124	88,917,023	46,570,524	210,239,443	18,130,799	690,387,478	4,132,292	377,047,760	62,934	7,228,595

Condensed results of the consolidated entities of the GT Bank Kenya Group as at 31 December 2024, are as follows:

Profit and loss**Dec-2024**

In thousands of Nigerian Naira	GT Bank Kenya	GT Bank Uganda	GT Bank Rwanda
Operating income	27,417,369	9,887,816	22,645,757
Operating expenses	(12,511,031)	(6,605,854)	(10,236,245)
Loan impairment charges	(8,165,229)	(3,050,540)	205,649
Profit before tax	6,741,109	231,422	12,615,161
Taxation	(2,263,458)	(1,014,773)	(3,532,245)
Profit/(loss) after tax	4,477,651	(783,351)	9,082,916

Condensed financial position**Dec-2024**

In thousands of Nigerian Naira	GT Bank Kenya	GT Bank Uganda	GT Bank Rwanda
Assets			
Cash and cash equivalents	109,921,362	27,897,137	72,435,022
Loans and advances to customers	33,339,029	19,693,228	34,276,567
Investment securities:			
– Fair Value through other comprehensive Income	182,103,036	-	-
– Held at amortised cost	19,838,400	36,397,904	68,746,544
Assets pledged as collateral	-	-	-
Other assets	5,449,198	4,265,656	4,351,595
Investment in subsidiaries	40,093,962	-	-
Property and equipment	9,441,261	4,773,137	6,305,408
Intangible assets	77,669	30,647	48,337
Deferred tax assets	2,132,898	2,845,568	1,411,317
Total assets	402,396,815	95,903,277	187,574,790
Financed by:			
Deposits from banks	30,867	15,088	-
Deposits from customers	210,275,108	70,854,614	136,209,162
Current income tax liabilities	-	-	2,786,130
Other liabilities	59,630,636	2,229,143	8,174,409
Deferred tax liabilities	-	-	-
Other borrowed funds	-	-	225,589
Total liabilities	269,936,611	73,098,845	147,395,290
Equity and reserve	132,460,204	22,804,432	40,179,500
	402,396,815	95,903,277	187,574,790

30 Property and equipment and Right of use assets**(a) Group**

In thousands of Nigerian Naira	Leasehold improvement and buildings ¹	ROU Assets ³	Furniture & equipment	Motor vehicle	Capital work-in - progress ²	Total
Cost						
Balance at 1 January 2025	196,708,085	66,103,542	219,973,066	31,279,462	58,779,955	572,844,110
Exchange difference	2,355,228	(1,393,462)	282,983	765,848	3,982,963	5,993,560
Additions	15,978,218	80,555,865	55,738,734	8,542,647	45,315,401	206,130,865
Disposals/Derecognition	(979,087)	(16,441,785)	(3,944,190)	(1,687,912)	-	(23,052,974)
Transfers	8,360,152	-	15,431,907	189,001	(23,981,060)	-
Balance at 31 December 2025	222,422,596	128,824,160	287,482,500	39,089,046	84,097,259	761,915,561
Balance at 1 January 2024	168,845,262	54,874,874	131,836,030	21,910,162	11,072,598	388,538,926
Exchange difference	19,082,966	9,389,592	24,333,975	4,711,472	3,211,186	60,729,191
Additions	4,755,562	1,765,326	67,355,193	5,837,232	50,366,837	130,080,150
Disposals	(8,825)	-	(4,846,580)	(1,648,752)	-	(6,504,157)
Transfers	4,033,120	73,750	1,294,448	469,348	(5,870,666)	-
Balance at 31 December 2024	196,708,085	66,103,542	219,973,066	31,279,462	58,779,955	572,844,110

All Property and equipment are non-current.

¹ Of this amount as at December 2025, Leasehold improvement accounts for N51,060,649,000 (22.96%) while Buildings accounts for N171,361,947,000 (77.04%)

² Capital work in progress refers to capital expenditure incurred on items of Property and Equipment which are however not ready for use and as such are not being depreciated.

³ ROU Assets include Land and Prepaid Rent on Land and Building.

Property and equipment and Right of use assets(continued)

Group

Accumulated Depreciation

In thousands of Nigerian Naira

	Leasehold improvement and buildings	ROU Assets ¹	Furniture & equipment	Motor vehicle	Capital work-in - progress	Total
Balance at 1 January 2025	57,843,512	25,764,108	138,553,591	20,450,850	-	242,612,061
Exchange difference	552,011	(578,016)	146,606	444,448	-	565,049
Charge for the year	10,049,186	11,115,545	42,759,221	5,721,760	-	69,645,712
Disposals/Derecognition	(1,236)	(11,190,578)	(3,744,770)	(1,540,054)	-	(16,476,638)
Balance at 31 December 2025	68,443,473	25,111,059	177,714,648	25,077,004	-	296,346,184
Balance at 1 January 2024	43,183,186	17,489,205	88,374,096	15,193,787	-	164,240,274
Exchange difference	9,651,755	2,775,294	19,759,627	2,873,862	-	35,060,538
Charge for the year	5,013,163	5,499,609	35,260,952	4,001,968	-	49,775,692
Disposal	(4,592)	-	(4,841,084)	(1,618,767)	-	(6,464,443)
Balance at 31 December 2024	57,843,512	25,764,108	138,553,591	20,450,850	-	242,612,061
Carrying amounts:						
Balance at 31 December 2025	153,979,123	103,713,101	109,767,852	14,012,042	84,097,259	465,569,377
Balance at 31 December 2024	138,864,573	40,339,434	81,419,475	10,828,612	58,779,955	330,232,049

Property and equipment and Right of use assets (continued)**(b) Company**

In thousands of Nigerian Naira	Leasehold improvement and buildings	ROU Assets	Furniture & equipment	Motor vehicle	Capital work-in - progress ¹	Total
Cost						
Balance at 1 January 2025	154,083	443,238	876,699	-	-	1,474,020
Additions	-	-	-	-	-	-
Balance at 31 December 2025	154,083	443,238	876,699	-	-	1,474,020
Balance at 1 January 2024	154,083	443,238	420,514	-	-	1,017,835
Additions	-	-	456,185	-	-	456,185
Balance at 31 December 2024	154,083	443,238	876,699	-	-	1,474,020

All Property and equipment are non-current.

¹ Capital work in progress refers to capital expenditure incurred on items of Property and Equipment which are however not ready for use and as such are not being depreciated.

Property and equipment and Right of use assets (continued)**Company****Accumulated Depreciation**

In thousands of Nigerian Naira

	Leasehold improvement and buildings	ROU Assets	Furniture & equipment	Motor vehicle	Capital work-in - progress	Total
Balance at 1 January 2025	15,635	15,152	308,505	-	-	339,292
Charge for the year	4,454	6,724	154,508	-	-	165,686
Balance at 31 December 2025	20,089	21,876	463,013	-	-	504,978
Balance at 1 January 2024	10,793	7,855	200,917	-	-	219,565
Charge for the year	4,842	7,297	107,588	-	-	119,727
Balance at 31 December 2024	15,635	15,152	308,505	-	-	339,292
Carrying amounts:						
Balance at 31 December 2025	133,994	421,362	413,686	-	-	969,042
Balance at 31 December 2024	138,448	428,086	568,194	-	-	1,134,728

31 Intangible assets

(a) Group

In thousands of Nigerian Naira	Goodwill	Purchased Software	Total
Cost			
Balance at 1 January 2025	19,293,116	108,188,948	127,482,064
Exchange translation differences	(16,184)	(291,832)	(308,016)
Additions	-	49,095,739	49,095,739
Balance at 31 December 2025	19,276,932	156,992,855	176,269,787
Balance at 1 January 2024	19,160,832	43,567,679	62,728,511
Exchange translation differences	132,284	9,424,913	9,557,197
Additions	-	55,196,356	55,196,356
Balance at 31 December 2024	19,293,116	108,188,948	127,482,064
Amortisation and impairment losses			
Balance at 1 January 2025	-	46,237,951	46,237,951
Exchange translation differences	-	(540,314)	(540,314)
Amortisation for the year	-	19,875,774	19,875,774
Balance at 31 December 2025	-	65,573,411	65,573,411
Balance at 1 January 2024	-	29,652,473	29,652,473
Exchange translation differences	-	8,328,345	8,328,345
Amortisation for the year	-	8,257,133	8,257,133
Balance at 31 December 2024	-	46,237,951	46,237,951
Carrying amounts:			
Balance at 31 December 2025	19,276,932	91,419,444	110,696,376
Balance at 31 December 2024	19,293,116	61,950,997	81,244,113

All intangible assets are non-current.

Goodwill is reviewed annually for impairment, or more frequently when there are indications that impairment may have occurred. There was no impairment identified in the year ended December 2025 (December 2024: nil).

(c) Impairment testing for cash-generating units containing Goodwill

For the purpose of impairment testing, goodwill acquired through business combinations is allocated to each of the cash-generating units or groups of cash-generating units that is expected to benefit from the synergies of the combination.

Goodwill is allocated to the Cash Generating Units (CGUs) as shown below:

In thousands of Nigerian Naira

Cash Generating Units	Dec-25	Dec-24
Rest of West Africa:		
- Corporate Banking	175,868	176,747
- Commercial Banking	11,283	11,339
- Retail Banking	51,680	51,938
East Africa		
- Corporate Banking	6,578,315	6,589,354
- Commercial Banking	422,040	422,748
- Retail Banking	1,933,086	1,936,330
	9,172,272	9,188,455
Cash Generating Units – Non - Banking Subsidiaries	Dec-25	Dec-24
Nigeria:		
- GTFund Manager	3,617,403	3,617,403
- GTPensions	6,487,258	6,487,258
	10,104,661	10,104,661

No impairment loss on goodwill was recognised for the year ended 31 December 2025 (31 December 2024: nil).

The recoverable amounts for the CGUs have been determined based on value-in-use calculations, using cash flow projections covering a five-year period and appropriate discount rates.

Cash Flow Forecasts

The cash flow projections are based on future cash flows and the 5-year business plan appropriately approved by senior management. Cash flows to perpetuity were estimated using a 10-year average growth of GDP in the countries where the subsidiaries operate. The growth rates adopted are based on projected economic indices and business opportunities in the economies where the CGU's operate, taking into consideration the past performance of the CGU's, current industry trend and management's expectations of market development. The forecast period is based on the Group's medium to long term perspective with respect to the operations of these units.

Valuation Assumptions and Other Disclosures

For each of the CGUs to which the goodwill was allocated, the key assumptions used in Value-in-use calculations are as follows:

In the West Africa Region, the recoverable amount was derived as its value in use which was determined by discounting the projected future cash flows expected to be generated by the segments in the region,

using the weighted discount rate of 26.85%, adopting CAPM approach. It would require over ₦455bn reduction in the recoverable amount of CGU's in this region before the investments of GTBank in this region can be assumed impaired.

2025-Key Assumptions	West Africa			East Africa			Nigeria	
	Corporate	Commercial	Retail	Corporate	Commercial	Retail	GT Fund Manager	GT Pension
Revenue Growth Rate (%)	22.87%	1.47%	6.72%	9.32%	0.60%	2.74%	31.1%	28.94%
Operating Income Growth Rate (%)	21.46%	1.38%	6.31%	9.11%	0.58%	2.68%	46.9%	36.91%
Other Operating Costs (₦'Million)	101,256	6,496	29,755	26,472	1,698	7,779	1,393	3,292
Annual Capital Expenditure (₦'Million)	28,218	1,810	8,292	5,123	329	1,506	25	268
Recoverable Amount (₦'Million)	1,396,393	89,587	410,340	129,202	8,289	37,967	80,120	25,364
Long Term Growth Rate (%)	15%- 20%	15%- 20%	15%- 20%	5%- 10%	5%- 10%	5%- 10%	20%-25%	35%- 40%
Discount Rate (%)	26.85%	26.85%	26.85%	23.57%	23.57%	23.57%	34.09%	21.80%
2024-Key Assumptions	West Africa			East Africa			Nigeria	
	Corporate	Commercial	Retail	Corporate	Commercial	Retail	GT Fund Manager	GT Pension
Revenue Growth Rate (%)	37.50%	38.50%	39.00%	12.14%	11.64%	12.24%	37.61%	45.83%
Operating Income Growth Rate (%)	40.02%	40.52%	42.02%	23.00%	22.50%	24.50%	70.65%	45.83%
Other Operating Costs (₦'Million)	186,120	11,941	54,693	16,533	1,061	4,858	3,255	2,133
Capital Expenditure (₦'Million)	41,496	2,662	12,194	(293)	(19)	(86)	7	203
Recoverable Amount (₦'Million)	952,706	61,122	279,960	151,063	9,692	44,391	138,526	37,731
Long Term Growth Rate (%)	15%- 20%	15%- 20%	15%- 20%	5%- 10%	5%- 10%	5%- 10%	20%-25%	35%- 40%
Discount Rate (%)	40.07%	40.07%	40.07%	28.95%	28.95%	28.95%	37.37%	21.80%

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

32 Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

Group

Deferred tax assets

Dec-2025

<i>In thousands of Nigerian Naira</i>	Assets	Liabilities	Net	Income statement	OCI
Property and equipment, and software	4,386,697	-	4,386,697	(6,492,719)	-
Allowances for loan losses/Fraud loss provision	28,186,764	-	28,186,764	10,395,283	-
Defined benefit obligation/Actuarial Loss	112,809	-	112,809	112,809	-
Other assets	-	-	-	(206,065)	-
Net deferred tax assets	32,686,270	-	32,686,270	3,809,308	-

Group

Deferred tax assets

Dec-2024

<i>In thousands of Nigerian Naira</i>	Assets	Liabilities	Net	Income statement	OCI
Property and equipment, and software	10,879,416	-	10,879,416	5,770,450	-
Allowances for loan losses/Fraud loss provision	17,791,481	-	17,791,481	4,676,335	-
Other assets	206,065	-	206,065	78,612	-
Net deferred tax assets	28,876,962	-	28,876,962	10,525,397	-

Group**Deferred tax liabilities****Dec-2025***In thousands of Nigerian Naira*

	Assets	Liabilities	Net	Income statement	OCI
Property and equipment, and software	-	58,778,185	58,778,185	14,966,301	-
Fair value reserves	-	5,319,730	5,319,730	(1,256,358)	6,067,714
Allowances for loan losses	(5,206,556)	-	(5,206,556)	4,263,128	-
Defined benefit obligation/actuarial loss	(1,571,369)	-	(1,571,369)	620,869	(929,602)
Revaluation loss/(gain) and other assets	(8,396,154)	98,144,599	89,748,445	20,944,996	(950,584)
Net deferred tax (assets)/liabilities	(15,174,079)	162,242,514	147,068,435	39,538,936	4,187,528

Company**Deferred tax liabilities****Dec-2025***In thousands of Nigerian Naira*

	Assets	Liabilities	Net	Income statement	OCI
Property and equipment, and software	-	136,487	136,487	2,422	-
Net deferred tax liabilities	-	136,487	136,487	2,422	-

Group**Deferred tax liabilities****Dec-2024***In thousands of Nigerian Naira*

	Assets	Liabilities	Net	Income statement	OCI
Property and equipment, and software	-	43,811,883	43,811,883	15,692,699	-
Fair value reserves	-	508,374	508,374	(1,281,185)	(5,506,347)
Allowances for loan losses	(9,469,685)	-	(9,469,685)	(4,606,624)	-
Defined benefit obligation/actuarial loss	(1,262,636)	-	(1,262,636)	(3,068,432)	2,342,022
Revaluation loss/(gain) and other assets	(24,619,923)	94,373,957	69,754,034	(15,394,928)	55,033,857
Net deferred tax (assets)/liabilities	(35,352,244)	138,694,214	103,341,970	(8,658,470)	51,869,532

Company**Deferred tax liabilities****Dec-2024***In thousands of Nigerian Naira*

	Assets	Liabilities	Net	Income statement	OCI
Property and equipment, and software	-	134,065	134,065	122,203	-
Net deferred tax liabilities	-	134,065	134,065	122,203	-

33 Restricted deposits and other assets

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Prepayments (See note 33(iii) below)	61,998,298	173,584,638	-	-
Accounts Receivable ¹	279,021,296	126,399,714	428,696,196	250,238,501
Stocks	2,088,567	1,837,031	-	-
Foreign Banks - cash collateral (See note 33(iv) below)	181,109,604	242,929,712	-	-
Restricted deposits with central banks (See note 33(i) below)	2,121,733,326	1,964,213,386	-	-
Contribution to AGSMEIS (See note 34(ii) below)	76,908,346	54,991,740	-	-
Recognised assets for defined benefit obligations (See note 38)	42,142,163	36,305,062	-	-
	2,765,001,600	2,600,261,283	428,696,196	250,238,501
Impairment on other financial assets (See note 33(v) below)	(28,512,286)	(26,176,629)	-	-
	2,736,489,314	2,574,084,654	428,696,196	250,238,501
Current	2,692,199,695	2,535,942,561	428,696,196	250,238,501
Non-current	44,289,619	38,142,093	-	-

¹ Account receivable for the company in the sum of N428,696,196,000 relates to Dividend Receivable from Guaranty Trust Bank Limited.

(i) Restricted deposits with central banks comprises of restricted deposits with central banks not available for use in the Group's day-to-day operations. The GTBank Nigeria had restricted balances of N2,121,733,326,000 with the Central Bank of Nigeria (CBN) as at 31 December 2025 (December 2024: N1,963,565,533,000). This balance is CBN cash reserve requirement. The cash reserve ratio represents a mandatory total Naira deposits which should be held with the Central Bank of Nigeria as a regulatory requirement.

(ii) This represents contribution to Agri-Business/Small and Medium Enterprises Investment Scheme aimed at supporting the Federal Government's effort at promoting agricultural businesses as well as Small and Medium Enterprises. It is an initiative of the Bankers' Committee in which Banks are required to set aside 5% of their Profit After Tax for investment in qualified players. The fund is domiciled with the Central Bank of Nigeria.

(iii) This relates to Prepaid property and equipments and other prepaid expenses

(iv) This relates to cash collateral for trade transactions

(v) Movement in impairment of other financial assets:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Opening Balance	26,176,629	25,747,637	-	-
Charge for the year	2,335,657	428,992	-	-
Closing Balance	28,512,286	26,176,629	-	-

34 Deposits from banks

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Money market deposits	105	112,094,453	-	-
Other deposits from banks	327,034,786	276,325,791	-	-
	327,034,891	388,420,244	-	-
Current	327,034,891	388,420,244	-	-
Non-current	-	-	-	-

35 Deposits from customers

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Retail customers:				
Term deposits	1,129,777,132	742,627,683	-	-
Current deposits	1,800,357,922	1,921,937,346	-	-
Savings	2,989,652,056	2,569,221,110	-	-
Corporate customers:				
Term deposits	1,053,680,403	518,891,012	-	-
Current deposits	5,573,538,271	4,260,344,255	-	-
	12,547,005,784	10,013,021,406	-	-
Current	12,477,038,206	10,008,328,436	-	-
Non-current	69,967,578	4,692,970	-	-

36 Financial liabilities at fair value through profit or loss

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Bond short positions	79,739,226	51,174,468	-	-
Treasury bills short positions	1,364,433	-	-	-
	81,103,659	51,174,468	-	-
Current	81,103,659	51,174,468	-	-
Non-current	-	-	-	-

37 Other liabilities

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Cash settled share based payment liability (Note 37(c))	24,738,926	13,763,258	-	-
Lease liabilities (Note 37(f))	28,086,895	21,276,324	-	-
Liability for defined contribution obligations (Note 37(a))	2,267,447	2,137,127	-	-
Deferred income on financial guarantee contracts	949,130	811,683	-	-
Litigation claims provision (Note 37(d))	10,321,280	10,910,317	-	-
Certified cheques	10,645,518	14,892,666	-	-
Provision for restoration cost (Note 37(f))	435,778	279,116	-	-
Customers' deposit for foreign trade (Note 37(b))	193,025,649	483,842,372	-	-
Customers' escrow balances	196,429,885	49,032,323	-	-
Account payables	306,606,908	170,809,028	-	221,146,675
Creditors and agency services	141,761,867	146,222,730	-	32,750
Customers deposit for shares of other Corporates	4,482,144	25,165,313	-	-
Impairment on contingents (Note 37(e))	26,962,207	81,142,794	-	-
	946,713,634	1,020,285,051	-	221,179,425
Current	881,493,517	887,154,351	-	221,179,425
Non-current	65,220,117	133,130,700	-	-

- (a) The Group and its employees each contribute a minimum of 10% and 8% respectively of basic salary, housing and transport allowance to each employee's retirement savings account maintained with their nominated pension fund administrators.
- (b) This represents the Naira value of foreign currencies held on behalf of customers in various foreign accounts to cover letters of credit transactions. Of the sum of N193,025,649,000 reported, the sum of N149,522,948,000 represents customers cash collateral balances with the corresponding balance included in Foreign Banks - Cash Collateral in other assets. The balance of N43,502,701,000 represents customer's FEM balances.
- (c) Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Dec-2025		Dec-2024	
	Average	Share Rights (thousands)	Average	Share Rights (thousands)
	Exercise Price Per Share		Exercise Price Per Share	
At 1 January	31.68	434,451	27.36	343,649
Granted	45.02	104,952	13.26	119,521
Exercised	57.07	(45,882)	38.80	(28,719)
As at end of the year	50.13	493,520	31.68	434,451

The total unit of shares of the scheme stood at 1,803,763,277 as at December 2025 (Dec 2024: 1,472,602,940), out of which 493,520,470 (Dec 2024: 434,450,935) have been granted. Out of the 493,520,470 Share Appreciation Right (SARs) granted as at December 2025 (Dec 2024: 434,450,935 SARs), 221,069,224 SARs (Dec 2024: 211,370,171) have met the vesting criteria. SARs exercised in 2025 resulted in 45,881,994 shares (Dec 2024: 28,719,094) being granted at a weighted average price of N57.07 each (Dec 2024: N38.80 each)

The fair value of SAR was determined using a multi-factor model which entails using average share price for vested shares and multiple combination of 10.58% probability of exits, number of employees years in the scheme and in the organization for non-vested shares.

As at 31st December 2025, the impact of the SAR on the statement of financial position of the Group stood at N24,738,925,860 (Dec 2024: N13,763,257,635).

The Share Appreciation Right is a cash settled share based compensation scheme managed by a Special Purpose Vehicle (SPV) - Guaranty Trust Bank Staff Investment Trust. The scheme was introduced as a compensation plan for the bank's qualifying personnel to enhance employee retention, by offering the shares acquired by the SPV to qualifying members of staff at the prevailing net book value of the bank. Under the terms of the plan, the shares vest only if a member has spent 10 years in the bank, 5 years in the scheme and the purchased shares are up to 3 years old from the date of purchase. Upon exit if a member meets vesting conditions, the shares would be repurchased from the staff by the scheme.

The liability for the SARs is measured, initially and at the end of each reporting period until settled, at the fair value of the SARs, by applying an option pricing model, taking into account the terms and conditions on which the SARs were granted, and the extent to which the employees have rendered services to date. The expected life used in the model has been adjusted based on management's best estimate for the effects of exercise restrictions (including the probability of meeting market conditions attached to the option), and behavioural considerations. Expected volatility is based on the historical share price volatility over the past 3 years.

As at 31st December 2025, the impact of the SAR on the statement of financial position of the Group stood at N24,738,925,860 (Dec 2024: N13,763,257,635). Of this amount, the liability on vested but unexercised SARs was N11,482,925,656.24 (Dec 2024: N7,565,128,761)

Share options outstanding at the end of the year have the following exercise prices:

Grant-Vest	Exercise price		Share options (thousands of Naira)	
	Dec-2025	Dec-2024	Dec-2025	Dec-2024
2004-2009	51.27	32.46	6,360,994	4,027,158
2005-2010	50.15	31.47	932,137	584,849
2006-2011	50.49	32.27	496,421	243,704
2007-2012	49.90	31.75	1,182,251	520,241
2007-2013	50.30	31.81	402,712	223,006
2007-2014	51.25	33.06	80,239	88,301
2007-2016	49.51	31.09	920,257	420,391
2008-2013	50.49	31.76	232,169	130,142
2008-2014	-	31.66	-	177,290
2008-2015	51.94	33.06	184,786	117,595
2008-2017	50.44	31.78	243,013	147,332
2023-2028	48.61	30.10	365,877	169,162
2009-2014	51.24	33.06	36,491	18,582
2009-2015	-	31.87	-	59,820
2010-2015	-	31.17	-	156,033
2010-2017	51.94	33.06	52,678	33,523
2010-2018	51.42	32.76	154,273	92,181
2011-2016	49.67	31.61	1,135,986	841,045
2011-2018	50.16	31.59	285,909	156,383
2011-2019	49.52	31.22	408,532	127,238
2011-2020	49.66	31.29	506,489	232,811
2012-2017	50.04	31.70	277,897	139,580
2023-2029	48.61	30.10	42,639	17,209
2013-2018	50.34	31.81	1,249,184	728,586
2014-2019	50.00	31.53	986,718	579,585
2014-2022	49.70	31.15	106,437	43,902
2015-2020	50.39	31.70	483,125	320,653
2015-2023	-	30.86	-	103,127
2024-2030	48.61	30.10	9,722	6,020
2016-2021	49.98	31.63	1,521,093	680,954
2024-2034	-	30.10	-	28,735
2017-2022	49.39	31.13	939,948	344,054
2025-2030	48.61	-	209,833	-
2018-2023	49.35	30.89	1,115,630	508,321
2024-2029	48.61	30.10	569,369	239,620
2019-2024	49.43	31.06	1,193,914	522,917
2020-2025	49.31	30.61	672,090	332,490
2021-2026	49.15	30.50	854,103	332,583
2021-2029	49.06	30.50	7,057	2,862
2022-2027	48.96	30.10	373,620	180,992
2023-2033	48.61	30.10	28,124	74,605
2023-2032	48.61	30.10	6,376	9,677
2025-2031	48.61	-	5,153	-
2025-2032	48.61	-	954	-
2024-2031	48.61	-	15,326	-
2024-2032	48.61	-	67,144	-
2025-2033	48.61	-	11,609	-
2025-2034	48.61	-	10,648	-
			24,738,926	13,763,258

- (d) Provision for litigation arose from the assessment carried out by the Solicitors of the Group of all the pending litigations the Group was involved in as at December 31, 2025. Please see Note 42 for further information on Litigations.

Movement in provision for litigation claims during the year ended is as follows:

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>In thousands of Nigerian Naira</i>				
Opening Balance	10,910,317	9,333,463	-	-
Increase during the year	(589,037)	1,576,854	-	-
Closing Balance	10,321,280	10,910,317	-	-

This relates to provision on pending cases that the Company is currently involved in. Please refer to Note 42 for more information.

Timing of resulting outflows of economic resources with respect to the provision can not readily be determined.

- (e) **Movement in impairment on contingents during the year is as follows:**

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>In thousands of Nigerian Naira</i>				
Opening balance	81,142,794	66,015,319	-	-
Effect of exchange rate fluctuation	(2,534,991)	1,286,121	-	-
(Reversal)/Charge for the year ended	(51,645,596)	13,841,354	-	-
Closing Balance	26,962,207	81,142,794	-	-

- (f) The Group leases a number of properties to serve as its branch outlets.

The present value of lease liabilities is as follows:

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>In thousands of Nigerian Naira</i>				
Less than 3 months	-	27,137	-	-
3-6 months	348,622	90,253	-	-
6-12 months	1,163,493	324,348	-	-
1-5years	1,916,102	2,973,636	-	-
More than 5 years	24,658,677	17,860,949	-	-
	28,086,894	21,276,323	-	-

The period of future economic outflows of the lease liabilities is analysed below:

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>In thousands of Nigerian Naira</i>				
Less than 3 months	-	27,399	-	-
3-6 months	354,001	91,640	-	-
6-12 months	1,199,399	334,315	-	-
1-5years	2,224,476	3,447,184	-	-
More than 5 years	32,595,729	23,549,612	-	-
	36,373,605	27,450,150	-	-

The movement in lease liabilities is shown below:

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>In thousands of Nigerian Naira</i>				
Opening Balance	21,276,324	11,417,411	-	-
Exchange difference	8,387,080	15,330,046	-	-
Finance cost	1,347,471	2,962,443	-	-
Payments	(2,923,981)	(8,433,577)	-	-
	28,086,894	21,276,323	-	-

The movement in provision for restoration cost is shown below:

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
<i>In thousands of Nigerian Naira</i>				
Opening Balance	279,116	306,396	-	-
Changes in the year	156,662	(27,280)	-	-
	435,778	279,116	-	-

38 Defined benefit obligations

The Group operates a non-contributory, funded lump sum defined benefit gratuity scheme. Employees are automatically admitted into the scheme after completing 10 consecutive years of service with the Bank. Employees' terminal benefits are calculated based on number of years of continuous service for employees that have spent a minimum of 10 consecutive year of service with the Bank. The defined benefit obligation valuation was carried out by Alexander Forbes Consulting Actuaries with FRC Number: FRC/2012/0000000000504. The report was sign by Management Partner Wayne van Jaarsveld with FRC Number: FRC/2021/002/00000024507.

(a) The amounts recognised in the statement of financial position are as follows:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Present value of funded obligations	(5,237,896)	(4,208,786)	-	-
Total present value of defined benefit obligations	(5,237,896)	(4,208,786)	-	-
Fair value of plan assets	47,380,059	40,513,848	-	-
Present value of net asset	42,142,163	36,305,062	-	-
Recognized net assets for defined benefit plan	42,142,163	36,305,062	-	-

The Company has a right to the surplus on its plan assets. The defined benefit scheme is not open to asset ceiling, therefore, there is no need to determine any difference between net defined benefit asset and asset ceiling.

Recognised asset for defined benefit obligations is included within Restricted deposits and other assets in note 33.

(b) Movement in the present value of defined benefit assets:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
surplus on defined benefit obligations, beginning of year	36,305,062	24,218,604	-	-
Net Income recognised in Profit and Loss	6,435,775	4,279,719	-	-
Re-measurements recognised in Other Comprehensive Income	(3,098,674)	7,806,739	-	-
Contributions paid	2,500,000	-	-	-
Surplus for defined benefit obligations, end of year	42,142,163	36,305,062	-	-

¹Net (Expense) / Income recognised in Profit and Loss is analysed below:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Interest income on Net defined benefit obligation ^a	6,615,444	4,326,717	-	-
Current service costs	(179,669)	(46,998)	-	-
	6,435,775	4,279,719	-	-

^aInterest cost on Net Defined benefit Obligation is analysed below:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Interest income on plan assets	7,358,487	4,628,638	-	-
Interest cost on defined benefit obligation	(743,043)	(301,921)	-	-
	6,615,444	4,326,717	-	-

²Remeasurements recognised in Other Comprehensive income is analysed below:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Return on plan assets, excluding amounts included in interest expense/income	(2,611,331)	10,174,603	-	-
Loss due to experience variance	60,360	(45,101)	-	-
Gain due to economic assumptions	(850,923)	(1,632,056)	-	-
Loss from change in demographic assumptions	303,220	(690,707)	-	-
	(3,098,674)	7,806,739	-	-

(c) Plan assets consist of the following:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Equity securities:				
- Quoted	11,754,238	5,373,906	-	-
Government securities				
- Quoted	7,302,457	6,853,793	-	-
Cash and bank balances				
- Unquoted	28,323,367	28,286,151	-	-
	47,380,061	40,513,849	-	-

Group				
<i>In thousands of Nigerian Naira</i>	Dec-2025		Dec-2024	
Equity securities	11,754,238	25%	5,373,906	13%
Government securities	7,302,456	15%	6,853,793	17%
Cash and bank balances	28,323,367	60%	28,286,151	70%
	47,380,060	100%	40,513,849	100%

The defined benefit plan assets are under the management of Pension Fund Custodians - Crusader Sterling Pension Limited

The N11,754,238,000 equity investments of the scheme includes the Group's ordinary shares with a fair value of N8,302,161,321 (Dec 2024: N5,373,906,000). Additionally, out of the cash and bank balances of N28,323,367,000 an amount with a fair value of Zero balance (Dec 2024:N28,286,151,000) represents deposit with the Group.

Expected contributions to post-employment benefit plans for the year ending 31 December 2025 is Nil (December 2024: Nil) while gratuity payments are estimated to be N296,412,000 (December 2024: N288,014,000)

(d) Defined benefit cost for the year ended December 2026 is expected to be as follows:

	Company Dec-2026	Company Dec-2025
Net Interest on Net benefit assets	6,573,958	6,394,195
Current service cost	(269,822)	(176,669)
Income recognised in profit or loss	6,304,136	6,217,526

Components of net interest on defined benefit liability for year ended December 2026 is estimated to be as follows:

	Company Dec-2026	Company Dec-2025
Interest income on assets	7,415,401	7,145,462
Interest cost on defined benefit obligation	(841,443)	(751,267)
Total net interest income	6,573,958	6,394,195

Plan assets are valued at current market value. The expected return on plan assets is determined by considering the expected returns available on the assets underlying the current investment policy. Expected yields on fixed interest investments are based on gross redemption yields as at the date of the consolidated statement of financial position. Expected returns on equity reflect long-term real rates of return experienced in the respective markets.

(e) Movement in plan assets:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Fair value of plan assets, beginning of the year	40,513,848	26,006,023	-	-
Contributions paid into the plan	2,500,000	-	-	-
Benefits paid by the plan	(380,945)	(295,416)	-	-
Actuarial loss	(2,611,331)	10,174,603	-	-
Return on plan assets	7,358,487	4,628,638	-	-
Fair value of plan assets, end of the year	47,380,059	40,513,848	-	-

Actual return on plan asset is made up of expected return on plan assets and actuarial gains / losses.

(f) Movement in present value of obligations:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Present value of obligation, beginning of the year	4,208,786	1,787,419	-	-
Interest cost	743,043	301,921	-	-
Current service cost	179,669	46,998	-	-
Benefits paid	(380,945)	(295,416)	-	-
Actuarial loss/(gain) on obligation ¹	487,343	2,367,864	-	-
Present value of obligation at end of the year	5,237,896	4,208,786	-	-

¹ The actuarial loss/(gain) on obligation arose from the following:

	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Experience variance	(60,360)	45,101	-	-
Change in economic assumptions	850,923	1,632,056	-	-
Change in demographic assumptions	(303,220)	690,707	-	-
	487,343	2,367,864	-	-

(g) Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Discount rate	15.7%	17.7%
Salary increase rate	10.0%	10.0%
Inflation	15.1%	17.2%
Retirement age for both male and female	60 years	60 years
Withdrawal Rate: 18 – 29	4.5%	4.5%
Withdrawal Rate: 30 – 44	6.0%	6.0%
Withdrawal Rate: 45 – 50	5.0%	5.0%
Withdrawal Rate: 51	4.5%	4.5%
Withdrawal Rate: 52	4.0%	4.0%
Withdrawal Rate: 53	3.5%	3.5%
Withdrawal Rate: 54	3.0%	3.0%
Withdrawal Rate: 55	2.5%	2.5%
Withdrawal Rate: 56	2.0%	2.0%
Withdrawal Rate: 57	1.5%	1.5%
Withdrawal Rate: 58	1.0%	1.0%
Withdrawal Rate: 59	0.5%	0.5%
Withdrawal Rate: 60	100.0%	100.0%

Assumptions regarding future mortality before retirement are based on A1967/70 ultimate table published by the Institute of Actuaries of United Kingdom.

The overall expected long-term rate of return on assets is 15.7%. The expected long-term rate of return is based on the portfolio as a whole and not on the sum of the returns on individual asset categories. The return is based entirely on current market yields on Nigerian Government Bonds. The component of the rate of remuneration increase based on seniority and promotion is an average of 10.0% p.a. The inflation component has been worked out at 15.1% per annum.

For members in active service as at the valuation date, the projected unit credit method of valuation as required under the IFRS has been adopted.

- (h) Reasonably possible changes at the reporting date of discount rate, salary increase rate and mortality rate would have affected the defined benefit obligation by the amounts shown below:

Group**Dec-2025***In thousands of Nigerian Naira except percentages***Impact on defined benefit obligation**

	Change in Defined benefit obligation		
	assumption	Increase	Decrease
Discount rate	1.00%	(4,782,889)	5,763,569
Salary increase rate	1.00%	5,789,815	(4,755,184)
Mortality rate	1 year	5,239,688	(5,236,233)

Group**Dec-2024***In thousands of Nigerian Naira except percentages***Impact on defined benefit obligation**

	Change in Defined benefit obligation		
	assumption	Increase	Decrease
Discount rate	1.00%	(3,875,646)	4,589,492
Salary increase rate	1.00%	4,616,061	(3,849,344)
Mortality rate	1 year	4,212,710	(4,205,218)

In practice, changing an actuarial assumption while holding other assumptions constant is unlikely to occur as changes in some of the assumptions may be correlated.

(i) Expected maturity analysis of undiscounted pension and post-employment benefits:

<i>In thousands of Nigerian Naira</i>	Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
Present value of the defined benefit obligation	39,234	1,800	309,095	78,420,674	78,770,803
	39,234	1,800	309,095	78,420,674	78,770,803

(j) Defined Benefit Risk Management

The Group's exposure to risks through its defined benefit plan is mitigated through a number of strategies. Most important of them is the asset-liability matching strategy. Thus, fluctuations in macro-economic variables have minimal impact on its exposure to the plan.

Over the years, the Group not only ensures that it has sufficient plan assets to fund its defined benefit obligation but also adopts a robust strategy that ensures that the macro-economic variables affecting the obligations are similar to those of the plan assets.

The significant risks inherent in the Group's defined benefit plan are detailed below:

Asset volatility

Post employment benefit obligations are calculated using a discount rate determined with reference to market yields on high quality bonds. The Group ensures that the plan assets do not underperform this yield. This is achieved through maintaining an efficient portfolio of investments in plan assets significantly made up of high quality equities and government securities. Consequently, the yield on the Group's plan assets has consistently outperformed interest cost on plan obligations. The Group also ensures that as tenured investments in plan assets mature, they are replaced with top quality investments which better match the liabilities.

Overall, the Group's defined benefit investment strategy aims at reducing investment risks while maintaining the right mix of investments in high quality equities, debt and near cash instruments void of impairment threats. The choice of investment in equities stems from the long term nature of the Group's defined benefit plan and expected maturity of the plan's liabilities.

Changes in bond yields

The rate used to discount post-employment benefit obligations is determined with reference to market yields at the balance sheet date on high quality corporate bonds. In countries where there is no deep market in such bonds, the market yields on government bonds are used. The Group is of the opinion that there is no deep market in Corporate Bonds in Nigeria and as such assumptions underlying the determination of discount rate are referenced to the yield on Nigerian Government bonds of medium duration, as compiled by the Debt Management Organisation. A decrease in Nigerian Government Bond yields will increase the plan's liabilities. However, this growth is offset by an increase in the value of the plan assets.

Inflation risk

We believe this is less a material risk given the accretion to the Group's plan assets arising from continuous contribution to the plan and improved yield. Growth in inflation, all other things being equal, should lead to increased basic salaries (which is an important determinant of the Group's defined benefit liability) and consequently higher plan liabilities. This growth in liabilities should be offset with increased plan assets.

39 Other borrowed funds

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Due to BOI (see note (i) below)	57,691	500,404	-	-
Due to CACS (see note (ii) below)	162,525	350,652	-	-
MSME Development Fund (see note (iii) below)	846	846	-	-
Excess Crude Account -Secured Loans Fund (see note (iv) below)	13,009,894	12,767,505	-	-
RSSF on lending (see note (v) below)	4,141,804	6,651,419	-	-
SANEF Intervention Fund (see note (vi) below)	557,126	703,603	-	-
NESF Fund (see note (vii) below)	5,180	5,180	-	-
Economic Recovery Fund (see note (viii) below)	66,719	225,589	-	-
Due To P-Aads Loan (see note (ix) below)	119,543	439,572	-	-
Due To Cbn (see note (x) below)	64,114,279	288,376,276	-	-
	82,235,607	310,021,046	-	-
Current	69,273,702	294,047,092	-	-
Non-current	12,961,905	15,973,954	-	-

- i). The amount of N57,691,000 (December 2024: N500,404,000) represents the outstanding balance on the wholesale funding granted to the Parent for the refinancing/restructuring of SME/Manufacturing loan portfolio under the Small and Medium Enterprise Refinancing and Restructuring Fund and to fast track the development of power projects and aviation sector so as to improve power supply, under the Power and Airline Intervention Fund (PAIF). The SMERRF and PAIF are administered at an all-in interest rate /charge of 7% per annum payable on a quarterly basis. The BOI is entitled to 1% management fee payable quarterly by the Parent. The Loans have a maximum life of 15 years and/or working capital facility of one year with the provision for roll over subject to a maximum tenor of 5 years. The tenor of the facilities as at the end of the period range between 5 years to 13 years.
- ii). The amount of N162,525,000 (December 2024: N350,652,000) represents the outstanding balance on the on-lending facilities granted to the Parent by the Central Bank of Nigeria in collaboration with the Federal Government of Nigeria (FGN) under the Commercial Agriculture Credit Scheme (CACs). The FGN is represented by the Federal Ministry of Agriculture and Rural Development (FMARD) who has the aim of providing concessionary funding for agriculture so as to promote commercial agricultural enterprises in Nigeria. The Facility is for a period of 7 years at 2% p.a cost to the Parent. The maximum interest rate to the borrowers under the Scheme is 9% p.a inclusive of all charges.
- iii). The amount of N846,000 (December 2024: N846,000) represents the outstanding balance on the on lending facility granted by the Central Bank of Nigeria targeted at the growth and development of the Micro, Small and Medium Scale sub sector of the economy by providing single digit low interest rate funds. The facility is granted at an interest rate of 2% to the Parent. The maximum rate, inclusive of all charges, to the eligible MSMEs is 9% p.a. and the tenor of the facility ranges from 1 to 3 years depending on the type of enterprise.
- iv). The amount of N13,009,894,000 (December 2024: N12,767,505,000) represents the outstanding balance on the concessionary loans granted by the Central Bank of Nigeria to State Governments for the execution of developmental and infrastructure projects. The facility is secured by the balance due to State Governments from the Excess Crude Account. The facility is priced at 2% p.a payable on a monthly basis. The loan is granted to the States at 9% p.a inclusive of all charges. The principal is repayable monthly from the Federal Account Allocation Committee (FAAC) allocation of those States as a first line charge upon the issuance of an Irrevocable Standing Payment Order (ISPO) by those States. The tenor of the facility is 20 years.
- v). The amount of N4,141,804,000 (December 2024: N6,651,419,000) represents the outstanding balance on the Real Sector Support Facility (RSSF). The Facility is given by the Central Bank of Nigeria to support large enterprises for startups and expansion financing needs. The real sector activities targeted by the facility are manufacturing, agricultural value chain and selected service sub-sectors. The Facility is administered at an all-in Interest rate/charge of 9% per annum payable on quarterly basis.
- vi). The Shared Agent Network Facility (SANEF) is an intervention fund under the MSME Development Fund to provide ten (10) year loans to CBN Licensed and pre-qualified Mobile Money and Super- Agent operators for the purposes of rolling out of a Shared Agent Network. The objective of the Shared Agent Network is to deepen financial inclusion in the country with the offering of basic financial services such as Cash-in, Cash-out, Funds, Bills Payments, Airtime Purchase, Government disbursements as well as remote enrollment on BMS infrastructure (BVN). The facility is for 10 years inclusive of a 2-year moratorium on principal and 1- year moratorium on Interest. The facility is disbursed at a single digit, all-inclusive interest rate of 9% per annum.
- vii). The Non Oil Export Stimulation Facility (NESF) was introduced by the Central Bank of Nigeria (CBN) to diversify the revenue base of the economy and promote growth of the non-oil export sector. The facility is granted at an all-inclusive interest rate of 9% p.a. payable on a quarterly basis. NESF can have a tenor of up to 10 years not exceeding 31st December, 2027 and the principal amount is repayable quarterly over the tenure of the facility.
- viii). The Economic Recovery Fund (ERF) was introduced by the Government of Rwanda with the objective of supporting the recovery of businesses adversely affected by COVID-19 so that the businesses can survive, resume operations, safeguard employment and expand domestic production of essential goods.
- ix). The amount of N119,543,000 (December 2024: 439,572,000) represents the outstanding balance on the on-lending facility granted by the Central Bank of Nigeria relative to Private sector led accelerated agriculture development scheme (P-AADS). This is a CBN initiative aimed at empowering 370,000 youths in the agricultural sector. This was introduced to complement AADS, which was implemented initially to address food security and youth unemployment. The maximum amount per obligor has been affixed at N2billion. The facility will be repaid from economics of production for cultivating on the cleared farm land. Collateral to be pledged will be the cleared farm land and any other acceptable type of collateral under the scheme.
- x). The amount of N64,114,279,000 (December 2024: 288,376,276,000) represents the outstanding balance on Due to CBN, which represents borrowings with the financier CBN for a tenor of 2 years with a maturity date of 22nd of March 2026. Interest rate on the facility is 17%.

39b Reconciliation of Financial Liabilities**Group****Dec-2025**

	Long term borrowings
In thousands of Nigerian Naira	
Opening Balance	310,021,046
Cash inflow - Principal	66,719
Cash outflow - Principal	(194,768,678)
Cash outflow - Interest	(71,581,327)
Effect of exchange rate fluctuation	(14,094)
Other non-cash ¹	38,511,941
Closing Balance	82,235,607

Group**Dec-2024**

	Long term borrowings
In thousands of Nigerian Naira	
Opening Balance	72,119,485
Cash inflow - Principal	254,785,709
Cash outflow - Principal	(50,537,692)
Cash outflow - Interest	(12,204,115)
Effect of exchange rate fluctuation	435,047
Other non-cash ¹	45,422,612
Closing Balance	310,021,046

¹This relates to accrued interest payable during the year

39c **Statement of cash flow reconciliation**

In thousands of Nigerian Naira		Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
(i) Financial assets at fair value through profit or loss					
Opening Balance		59,602,997	28,066,613	-	-
Closing Balance		(166,888,958)	(59,602,997)	-	-
Movement during the year		(107,285,961)	(31,536,384)	-	-
Exchange difference		5,232,447	1,709,126	-	-
Mark to Market Gains on Trading Investments		9,773,450	2,023,108	-	-
Recognised in cash flow statement		(92,280,064)	(27,804,150)	-	-
(ii) Assets pledged as collateral					
Opening Balance		114,570,075	86,552,701	-	-
Closing Balance		(119,009,036)	(114,570,075)	-	-
Movement during the year		(4,438,961)	(28,017,374)	-	-
Exchange difference		9,330,865	5,629,583	-	-
Recognised in cash flow statement		4,891,904	(22,387,791)	-	-
(iii) Loans and advances to banks					
Opening Balance		87,794	66,935	-	-
Closing Balance		(83,633)	(87,794)	-	-
Movement during the year		4,161	(20,859)	-	-
Impairment on financial assets		(5,319)	11,337	-	-
Opening Balance of placements(more than 3mths)		271,458,201	303,682,500	-	-
Closing Balance of placements(more than 3mths)		(172,952,601)	(271,458,201)	-	-
Movement in Interest Receivables on Placements		8,566,846	2,358,067	-	-
Recognised in cash flow statement		107,071,288	34,572,844	-	-
(iv) Loans and advances to customers					
Opening Balance		2,785,664,040	2,480,183,368	-	-
Closing Balance		(3,132,215,466)	(2,785,664,040)	-	-
Movement during the year		(346,551,426)	(305,480,672)	-	-
Exchange difference		68,103,166	282,815,078	-	-
Impairment Charge		(66,418,136)	(136,673,315)	-	-
Exchange gain or loss		(58,886,598)	520,176,241	-	-
Movement in Interest Receivables on Loans advances to customers		(22,181,126)	(71,587,878)	-	-
Recognised in cash flow statement		(425,934,120)	289,249,454	-	-

In thousands of Nigerian Naira		Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
(v)	Restricted deposits and other assets				
	Opening Balance	2,574,084,654	2,012,815,346	250,238,501	-
	Closing Balance	(2,736,489,314)	(2,574,084,654)	(428,696,196)	(250,238,501)
	Movement during the year	(162,404,660)	(561,269,308)	(178,457,695)	(250,238,501)
	Impairment Charges on Other Assets	(2,335,657)	(428,992)	-	-
	Non- cash component of Defined benefit	(2,169,072)	5,464,717	-	-
	Dividend Receivables	-	-	179,579,207	250,238,501
	Deferred tax impact of actuarial gains and losses	(929,602)	2,342,022	-	-
	Effect Exchange fluctuation	3,152,416	103,440,069	-	-
	Recognised in cash flow statement	(164,686,575)	(450,451,492)	1,121,512	-
(vi)	Deposits from banks				
	Opening Balance	(388,420,244)	(136,053,409)	-	-
	Closing Balance	327,034,891	388,420,244	-	-
	Movement during the year	(61,385,353)	252,366,835	-	-
	Exchange Difference	(8,399,291)	(196,577,665)	-	-
	Recognised in cash flow statement	(69,784,644)	55,789,170	-	-
(vii)	Deposits from customers				
	Opening Balance	(10,013,021,406)	(7,410,834,190)	-	-
	Closing Balance	12,547,005,784	10,013,021,406	-	-
	Movement during the year	2,533,984,378	2,602,187,216	-	-
	Effect of exchange fluctuation	(204,771,212)	(2,077,708,870)	-	-
	Movement in Interest payable	(1,034,042)	(313,486)	-	-
	Recognised in cash flow statement	2,328,179,124	524,164,860	-	-
(viii)	Financial Liabilities at fair value through profit or loss				
	Opening Balance	(51,174,468)	(809,342)	-	-
	Closing Balance	81,103,659	51,174,468	-	-
	Recognised in cash flow statement	29,929,191	50,365,126	-	-
(ix)	Other liabilities				
	Opening Balance	(1,020,285,051)	(493,325,925)	(221,179,425)	(16,483,941)
	Closing Balance	946,713,634	1,020,285,051	-	221,179,425
	Movement during the year	(73,571,417)	526,959,126	(221,179,425)	204,695,484
	Exchange Difference	23,036,090	(188,160,822)	-	-
	Impairment charge on Contingent and Litigation	51,645,596	(13,841,353)	-	-
	Finance Cost	(1,347,471)	(2,962,443)	-	-
	Litigation Claims Provision	589,037	(1,576,854)	-	-
	Restoration cost of Lease Liabilities	(156,662)	27,280	-	-
	Lease Liability	2,923,981	8,433,577	-	-
	Recognised in cash flow statement	3,119,154	328,878,511	(221,179,425)	204,695,484
(x)	Interest Received				
	Interest Income	1,653,163,754	1,341,801,663	-	-
	Movement in interest receivables	18,430,816	(63,207,813)	-	-
	Exchange Difference	-	96,818,245	-	-
	Recognised in cash flow statement	1,671,594,570	1,375,412,095	-	-
(xi)	Interest Paid				
	Interest Expense	(392,576,913)	(283,215,490)	-	-
	Movement in interest payables	679,518	(311,218)	-	-
	Interest Payable Accrued during the year	34,730,823	35,372,575	-	-
	Interest Paid on other borrowed fund	(67,445,685)	(1,529,374)	-	-
	Recognised in cash flow statement	(424,612,257)	(249,683,507)	-	-

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024

(xii) Impairment on financial assets

Impairment on Loans and Advance to Banks	5,319	(11,337)	-	-
Impairment on Loans and Advance to Customers	66,418,136	136,673,315	-	-
Impairment on Other Assets	2,335,657	428,992	-	-
Modification charge on other financial assets	-	27,573,321	-	-
Impairment charge on Contingents	(51,645,596)	13,841,354	-	-
Impairment charge on Investment Securities	114,106	(14,175,946)	-	-
Recognised in cash flow statement	17,227,622	164,329,699	-	-

(xiii) Redemption of investment securities

Opening Balance of FVOCI Investment Securities	2,495,063,888	894,064,002	-	-
Closing Balance of FVOCI Investment Securities	(3,375,161,201)	(2,495,063,888)	-	-
Opening Balance of FVPL Investment Securities	5,508,086	3,947,850	-	-
Closing Balance of FVPL Investment Securities	(13,608,086)	(5,508,086)	-	-
Opening Balance of Amortised cost Investment Securities	1,647,724,053	1,571,317,478	-	-
Closing Balance of Amortised Cost Investment Securities	(2,151,946,206)	(1,647,724,053)	-	-
Movement during the year	(1,392,419,466)	(1,678,966,697)	-	-
Exchange Difference	147,346,919	700,775,900	-	-
Income tax relating to Net change in fair value of available for sale	6,067,714	(5,443,542)	-	-
Fair value adjustment	14,218,104	(12,396,842)	-	-
Movement in Interest Receivables on Investment Securities	(4,816,536)	16,216,662	-	-
Impairment charges on investment securities	(114,106)	(13,397,375)	-	-
purchase of investment securities	4,287,546,424	5,055,861,698	-	-
Recognised in cash flow statement	3,057,829,054	4,062,649,804	-	-

(xiv) Purchase of investment securities

Purchase of FVOCI Bills	(3,408,244,000)	(1,845,954,529)	-	-
Purchase of FVOCI Bonds	(284,257,340)	(615,483,500)	-	-
Purchase of Special bills	-	(410,849,259)	-	-
Purchase of subsidiary's investment securities	(595,045,084)	(2,183,574,410)	-	-
Recognised in cash flow statement	(4,287,546,424)	(5,055,861,698)	-	-

40 Capital and reserves

Share capital

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at meetings of the Group.

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Issued and fully paid: 36,550,229,514 ordinary shares of 50 kobo each (31 December 2024: 34,138,949,684 ordinary shares of 50k each)	18,275,115	17,069,475	18,275,115	17,069,475
<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
31,281,070,725 ordinary shares (Non- depository) of 50k each (31 December 2024: 32,784,550,397)	15,640,536	16,392,051	15,640,536	16,392,051
5,269,158,789 ordinary shares (depository) of 50k each (31 December 2024: 1,354,399,287)	2,634,579	677,424	2,634,579	677,424
	18,275,115	17,069,475	18,275,115	17,069,475

The movement on the value of issued and fully paid-up share capital (Non depository and Depository) account during the year ended was as follows:

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Balance, beginning of year	17,069,475	14,715,590	17,069,475	14,715,590
Increase during the year	1,205,640	2,353,885	1,205,640	2,353,885
Balance, end of year	18,275,115	17,069,475	18,275,115	17,069,475

Share capital

Movement in the components of share capital for the Group is as shown below:

	(thousands)	Ordinary shares	Share premium	Treasury shares
At January 2024	29,431,180	14,715,590	123,471,114	(8,125,998)
Increase during the year	4,707,770	2,353,885	205,758,047	-
Purchases of treasury shares	-	-	-	(3,163,602)
At 31 December 2024/1 January 2025	34,138,950	17,069,475	329,229,161	(11,289,600)
Increase during the year	2,411,280	1,205,640	171,375,704	-
Purchases of treasury shares	-	-	-	(22,289,077)
At 31 December 2025	36,550,230	18,275,115	500,604,865	(33,578,677)

During the year, Guaranty Trust Holding Company Plc completed the 2nd phase of its capital raising exercise to meet the N500bn regulatory capital for its subsidiary- Guaranty Trust Bank Ltd.

It also undertook another capital raising to comply with the requirements of section 7.1 of the Central Bank of Nigeria's (CBN) Guidelines for Licensing and Regulation of Financial Holding Companies in Nigeria.

The details of the two-capital raise are as given below;

1. International Capital Offering of 2.28bn units of ordinary shares at N70.00 per share with approval dated July 14, 2025.
2. N10billion Private Placement representing issue of 125,000,000 units of shares at N80.00 per share was completed and the proceeds were received on 30 December 2025. A letter of no-objection was issued by the regulators on the same date. The allotment of shares was concluded on 31 December 2025.

Further breakdown of the increase in capital during the year

<i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024
Capital Raised	173,434,775	209,495,785
Transaction cost	(853,431)	(1,383,853)
Net capital raised	172,581,344	208,111,932

The net capital raised is applied as follows:

Share Capital	1,205,640	2,353,885
Share premium	171,375,704	205,758,047
Increased during the year	172,581,344	208,111,932

Share premium

Share premium is the excess paid by shareholders over the nominal value for their shares.

Other regulatory reserves

The other regulatory reserve includes movements in the statutory reserves, the small and medium enterprises equity investment reserve and Agri-Business/Small and Medium Enterprises Investment Scheme (AGSMEIS).

- (i) **Statutory Reserves:** Nigerian banking regulations require the Bank to make an annual appropriation to a statutory reserve. As stipulated by S.16(1) of the Banks and Other Financial Institution Act of 1991 (amended), an appropriation of 30% of profit after tax is made if the statutory reserve is less than paid-up share capital and 15% of profit after tax if the statutory reserve is greater than the paid up share capital. In the current year, the Company appropriated N136,021,075,000 representing 15% of its profit after tax to statutory reserves. Total statutory reserves was N764,887,001,000 at the end of the year
- (ii) **Small and medium enterprises equity investment reserve (SMEEIS):** The SMEEIS reserve is maintained to comply with the Central Bank of Nigeria (CBN) requirement that all licensed banks set aside a portion of the profit after tax in a fund to be used to finance equity investment in qualifying small and medium scale enterprises. Under the terms of the guideline (amended by CBN letter dated 11 July 2006), the contributions will be 10% of profit after tax and shall continue after the first 5 years but banks' contributions shall thereafter reduce to 5% of profit after tax. However, this requirement is no longer mandatory. The small and medium scale industries equity investment scheme reserves are non-distributable. Total SMEEIS reserves was N4,232,478,000 at the end of the year.
- (iii) **Treasury shares:** Treasury shares in the sum of N33,578,677,000 (31 December 2024: N11,289,600,000) represents the Company's shares held by the Staff Investment Trust as at 31 December 2025
- (iv) **Fair value reserve:** The fair value reserve includes the net cumulative change in the fair value of fair value through other comprehensive income investments until the investment is derecognised or impaired.
- (v) **Regulatory risk reserve:** The regulatory risk reserves warehouses the difference between the impairment balance on loans and advances as determined in accordance with the provisions of Prudential guidelines of Central Bank of Nigeria when compared with the assessment in line with the requirement of IFRS 9 Expected credit loss model. The key component of CBN Prudential Guidelines (PG) is the setting aside of additional 2% provision on all performing loans assessed under the PG. This 2% provision is not required under IFRS 9. Therefore it has been recognised in Regulatory Risk Reserve. The Group's total balance in Regulatory Risk Reserve is N74,875,478,000.
- (vi) **Retained earnings:** Retained earnings are the carried forward recognised income net of expenses plus current year profit attributable to shareholders.
- (vii) **Non-controlling interests**
The analysis of non-controlling interest per subsidiary is as shown below:

	Group Dec-2025	Group Dec-2024	Group Dec-2025	Group Dec-2024
	%	%	₦'000	₦'000
GTB (Gambia) Limited	22.19	22.19	12,089,190	9,932,580
GTB (Sierra Leone) Limited	16.26	16.26	12,428,562	8,577,654
GTB (Ghana) Limited	1.68	1.68	6,649,886	4,254,347
GTB Liberia	0.57	0.57	325,052	262,223
GTB Kenya Limited	-	23.10	-	31,657,412
GTB Tanzania	23.08	23.80	2,243,480	2,075,517
			33,736,170	56,759,733

Please refer to Note 43 for more information on the Group structure

- (viii) **Agri-Business/Small and Medium Enterprises Investment Scheme (AGSMEIS):** The AGSMEIS is maintained to support the Federal Government's effort at promoting Agricultural businesses and Small and Medium Enterprises. Effective 2017 all Deposit Money Banks (DMBs) are required to set aside 5% of their Profit After Tax for equity investment in permissible activities as stipulated in the scheme guidelines. The fund is domiciled with CBN.
- (ix) **Other regulatory reserves breakdown**

In thousands of Nigerian Naira	SMEEIS Reserves	Group Dec-2025 AGSMEIS Reserves	Total
Opening Balance	4,232,478	76,908,346	81,140,824
Total comprehensive income for the year:			
Transfers for the year	-	31,276,871	31,276,871
Total transactions with equity holders	-	31,276,871	31,276,871
Balance as at 31 December 2025	4,232,478	108,185,217	112,417,695

In thousands of Nigerian Naira	SMEIS Reserves	Group Dec-2024 AGSMEIS	Total
Opening Balance	4,232,478	55,010,215	59,242,693
Total comprehensive income for the year:			
Transfers for the year	-	21,898,131	21,898,131
Total transactions with equity holders	-	21,898,131	21,898,131
Balance as at 31 December 2024	4,232,478	76,908,346	81,140,824

41 Dividends

The following dividends were declared and paid by the Group during the year :

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Balance, beginning of year	-	-	-	-
Final dividend declared ¹	240,634,560	79,910,665	239,982,965	79,464,184
Interim dividend declared ²	34,136,980	29,431,179	34,136,980	29,431,179
Payment during the year to equity holders of the parent	(274,119,945)	(108,895,363)	(274,119,945)	(108,895,363)
Payment during the year to non-controlling interests	(651,595)	(446,481)	-	-
Balance, end of year	-	-	-	-

¹ This relates to the Final dividend declared in respective years FY-2024 & FY-2023 in the Sum of N7.03K and N2.70K respectively on the issued ordinary shares of 34,136,979,514 and 29,431,179,224 of 50k each.

² This relates to the interim dividend declared in respective period H1-2025 and H1-2024 in the Sum of N1.00k each respectively on the issued ordinary shares of 34,136,979,514 and 29,431,179,224 of 50k each.

Subsequent to the Balance sheet date of FY-2025, the Board of directors proposed and declared a Final dividend of N11.76k per share (Dec 2024: N7.03k per share) on the issued ordinary shares of 36,550,229,514 of 50k each.

42 Contingencies

Claims and litigation

The Group in its ordinary course of business, is presently involved in 1237 cases as a Defendant (31 December 2024: 1051) and 503 as a plaintiff (31 December 2024: 466). The total amount claimed in the 1237 cases against the Bank is estimated at N485.34 billion and \$12.32 Million (31 December 2024: N427.9 Billion and \$83.96 Million) while the total amount claimed in the 503 cases instituted by the Bank is N380.2 Billion (31 December 2024: N201.89 Billion). However, the solicitors of the Bank are of the view that the probable liability which may arise from the cases pending against the Bank is not likely to exceed N10.41 Billion (31 December 2024: N10.9 Billion). This probable liability has been fully provided for by the Bank (please refer to Note37d).

Contingent liabilities and commitments

In common with other banks, the Group conducts business involving transaction related bonds and indemnities. Contingent liabilities and Commitments comprise guarantees and letters of credit.

Nature of instruments

Guarantees and letters of credit are given as security to support the performance of a customer to third parties. As the Group will only be required to meet these obligations in the event of the customer's default, the cash requirements of these instruments are expected to be considerably below their nominal amounts.

Other contingent liabilities include transaction related customs and performances bond and are, generally, commitments to third parties which are not directly dependent on the customer's creditworthiness. Documentary credits commit the Group to make payments to third parties on production of documents, which is usually reimbursed immediately by customers. The following tables summarise the nominal amount of contingent liabilities and commitments with off-financial position risk.

Acceptances, bonds, guarantees and other obligations for the account of customers:

a. These comprise:

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Contingent liabilities:				
Transaction related bonds and guarantees	437,737,691	592,945,965	-	-
	437,737,691	592,945,965	-	-
Commitments:				
Clean line facilities and letters of credit	196,440,420	26,580,227	-	-
Other commitments	44,565,286	48,951,258	-	-
	241,005,706	75,531,485	-	-

(ai) Loan commitments

Loan commitments are irrevocable commitments to provide credits under pre-specified terms and conditions. At the reporting date, the Gtbank Nigeria had loan commitments amounting to N494 billion (December 2024: N732 billion) in respect of various loan contracts.

43. Group entities

The Group is controlled by Guaranty Trust Holding Company Plc “the ultimate Parent” (incorporated in Nigeria). The controlling interest of Guaranty Trust Holding Company Plc in the Group entities is disclosed in the table below:

	Dec-2025	Dec-2024	Dec-2025	Dec-2024
	% ownership	% ownership	₦'000	₦'000
GTBank Nigeria Limited*	100.00	100.00	504,037,107	346,298,636
Habari Pay	100.00	100.00	3,100,000	3,100,000
GT Fund Managers	100.00	100.00	4,036,560	4,036,560
GT Pension Fund Administrator	100.00	100.00	17,633,296	17,633,296
			528,806,963	371,068,492

*GTBank Nigeria Limited has investment in the following subsidiaries:

	Country of incorporation	Ownership Interest	Ownership NCI	Ownership interest	Ownership NCI
		Dec-25	Dec-25	Dec-24	Dec-24
1 Guaranty Trust Bank Gambia Limited	Gambia	77.81%	22.19%	77.81%	22.19%
2 Guaranty Trust Bank Sierra Leone Limited	Sierra Leone	83.74%	16.26%	83.74%	16.26%
3 Guaranty Trust Bank Ghana Limited	Ghana	98.32%	1.68%	98.32%	1.68%
4 Guaranty Trust Bank UK Limited	United Kingdom	100.00%	0.00%	100.00%	0.00%
5 Guaranty Trust Bank Liberia Limited	Liberia	99.43%	0.57%	99.43%	0.57%
6 Guaranty Trust Bank Cote D'Ivoire S.A	Cote D'Ivoire	100.00%	0.00%	100.00%	0.00%
7 Guaranty Trust Bank Kenya Limited	Kenya	100.00%	0.00%	76.90%	23.10%
8 Guaranty Trust Bank Tanzania Limited	Tanzania	76.20%	23.80%	76.20%	23.80%
Special purpose entity:					
Staff Investment Trust	Nigeria	100.00%	0.00%	100.00%	0.00%

ii Indirect investment in Subsidiaries						
		Country of incorporation	Ownership interest	NCI	Ownership interest	NCI
			Dec-25	Dec-25	Dec-24	Dec-24
1	Guaranty Trust Bank Rwanda Limited	Rwanda	96.00%	4.00%	73.80%	26.20%
2	Guaranty Trust Bank Uganda Limited	Uganda	100.00%	0.00%	76.90%	23.10%

The subsidiaries and sub-subsidiaries of GTBank Nigeria Limited are all involved in banking business only.

(a) GTB Gambia was incorporated in April 2001 and commenced operations in March 2002.

(b) GTB Sierra Leone was incorporated in September 2001 and commenced operations in January 2002.

(c) Guaranty Trust Bank (Ghana) was incorporated in October 2004 and commenced operations in March 2006.

(d) Guaranty Trust Bank (UK) Limited was incorporated in February 2007 and commenced operations in January 2008.

(e) Guaranty Trust Bank (Liberia) Limited was incorporated in September 2008 and commenced operations in March 2009.

(f) Guaranty Trust Bank (Cote D'Ivoire) is Guaranty Trust Bank Plc's first subsidiary in Francophone West Africa. The Bank was licensed by the Central Bank of Cote D'Ivoire to offer banking services to the Ivorian public and commenced operations on April 16, 2012.

(g) The Bank extended its regional presence in Africa in December 2013 by acquiring 70% stake in Fina Bank Limited, a commercial bank incorporated in Kenya with subsidiaries in Uganda and Rwanda. The bank has been re-branded as Guaranty Trust Bank Kenya Limited.

(h) Guaranty Trust Bank (Tanzania) was incorporated in July 14th 2016 and commenced operations in December 2017 to spread its delivery of superior financial services to its East African customers.

(i) Staff Investment Trust (SIT) is the Special Purpose Vehicle (SPV) set up to operate the Share-Based Payment compensation scheme of the Bank.

Non -controlling interest of significant subsidiaries

The following relates to the Company's accumulated non-controlling interest and profit or loss allocated to non-controlling interest for significant subsidiaries for the year ended 31 December 2025:

Significant subsidiaries		Principal place of business	Accumulated		Profit or loss	
			Non-controlling Interest		Allocated to Non-controlling Interest	
In thousands of Nigerian Naira			Dec-25	Dec-24	Dec-25	Dec-24
1	Guaranty Trust Bank Gambia Limited	Gambia	12,089,190	9,932,580	5,504,860	4,356,318
2	Guaranty Trust Bank Sierra Leone Ltd	Sierra Leone	12,428,562	8,577,654	4,439,561	2,958,837
3	Guaranty Trust Bank Ghana Limited	Ghana	6,649,886	4,254,347	2,144,792	1,471,429
4	Guaranty Trust Bank Liberia Limited	Liberia	325,052	262,223	147,862	110,542
5	Guaranty Trust Bank Kenya Limited	Kenya	-	31,657,412	-	2,951,418
6	Guaranty Trust Bank Tanzania Limited	Tanzania	2,243,480	2,075,517	(38,691)	(265,585)

44. Related parties

(a) Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise influence over the other party in making financial and operational decisions, or another party controls both. The definition includes subsidiaries, associates, joint ventures and the Group's pension schemes, as well as key management personnel.

(b) Subsidiaries

Transactions between the Company and its subsidiaries also meet the definition of related party transactions. These transactions are eliminated on consolidation; hence, they are not disclosed in the consolidated financial statements.

As at 31 December 2025, GTBank Limited had receivables from its subsidiaries, which is shown below;

Receivables from Subsidiaries		
In Nigerian Naira	Dec-25	Dec-24
GTBank Kenya	14,724,160	3,124,150
GTBank Sierra Leone	20,702,791	8,744,297
GTBank Gambia	52,597,368	27,080,742
GTBank UK	8,181,986	8,181,986
GTBank Liberia	21,524,152	1,789,875
GTBank Tanzania	22,909,785	20,739,131

GTBank Limited also received interest of ₦1,632,283,000 on its placement with GTBank UK (Dec 2024: ₦226,008,000).

(c) 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 include the close family members of key personnel and any entity over which they exercise control. The key management personnel have been identified as the Assistant General Managers, Deputy General Managers, General Managers, Executive and Non-Executive directors of the Group. Close family members are those family members who may be expected to influence, or be influenced by that individual in their dealings with Guaranty Trust Holding Company Plc and its subsidiaries.

(d) **Risk assets outstanding 31 December 2025**

During the year the Group granted various credit facilities to companies whose directors are also directors of Company (Director Related) 'or related to a Key Management Personnel (Insider Related) at rates and terms comparable to other facilities in the Company's portfolio.

Name of company /individual	Relationship	Facility type	Status	Nature of Security	Group Dec-2025	Group Dec-2024
In thousands of Nigerian Naira						
Hassan Ibrahim	Director related (Bank)	Credit Card	Performing	Legal Mortgage	-	52,227
Rockwood Trading Company Ltd	Director related (Holdco)	Over Draft	Performing	Cash	-	51,158
Hassan Ibrahim	Director related (Bank)	Term Loan	Performing	Legal Mortgage	-	73,990
					-	177,375

(e) Director/insiders related deposit liabilities

Name of company/Individual	Relationship	Type of Deposit	Group Dec-2025	Group Dec-2024
In thousands of Nigerian Naira				
Omidire, Kolapo	Director related (Bank)	Demand Deposit	28,526	9,980
Barau Suleiman	Director related (Holdco)	Demand Deposit	10,198	162,409
Oyinlola Hezekiah Adesola	Director related (Bank)	Demand Deposit	-	9,031
Jaykay Pharmacy Limited	Director related (Holdco)	Demand Deposit	-	43
Adefala Victoria, Osondu	Director related (Bank)	Demand Deposit	-	3,664
Echeozo, Catherine Nwakaego	Director related (Holdco)	Demand Deposit	23,473	330
Martins, Agnes Olatokunbo	Director related (Bank)	Demand Deposit	24,091	100,703
Jaykay Pharmaceutical & Chem.	Director related (Holdco)	Demand Deposit	4	4
Olusanya, Olufunsho	Director related (Bank)	Demand Deposit	3,769	2,973
Shuaib Ibrahim Dan	Director related (Bank)	Demand Deposit	4,893	25,113
Hydrodive Nigeria Limited	Director related (Bank)	Demand Deposit	491,132	4,825,201
			586,085	5,139,451

(f) Subsidiaries' deposit account balances

Name of company/Individual	Relationship	Type of Deposit	Dec-2025	Dec-2024
In thousands of Nigerian Naira				
GTB Sierra Leone	Subsidiaries	Domiciliary	5,314	5,681
GTB Ghana	Subsidiaries	Demand Deposit	3,462	3,462
GTB Ghana	Subsidiaries	Domiciliary	170,263	182,032
GTB Rwanda	Subsidiaries	Domiciliary	55,806	59,663
			234,845	250,838

(g) **Key management personnel and their immediate relatives engaged in the following transactions with the Group during the year:**

Loans and advances:

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Secured loans	-	177,375	-	177,375

Secured deposit

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Total deposits	586,085	5,139,451	586,085	5,139,451

Interest rates charged on balances outstanding are at rates that would be charged in the normal course of business. The secured loans granted are secured over real estate, equity and other assets of the respective borrowers. No impairment losses have been recorded against balances outstanding during the year with key management personnel, and no specific allowance has been made for impairment losses on balances with key management personnel and their immediate relatives at the end of the year.

(h) **Key management personnel compensation for the period comprises:**

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Wages and salaries	746,081	749,834	198,583	194,291
Post-employment benefits	71,536	8,660	-	-
Share-based payments	893,824	81,223	-	-
Increase in share appreciation rights	7,485,181	4,220,108	-	-
	9,196,622	5,059,825	198,583	194,291

(i) **Directors' remuneration**

Directors' remuneration excluding pension contributions and certain benefits was provided as follows:

In thousands of Nigerian Naira	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Fees as directors ¹	2,700,771	2,644,802	20,893	23,110
Other allowances ¹	671,747	232,481	61,750	84,125
	3,372,518	2,877,283	82,643	107,235
Executive compensation ²	1,309,350	1,359,346	608,521	598,188
	4,681,868	4,236,629	691,164	705,423

¹ The figures above are included as part of director's remuneration disclosed in note 19 and does not constitute additional payment to directors

² Executive compensation are extract of the personnel expenses disclosed in note 17 and does not constitute additional compensation paid to executives or top management staff

(ii) The directors' remuneration shown above includes:

In thousands of Nigerian Naira	Company Dec-2025	Company Dec-2024
Chairman	21,320	22,150
Highest paid director	484,693	471,075

(iii) The emoluments of all other directors fell within the following ranges:

	Company Dec-2025	Company Dec-2024
N6,500,001 - N11,000,000	-	-
N13,000,001 - N13,500,000	-	-
N13,500,001 - N22,500,000	3	2
Above N22,500,001	3	4
	6	6

45 Contraventions

INFRACTION

AMOUNT

Principal sanctions are from Nigeria and Ghana as shown below

NIGERIA

Penalty paid in respect of 2023 CBN's Risk Asset Examination on the Bank. N8,000,000

GHANA

Penalty paid in respect of 2023/2024 BOG Examination on the Bank N34,961,332

46 Subsequent events

Subsequent to the reporting date, the Central Bank of Nigeria approved the appointment of Mrs. Marie Namias as an Independent Non-Executive Director in January 2026. The appointment became effective only upon regulatory approval and has been treated as a non-adjusting event under IAS 10.

Other National disclosures/Other Information

Regulatory Requirements under the IFRS Regime

In addressing the challenges faced by the Nigerian Banking industry which was at the brink of a crisis as a result of spiral effects of the global financial meltdown, the CBN undertook a review of the prudential guidelines. In the revised guidelines, which became effective 1st of July, 2010, the CBN provided for the adaptation of the prudential guidelines to IFRS after it has been adopted in Nigeria. Paragraph 12.4 of the revised Prudential Guidelines for Deposit Money Banks in Nigeria stipulates that Banks would be required to make provisions for loans as prescribed in the relevant IFRS Standards when IFRS is adopted. However, Banks would be required to comply with the following:

- (a) Provisions for loans recognized in the profit and loss account should be determined based on the requirements of IFRS. However, the IFRS provisions should be compared with provisions determined under prudential guidelines and the expected impact/changes in general reserve should be treated as follows:
 - i. Prudential Provisions is greater than IFRS provisions; transfer the difference from the general reserve to a non-distributable regulatory reserve.
 - ii. Prudential Provisions is less than IFRS provisions; the excess charges resulting should be transferred from the regulatory reserve account to the general reserve to the extent of the non-distributable reserve previously recognized.
- (b) The non-distributable reserve should be classified under Tier 1 as part of core capital.

The Group has fully complied with the requirements of the guidelines.

Provisioning as recommended by Prudential Guideline

Loan provisioning is segregated along two (2) categories as detailed below:

1. Loans other than Specialized Loans

The provisioning policy for 'loans other than specialized loans' covers the following:

- i. Commercial Loans
- ii. Commodities Financing
- iii. Corporate Loans
- iv. Retail & Consumer Credits
- v. Facilities granted to Federal, State and Local governments and their parastatals.
- vi. Facilities not specifically classified as specialized loans by the CBN.

The Group's provisioning benchmark for loans other than specialized loans is highlighted in the table below:

No of Days Overdrawn	Classification	% Provision taken
90 – 180	Substandard	10
180 – 360	Doubtful	50
Over 360	Lost	100

As soon as an account is classified as non-performing, the interest is accounted for on non-accrual basis i.e. interest is not recognized as income but suspended.

Furthermore, if the occurrence of a loss event is certain, appropriate provisions will be made regardless of the fact that such loans does not fall in any of the above categories.

2. Specialized Loans

The provisioning policy for specialized loans covers the following:

- i. Agriculture Finance
- ii. Mortgage Loan
- iii. Margin Loan
- iv. Project Finance
- v. Object Finance
- vi. SME Loan
- vii. Real Estate Loan (Commercial and Residential)

The Group's provisioning benchmarks are spelt out below under each of the specialized loan types:

i. Agriculture Finance

a. Agriculture Finance - short term facilities (purchase of seeds, fertilizers, WC, and other Inputs)

Category	Classification	Days past due	% provision
1	Watchlist	Markup / interest or principal past due by up to 90days	0% of total outstanding balance
1A	Substandard	Markup / interest or principal past due by 90days to 1year	25% of total outstanding balance
2	Doubtful	Markup / interest or principal past due by 1 to 1.5 years	50% of total outstanding balance
3	Very Doubtful	Markup / interest or principal past due by 1.5 to 2 years	75% of total outstanding balance
4	Lost	Markup / interest or principal past due by more than 2 years	100% of total outstanding balance

b. Agriculture Finance – long term facilities (Farm development finance, purchase of machinery, livestock financing)

Category	Classification	Days past due	% provision
1	Watchlist	Markup / interest or principal past due by up to 90days	0% of total outstanding balance
1A	Substandard	Markup / interest or principal past due by 90days to 1year	25% of total outstanding balance
2	Doubtful	Markup / interest or principal past due by 1 to 2years	50% of total outstanding balance
3	Very Doubtful	Markup / interest or principal past due by 2 to 3 years	75% of total outstanding balance
4	Lost	Markup / interest or principal past due by more than 3 years	100% of total outstanding balance

ii. Mortgage Loans

Category	Classification	Days past due	Treatment of Unrealised Markup / Interest income	% provision
1	Watchlist	Markup / Interest or principal Days past due by more than 90 days	Suspend	0% of total outstanding balance
2	Substandard	Markup / interest or principal past due by more than 180days	Suspend	10% of total outstanding balance
3	Doubtful	Markup / interest or principal past due by more than 1year	Suspend	Un-provided balance should not exceed 50% of NRV of security.
4	Lost	Markup / interest or principal past due by more than 2 years	Suspend	100% of total outstanding balance

iii. Margin Loans

The shares backing margin facilities shall be marked to market on a daily basis in order to determine the potential loss in the portfolio. Provisions shall be made periodically for the excess of loan balance over the market value of the underlining shares. Any increase in the mark to market value from the previous valuation shall be recognized to the extent of the previous charge-off made.

iv. Project Finance

Category	Classification	Days past due	Treatment of Income	% provision
1	Watchlist	Repayment on obligation between 60% and 75% of amount due or installment up to 180days past due	Suspend interest and realize on cash basis	0% of total outstanding balance
1A	Substandard	Repayment below 60% of amount due or installment btw 180days to 2years past due	As above	25% of total outstanding balance
2	Doubtful	Repayment below 60% of amount or installment overdue by 2 to 3 years	As above	50% of total outstanding balance
3	Very Doubtful	Repayment below 60% of amount due or installment overdue by 3 to 4 years	As above	75% of total outstanding balance
4	Lost	Repayment below 60% of amount due or installment overdue by more than 4 years	As above	100% of total outstanding balance

v. Object Finance

Category	Classification	Days past due	Treatment of Income	% provision
1	Watchlist	Repayment on obligation between 60% and 75% of amount due or installment up to 180days past due	Suspend interest and realize on cash basis	0% of total outstanding balance
1A	Substandard	Repayment below 60% of amount due or installment btw 180 to 1year past due	As above	25% of total outstanding balance
2	Doubtful	Repayment below 60% of amount or installment overdue by 1 to 2 years	As above	50% of total outstanding balance
3	Very Doubtful	Repayment below 60% of amount due or installment over due by 2 to 3 years	As above	75% of total outstanding balance
4	Lost	Repayment below 60% of amount due or installment overdue by more than 3 years	As above	100% of total outstanding balance

vi. SME Loan

a. SME Loan - SME short term facilities (Maturities of 1 year)

Category	Classification	Days past due	% provision
1	Watchlist	Markup / interest or principal past due by up to 90days	0% of total outstanding balance
1A	Substandard	Markup / interest or principal past due by 90days to 1year	25% of total outstanding balance
2	Doubtful	Markup / interest or principal past due by 1 to 1.5 years	50% of total outstanding balance
3	Very Doubtful	Markup / interest or principal past due by 1.5 to 2 years	75% of total outstanding balance
4	Lost	Markup / interest or principal past due by more than 2 years	100% of total outstanding balance

b. SME Loan - SME Long term facilities (Maturities of more than 1 year)

Category	Classification	Days past due	% provision
1	Watchlist	Markup / interest or principal past due by up to 90days	0% of total outstanding balance
1A	Substandard	Markup / interest or principal past due by 90days to 1year	25% of total outstanding balance
2	Doubtful	Markup / interest or principal past due by 1 to 2years	50% of total outstanding balance
3	Very Doubtful	Markup / interest or principal past due by 2 to 3 years	75% of total outstanding balance
4	Lost	Markup / interest or principal past due by more than 3 years	100% of total outstanding balance

vii. Real Estate Loan (Commercial and Residential)

Category	Classification	Days past due	Treatment of Income	% provision
1	Watchlist	Repayment on obligation between 60% and 75% of amount due or installment up to 180days past due	Suspend interest and realize on cash basis	0% of total outstanding balance
1A	Substandard	Repayment below 60% of amount due or installment btw 180 to 1year past due	As above	25% of total outstanding balance
2	Doubtful	Repayment below 60% of amount or installment overdue by 1 to 2 years	As above	50% of total outstanding balance
3	Very Doubtful	Repayment below 60% of amount due or installment over due by 2 to 3 years	As above	75% of total outstanding balance
4	Lost	Repayment below 60% of amount due or installment overdue by more than 3 years	As above	100% of total outstanding balance

(e) Statement of Prudential Adjustment

The GTBank Limited's provision level adequately meets the recommended provision by the Regulators. The reassessed CBN recommended provision as at December 31, 2025 amounted to 141,526,740,000. Of the amount recommended by the Central Bank of Nigeria, N41,376,201,000 largely relates to 2% General Loan Loss Provision on performing loans. The Bank maintained a Regulatory Risk Reserve of N74,784,235,000 at the end of the year. Regulatory risk reserve represents the difference between the Central Bank of Nigeria (CBN) recommended Provision for Loan Losses under the Prudential Guideline and the Loan Impairment allowance determined in accordance with provisions of IFRS.

The Reconciliation between the CBN Recommended provisions and that under IFRS as at December 2025 is as shown in the table below:

<i>In thousands of Nigerian Naira</i>	Reference	Specific	General	Total
a Loans and Advances:				
Provision per CBN Prudential Guidelines		100,150,539	41,376,201	141,526,740
Provision for Other Known Losses – CBN recommended				
- Other known losses		-	-	-
Total recommended provision per CBN (A)		100,150,539	41,376,201	141,526,740
Impairment allowance per IFRS 9:				
(Stages 1,2,3)	(Note 27 & 28)	(69,048,426)	-	(69,048,426)
Impairment on EuroBond and US treasury notes	(Note 25)	(8,182,801)	-	(8,182,801)
Impairment on other financial assets	(Note 33)	(1,316,050)	-	(1,316,050)
Impairment on Placements	(Note 22)	(3,656,938)	-	(3,656,938)
Litigation claims provision	(Note 37)	(9,205,380)	-	(9,205,380)
Total IFRS Provision (B)		(91,409,595)	-	(91,409,595)
Required Amount in Risk Reserve (A-B)				51,117,145
Amount in Regulatory Risk Reserve¹				74,784,235
(Excess)/Deficit over required regulatory provisions.				(24,667,090)

¹Regulatory Risk Reserve refers to the difference between the Provision assessment under CBN Prudential Guideline and impairment assessment under IFRS

b Movement in Regulatory Reserves

	Specific	General	Others	Total
Balance as at 1 January	54,107,777	18,648,216	2,028,242	74,784,235
Movement during the year	(32,120,219)	34,148,461	(2,028,242)	-
Balance, end of the year	21,987,558	52,796,677	-	74,784,235

Operational Risk Management

Guaranty Trust Holding Company defines Operational Risk (OpRisk) as “the direct or indirect risk of loss resulting from inadequate and/or failed internal processes, people, systems or from external events” These risks originate from the actions of the Company’s staff, its processes and systems, activities of interested parties and events that have direct or indirect impact on the Company.

In GTCO, Operational Risk Management involves the review and monitoring of all strategies and initiatives deployed in its people management, process engineering and re-engineering, technology investment and deployment, engagement of third-party services, and response to major disruptions and external threats.

The Company manages Operational risk by continually using most recent and modern qualitative and quantitative techniques while adopting various risk mitigating strategies. The following practices, tools, methodologies, and techniques have been deployed to further integrate the Operational Risk Management culture in the Company.

Risk and Control Self-Assessment (RCSA)

RCSA is a form of qualitative risk assessment, whereby risks that are inherent in a business strategy, objectives, and activities are identified by the respective process owners. The effectiveness of controls over identified risks are also evaluated and monitored. The RCSA may be conducted through workshops, interviews, questionnaires or by a hybrid process. The causative factor of risks identified are rated by probability of occurrence and impact on the Company. Action plans for addressing the risks are also recommended while the operational risk team monitors to ensure the action plans are implemented.

RCSA exercise assesses and examines operational risks at inherent and residual levels and the effectiveness of controls used to mitigate them. Generally, these assessments enable risk identification across all the business units in order to enhance the Company’s risk profiling and risk mapping processes. Risk mitigants and controls are also reviewed to determine their effectiveness.

All branches and head office teams in the Company are assigned individual risk ratings upon completion of the exercise. A detailed risk register cataloguing key risks identified and controls for implementation is also developed and maintained from this process.

Key Risk Indicators (KRI)

KRI identifies and measures the level of risk that a specific action exposes the Company to; considering its risk profile, effectiveness of implemented controls and management of potential risk exposures. They act as early warning signals to identify potential problems that may negatively impact the performance of the Company. The Company has a KRI Dashboard that contains indicators used in monitoring and measuring risks across the Company. Each Indicator has a set of thresholds and if the indicator’s value breaches the threshold, remedial action is required. The set thresholds are in line with the Company’s risk appetite.

Essentially, KRI tracks operational risk trends across the Company. Medium to High-risk trends is reported in the Monthly and Quarterly Operational Risk Status reports circulated to Board, Management, and key stakeholders.

Loss Data Collation is the process of gathering data from operational risk events. These can be actual, prevented, or potential loss events that can cause disruption to business, financial loss and/or reputational damage. Losses can emanate from various Operational Risk Incidents and the major sources and corresponding tools for identification are summarized below:

BASEL Categories	Risk Source	Key Tools for Identification / Assessment
Internal Fraud	From activities of the Bank's personnel as a result of dishonesty or intentional actions: Unauthorised Activity Transactions not reported intentionally; unauthorised transactions; mismarking of positions	- Internal Fraud KRI analysis - Internal & External Loss Data Collation / Analysis - Transactions review (e.g. batch checking etc.) - RCSAs - Review of past cases - Process Review (SOPs etc.) - Review of Investigation / Audit Reports - Whistle Blow Portal
	Theft & Fraud Fraud; credit fraud; theft; extortion; robbery; misappropriation of assets; malicious destruction of assets; forgery; cheque kiting; impersonation; smuggling; fake deposits; bribery; embezzlement; insider trading etc.	
External Fraud	From activities of external parties that causes damage to the Bank: Theft & Fraud Theft / Robbery; forgery; cheque kiting;	- External fraud KRI analysis - Transactions review (e.g. batch checking etc.) - External Loss Data analysis - RCSAs - Review of past cases - Process Review - Review of Investigation / Audit Reports
	Systems Security Hacking damage; theft of information; compromise of confidential information for financial gain; Ransom ware; DDoS	
Employment Practices & Workplace Safety	From acts inconsistent with employment, health or safety laws or agreements: Employee Relations Compensation, benefit, termination issues; mistreatment of employees leading to resignation, discrimination issues; litigation etc.	- HR Policy - Environmental Scanning – best practice - RCSAs - OpRisk Assessments @branches - Analysis of KRIs - Review details of Exit Interviews - Review details of Whistle Blowing - New Branch Assessments - Staff survey (Questionnaires)

BASEL Categories	Risk Source	Key Tools for Identification / Assessment
	Safe Environment General liability (Slip & Fall etc.); Employee health & safety issues	
Clients, Products & Business Practices	Results from business practice, the introduction of a product, and the accessing of a customer's information that is inappropriate or noncompliant with regulations: Suitability, Disclosure & Fiduciary Fiduciary breaches; Disclosure issues (KYC); Breach of privacy; Misuse of confidential customer information; Breach of common law / obligation	- Document Classification/Control - SLA reviews - Review of past cases of infractions
	Improper Business or Market Practices Antitrust; Market manipulation; Insider trading; Money laundering	Internal & External Loss Data Collation / Analysis
	Product Flaws Product defects (unauthorised); Model errors	New / existing Product Risk Assessments
	Selection, Sponsorship & Exposure Failure to confirm client's compliance with guidelines / regulations	3rd Party Risk Assessment - Review Compliance reports - External Data Collation / Analysis
Damage to Physical Assets	Results from Damage to the Bank's physical assets: Disasters & Other Events Natural Disasters; Terrorism; Vandalism; Riots; Conflagration; Political Uprisings	- Monitor External Global / Local Events - Testing of Emergency Response Plans / BCP - Testing of Back-up facilities - Scenario analysis
Business Disruption & System Failure	Results from disruption of business or system failure: Systems Hardware; Software; Telecommunications; Utility Outage / Disruptions	- Monitor External Global / Local Events - Review of SLAs of technology vendors - Review reports on Back-up facilities

BASEL Categories	Risk Source	Key Tools for Identification / Assessment
Execution, Delivery & Process Management	Results from failed transaction processing or process management: <u>Transaction Capture, Execution/Maintenance</u> Miscommunication; Data entry errors; loading error; Missed deadline; Accounting error; Delivery failure; Inappropriate improvements in operations; Drawing incomprehensive contract / legal document	▪ Review Process Automation ▪ Business Process Analysis ▪ RCSAs ▪ Review Data capture procedure (promote automation)
	<u>Monitoring & Reporting</u> Failed mandatory reporting obligation; Inaccurate external report	▪ Analysis of KRIs ▪ Check procedure for review of external reports ▪ Process Risk Assessments
	<u>Customer Intake & Documentation</u> Client permissions / disclaimers missing; Legal documents missing / incomplete	▪ Documentation Review ▪ Process Risk Assessment
	<u>Customer Account Management</u> Unapproved access given to accounts; Incorrect client records; Damage of client asset	▪ Root Cause Analysis (Customer Complaints);
	Vendors & Suppliers Outsourcing; Vendor disputes	▪ Vendor Risk Assessment (SLA reviews) ▪ Analysis of External Events

Actual or potential losses resulting from any of the above incidents are reported according to the business line from where the loss emanated or impacted. Thus, the financial loss impact from each business unit is known, as well as key contributory factors to those losses.

Business Continuity Management (BCM) in line with ISO 22301:2019 Standard – In guaranteeing the resilience of the Company's business to any disruptive incidence, the Company has a robust Business Continuity Management System (BCMS). The system assures timely resumption of critical business activities with minimal financial loss or reputational damage. The Company's BCMS has been implemented to reduce the impact of incidents that can lead to business disruption. This includes a plan that details all recovery procedures for disruptive incidents and strategies to increase its resilience.

Additionally, Disaster Recovery Procedures to cater for Information Technology related incidents have been defined and are periodically tested for veracity. Furthermore, the Company has implemented the Contingency Funding Plan which establishes procedures that will ensure the liquidity of the Company is properly managed during crisis situations.

Part of the BCMS is a Business Continuity Plan (BCP), which is reviewed and updated periodically to ensure reliability and relevance of information according to global best practice. Various BCP testing and training programs are conducted across the Group at predetermined and ad-hoc timelines to ensure that recovery coordinators are aware of their roles and responsibilities, validate effectiveness of recovery strategy, and enhance staff readiness for managing potential disruptions and ultimately guarantee that the Company remains a going concern.

GTCO has remained certified to international standard ISO 22301 compliance by the globally recognized Professional Evaluation and Certification Board (PECB) for over 10 years and has continued to improve its BCM maturity, thereby signifying that the Company has instituted internationally accepted processes, structures and systems that demonstrate its capacity to resume business within a short timeframe in the event of any business disruption.

Occupational Health and Safety Procedure Initiatives – In line with ISO 45001 and global best practices, the Company commits to ensuring the health, safety and welfare of all staff, customers and 3rd parties visiting the Company's premises. To ensure the safety of staff and visitors to its premises, the Operational Risk team conducts periodic Branch Risk Assessments and Fire Risk Assessments to identify health and safety hazards and recommend adequate control measures for identified risks. Branches are mandated to conduct fire drills on a quarterly basis. For areas with high security risks, Table Talk Fire Drills have also been introduced to ensure staff are apprised of their roles and responsibilities during emergency evacuations.

Health and Safety related incidents reported to Operational Risk Management are thoroughly investigated for identification of causal factors and implementation of appropriate mitigants to prevent recurrence. In addition, awareness on health and safety issues are presented periodically on the intranet and other forums.

Safety audits are conducted on the Company by the Federal and various State Safety Commissions on the Company's occupational Health and safety management system and standards. The Company has always been certified as a safety compliant organization according to the standards.

The Company places a high priority on fostering a safe and secure environment through proactive risk management, regular assessments, and compliance with statutory and international safety standards.

Operational Risk Champions & BCM Champions – Members of staff, from various teams within the Company, are designated Operational Risk ambassadors and Business continuity Champions after undergoing intensive Operational Risk management trainings. They drive the integration of OpRisk standards, practices, and culture in their various departments / Groups thereby fostering a culture of accountability and vigilance across the Company.

Fraud Risk Management Initiatives – The Company has deployed different control measures to ensure prompt identification of fraud attempts and successful incidents for immediate investigation and remediation. Fraud events are identified through incident reports received from business units, internal and external whistle blowing platforms, audit or spot check reports, e-mails, letters, and verbal reports.

Analysis of these incidents is then conducted to identify causative factors and points of failure with lessons learnt to enhance the control environment. The outcome is reported in the Operational Risk Status reports circulated to the Board, Management, and key stakeholders. of the Company ensures that the processes for preventing, deterring, and detecting fraud and forgery incidents, and sanctioning offenders are effective and efficient.

Reputational and Strategic Risk Monitoring – To ensure a holistic framework is implemented; Operational Risk Management also monitors Reputational and Strategic Risks from a broad perspective.

The Company regards Reputational Risk as the risk of loss arising from the adverse perception of the Company by customers, counterparties, investors, or regulators. This risk is a ‘contagion effect’ of other risks emerging. Reputational risk is not modelled in isolation but considered throughout the Company’s risk review process. Its identification is achieved through monitoring of derived parameters that indicate the level of threat to the Company’s brand.

These parameters include adverse media mention, increase in customer complaints, corporate and social responsibility activities of the Company, availability of Company’s products and services, share price movement relative to peers, etc. It is linked with customers’ expectations regarding the Company’s ability to conduct business securely and responsibly. A detailed template with internal and external factors that might impact the Company adversely is used to monitor the Company’s exposure to reputational risk. All adverse trends identified are reported to relevant stakeholders for timely redress.

GTCO considers strategic risk as the risk of likely losses arising from poor strategic decisions, inappropriate execution of strategies, inadequate resource allocation and inability to promptly respond to changing operating landscape. Strategic risk is identified using trend analysis, scenario planning, environmental scanning, and assumption testing.

The Company employs the use of Key Performance Indicators (KPIs) to measure strategic risk. Some of the critical KPIs considered include, Profit Evolution, Revenue Generation and Mix, Cost Management, Margin Metrics, Asset quality, Risk Asset mix, Liquidity Level, Capital Level etc.

The KPIs for measuring strategic risk also form the core of the Company’s risk appetite tolerance limits, which define the risk preference of the Board given the available capital resources. These KPIs are adequately tracked while deviations from the Company’s strategic objectives are promptly escalated.

Legal Risk Monitoring – Operational Risk Management monitors and identifies potential consequences of failure in our internal process and people that may expose the Company to lawsuits. The operational risk incidents, which gave rise to these lawsuits, are monitored while mitigants are proposed to prevent a recurrence. In addition, the Potential losses from these lawsuits are adequately tracked.

Emerging trends and significant legal risk exposures are documented and included in the Monthly and Quarterly Operational Risk Status Reports, which are shared with the Board, senior management, and key stakeholders. This structured approach ensures timely identification of vulnerabilities, supports informed decision-making, and reinforces the Company's commitment to regulatory compliance and operational integrity.

Operational Risk Management Philosophy and Principles

Approach to Managing OpRisk – Guaranty Trust Holding Company continually adopts operational risk procedures and practices that are “fit for purpose”. This increases the efficiency and effectiveness of the Company's resources, minimize losses, and maximize opportunities.

This outlook entrenches OpRisk practices in the Company's day-to-day business activities.

The Company adopts an Operational Risk Management framework that fits into its culture but also reflects sound practices recommended by various local and globally accepted regulatory agencies such as Basel II & III Accord's "Sound Practices for the Management and Supervision of Operational Risk", Committee of Sponsoring Organizations (COSO) and International Organization for Standardization (ISO).

Operational Risk Capital Calculation – In line with the directive of the CBN, the Company maintains the Basic Indicator Approach (BIA) under Basel II Pillar 1 for the calculation of its Operational Risk Economic Capital for internal risk monitoring and decision-making. However, the Company has the required OpRisk loss data to migrate to other capital calculation methods i.e., the Standardized Approach. The application of the BIA is in line with the Central Bank of Nigeria's (CBN) recommendation for all banks in Nigeria.

The estimated OpRisk Capital Charge is reported to the Board and Management for guidance in Capital Planning and decision making.

Governance Structure – The Board through its Board Risk Committee (BRC) continues to oversee the operational risk function in the Company and reviews OpRisk reports on a quarterly basis. It ensures that the OpRisk policy is robust and provides an updated framework for the Company's OpRisk profile and limits. It also determines the adequacy and completeness of the Company's risk detection, measurement systems and mitigants whilst ensuring review and approval of the Company's contingency plans for Specific risks. The Board lays down the principles on how operational risk incidents are to be identified, assessed, controlled, monitored, and measured.

The Management Risk Committee continues to monitor and ensure the implementation of the guiding OpRisk framework across the Group. It considers and approves key decisions relating to Operational Risk

before presentation to the Board. The Committee ensures that all departments in the Company are fully aware of the risks embedded in respective process flows and business activities.

All process owners are responsible for the day-to-day management of OpRisk prevalent in their respective Departments, Groups, Divisions and Regions.

The Internal Audit function conducts independent reviews on the implementation of OpRisk Policies and Procedures across the Group.

TREATMENT OF OPERATIONAL RISKS

GTCO employs a variety of risk treatment strategies to mitigate identified operational risks. These mitigants are applied to achieve a residual risk level aligned with the Company's risk tolerances. In line with best practices, the cost of risk treatments introduced must not exceed the reward. OpRisk treatment options adopted by the Company include Risk Acceptance / Reduction, Risk Transfer, Risk Sharing and Risk Avoidance.

Operational Risk Reporting – To ensure prompt decision-making, Weekly, Monthly, Quarterly and ad-hoc reports are circulated to relevant stakeholders highlighting key operational risks identified for awareness and timely implementation of mitigation strategies. Reports are also generated and circulated on a need-basis.

To ensure timely and comprehensive reporting of prevalent OpRisk exposures in the Group, an OpRisk Management is being used by the Group. This is to aid data collation and analysis, incident reporting and escalation, comprehensive monitoring, and enhanced decision-making of key OpRisk incidents or emerging trends observed. This system ensures a proactive approach to managing operational risks, reinforcing GTCO commitment to robust risk management and resilience in its operations and circulated on a need-basis.

5. Activities of Cards Operations

Within Nigeria and all other countries where we have a foothold, the Group continues to abide by strict standards and requirements for the issuance and usage of payment cards. We carry out continuous upgrades of our card systems to ensure optimal security, efficiency, cost effectiveness and best in class customer satisfaction. To reduce financial loss to both customers and the Group, we have implemented stringent fraud control measures to achieve this.

With relentless focus on delivering exceptional service to our customers, we diversified our card portfolio and offered a range of new products and services spanning various retail customer segments – from mass market to premium. Additionally, we increased operational efficiency via process automations and self-service enabled channels which created an improved customer experience.

We continually encourage the usage of our cards both locally and internationally by providing an enabling environment for smooth operations in terms of provision of modern technology, one of which is the contactless payment technology.

Presented below are the highlights of our card transaction volumes for the period ended 31 December 2025. With less stringent restriction on travel, there has been a gradual increase in international spend on our foreign currency cards, when comparing the same period last year. However, due to the volatile fluctuation in the exchange rate, we were compelled to disable our Naira denominated card products from carrying out transactions outside Nigeria.

5.1. Table below shows a summary of Card transactions

Category	No. of Transactions		Value of International Transaction		Value of Local Transactions	
	Dec-25 '000	Dec-24 '000	Dec-25 ₦'mm	Dec-24 ₦'mm	Dec-25 ₦'mm	Dec-24 ₦'mm
Naira denominated debit cards	622,399	786,423	108,092	-	10,418,069	12,413,646
Foreign currency credit cards	441	479	90,509	91,698	-	-
Foreign currency debit cards	3,211	3,435	432,839	432,639	-	-

Breakdown of transactions done using Cards (Number of transactions)

	International Transactions				Local Transactions			
	ATM		POS/Web		ATM		POS/Web	
	Dec-25	Dec-24	Dec-25	Dec-24	Dec-25	Dec-24	Dec-25	Dec-24
<i>In thousands</i>								
Naira MasterCard debit	0	0	2,070	-	23,011	34,550	599,388	751,873
Foreign Currency Denominated Cards:								
MasterCard debit	513	110	2,381	2,599	-	-	-	-
MasterCard credit	5	7	229	246	-	-	-	-
Visa classic debit	26	27	715	705	-	-	-	-
Visa classic credit	4	4	156	161	-	-	-	-
World credit	0.38	0.5	15	13	-	-	-	-
Total	548.38	148.5	5,566	3,724	23,011	34,550	599,388	751,873

Breakdown of transactions done using Cards (Value of Transactions)

	International Transactions				Local Transactions			
	ATM		POS/Web		ATM		POS/Web	
	Dec-25	Dec-24	Dec-25	Dec-24	Dec-25	Dec-24	Dec-25	Dec-24
<i>In millions of Naira</i>								
Naira MasterCard debit	0	0	108,092	-	346,250	452,449	10,071,819	11,961,197
MasterCard debit	25,028	34,198	306,589	302,585	-	-	-	-
MasterCard credit	2,216	2,947	37,641	37,793	-	-	-	-
Visa classic debit	8,869	9,342	96,575	89,155	-	-	-	-
Visa classic credit	1,490	1,534	28,837	30,185	-	-	-	-
World credit	171	404	10,335	8,432	-	-	-	-
Total	37,774	48,425	588,069	468,150	346,250	452,449	10,071,819	11,961,197

5.2 Type of customers' complaints and remedial measures taken

COMPLAINTS	CATEGORY OF COMPLAINT	REASONS	REMEDIAL MEASURES
Declined Transactions	Declined Transactions on International ATMs & POS/WEB	Dynamic currency conversion transactions (Naira billing) Insufficient funds Restriction on international ATM withdrawals	Awareness
Complaints on delayed debits & double debits for Domestic POS & Web Transactions	Delayed Debits & Double Debits	System glitch/ Technical error from Third party processors	Continuous engagement with Third party processors to ensure adequate and effective maintenance of their systems to prevent such incidences. Escalation to the relevant department of the regulators (CBN) to assist to check the activities of processors/switches responsible for persistent incidents.
Dispense Error	ATM and POS /WEB transactions (Value not received for transactions)	This occurs when an ATM attempts to dispense cash after an account has been debited but fails due to network failure. This also occurs when a customer's account has been debited for a certain amount for goods/services on POS/WEB terminals, but value is not received.	Strict adherence to resolution of customers' complaints within stipulated SLA . Proactive reversal of failed transactions that are not auto reversed. Constant follow up with relevant stakeholders (e.g. switches and TPPs) to address any identified cause(s) of delayed refund.

Income statements

For 3 months ended 31 December 2025

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Interest income	422,295,296	361,462,799	-	-
Interest expense	(113,848,936)	(84,352,982)	-	-
Net interest income	308,446,360	277,109,817	-	-
Loan impairment charges	3,367,681	(73,105,377)	-	-
Net interest income after loan impairment charges	311,814,041	204,004,440	-	-
Fee and commission income	68,009,334	40,998,729	871,805	958,986
Fee and commission expense	(6,843,818)	(9,842,104)	-	-
Net fee and commission income	61,165,516	31,156,625	871,805	958,986
Net gains on financial instruments classified as held for trading	1,530,907	25,964,869	-	-
Other income	54,108,981	(78,327,952)	428,696,196	279,669,681
Net impairment loss on financial assets	12,042,569	(27,341,401)	-	-
Personnel expenses	(9,434,363)	(13,871,788)	(455,268)	(457,732)
Depreciation and amortization	(31,028,415)	(13,525,739)	(41,399)	(50,584)
Other operating expenses	(69,922,178)	(81,278,827)	(20,921)	(102,742)
Profit before income tax	330,277,058	46,780,227	429,050,413	280,017,609
Income tax expense	(164,171,905)	(113,980,178)	(199,820)	(250,926)
Profit for the period	166,105,153	(67,199,951)	428,850,593	279,766,683
Profit attributable to:				
Equity holders of the parent entity	165,476,409	(69,551,232)	428,850,593	279,766,683
Non-controlling interests	628,744	2,351,281	-	-
	166,105,153	(67,199,951)	428,850,593	279,766,683

Earnings per share for the profit from continuing operations attributable to the equity holders of the parent entity during the period (expressed in naira per share):

– Basic	4.95	(2.37)	12.15	9.38
– Diluted	4.95	(2.37)	12.15	9.38

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

Statements of other comprehensive income

For 3 months ended 31 December 2025

<i>In thousands of Nigerian Naira</i>	Group Dec-2025	Group Dec-2024	Company Dec-2025	Company Dec-2024
Profit for the period	166,105,153	(67,199,951)	428,850,593	279,766,683
Other comprehensive income:				
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>				
Net change in fair value of equity investments FVOCI	60,104	451,301	-	-
	60,104	451,301	-	-
Remeasurements of post-employment benefit obligations	(3,098,674)	7,806,739	-	-
Income tax relating to remeasurements of post-employment benefit obligations	929,602	(2,342,022)	-	-
	(2,169,072)	5,464,717	-	-
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>				
Foreign currency translation differences for foreign operations	(22,168,562)	(34,014,068)	-	-
Income tax relating to foreign currency translation differences for foreign operations	6,650,569	10,204,221	-	-
Net change in fair value of financial assets FVOCI	(33,254,854)	(17,196,945)	-	-
Income tax relating to Net change in fair value of financial assets FVOCI	9,976,456	5,159,083	-	-
	(38,796,391)	(35,847,709)	-	-
Other comprehensive income for the period, net of tax	(40,905,359)	(29,931,691)	-	-
Total comprehensive income for the period	125,199,794	(97,131,642)	428,850,593	279,766,683
Profit attributable to:				
Equity holders of the parent entity	127,401,297	(97,448,829)	428,850,593	279,766,683
Non-controlling interests	(2,201,503)	317,187	-	-
Total comprehensive income for the period	125,199,794	(97,131,642)	428,850,593	279,766,683

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

37. Involvement with Unconsolidated Structured Entities

The table below describes the various investment funds which the Group does not consolidate but in which it holds interest. The funds are not consolidated because they are held in other entities which are considered as legally separate from the Group.

Type of Investment funds	Nature and purpose	Revenues
Mutual Funds	- To generate fees arising from managing assets on behalf of third party investors. - These vehicles are financed through the issue of units to investors.	Investments in units issued by the funds from which the Group earns Management Fees
- Retirement Savings Accounts (RSAs); - Approved Existing Schemes; - Closed Pension Fund Administrators	- To generate fees arising from managing pension contributions and investing same in safe and high yield investment opportunities on behalf of Pension Contributors. - To seamlessly handle benefit payment to Retirees	Administrative and Management Fees earned by the Group on the Net asset Value of the Funds under Management

The table below sets out an analysis of the Investment funds managed by the Group, their Assets Under Management, and the carrying amounts of interest held by the Group in the investment funds. The maximum exposure to loss is the carrying amount of the interest held by the Group.

Assets under Management (AuM)- Guaranty Trust Fund Managers Limited

In thousands of Nigerian Naira	Asset under Management			Interest Held by the Group	
Investment funds	Dec-25	Dec-24		Dec-25	Dec-24
Guaranty Trust Money Market Fund	301,248,200	47,886,680		244,064	195,108
Guaranty Trust Investment Fund 724	957,980	161,273		186,090	150,000
Guaranty Trust Guaranteed Income Fund	13,492,303	11,846,892		139,225	128,324
Guaranty Trust Balanced Fund	6,334,209	3,106,074		-	-
Guaranty Trust Dollar Fund	123,891,092	77,300,768		211,479	134,609
Guaranty Trust Equity Income Fund	3,507,293	618,453		99,459	53,524
TOTAL	449,431,075	140,920,141		880,317	661,565

Funds under Management (FuM)- Guaranty Trust Pension Managers Limited

In thousands of Nigerian Naira	Funds under Management	
	Dec-25	Dec-24
Retirement Savings Account Fund Classes:		
Fund I	3,520,748	711,088
Fund II	73,048,662	49,576,021
Fund III	20,442,724	11,102,196
Fund IV	3,388,093	2,026,224
Fund V	54,501	13,875
Fund VI	836,514	251,653
TCF¹ And Reconciliation	489,403	492,293
Privately Managed Funds:		
Approved Existing Schemes	49,280,393	39,116,540
TOTAL	151,061,037	103,289,891

¹ Transitional Contribution Fund- A Nominal Retirement Savings Account for any employee that has failed to open RSA within a period of six months, to enable the remittance of pension contributions by Employer.

7. Securities Trading Policy

In compliance with Rule 17.15 Disclosure of Dealings in Issuers' Shares, Rulebook of the Exchange 2015 (Issuers Rule) **Guaranty Trust Holding Company Plc** maintains a Security Trading Policy which guides Directors, Audit Committee members, employees and all individuals categorized as insiders as to their dealing in the Company's shares. The Policy undergoes periodic reviews by the Board and is updated accordingly. The Company has made specific inquiries of all its directors and other insiders and is not aware of any infringement of the policy during the period.

Value Added Statements*For the Year ended 31 December 2025*

Group	Dec-2025			Dec-2024			
	Continuing operations	Discontinued operations	Total	Continuing operations	Discontinued operations	Total	
In thousands of Nigerian Naira							
				%			%
Gross earnings	2,150,367,873	-	2,150,367,873		2,148,337,258	-	2,148,337,258
Interest expense:							
- Local	(235,585,897)	-	(235,585,897)		(165,174,827)	-	(165,174,827)
- Foreign	(156,991,017)	-	(156,991,017)		(118,040,663)	-	(118,040,663)
	1,757,790,959	-	1,757,790,959		1,865,121,768	-	1,865,121,768
Loan impairment charges / Net impairment loss on financial assets	(17,227,622)	-	(17,227,622)		(164,329,699)	-	(164,329,699)
	1,740,563,337	-	1,740,563,337		1,700,792,069	-	1,700,792,069
Bought in materials and services							
- Local	(314,415,650)	-	(314,415,650)		(284,510,102)	-	(284,510,102)
- Foreign	(4,499,733)	-	(4,499,733)		(6,605,180)	-	(6,605,180)
Value added	1,421,647,954	-	1,421,647,954	100	1,409,676,787	-	1,409,676,787
Distribution							
Employees							
- Wages, salaries, pensions, gratuity and other employee benefits	101,045,143	-	101,045,143	7	85,397,889	-	85,397,889
Government							
- Taxation	365,334,639	-	365,334,639	26	248,443,224	-	248,443,224
Retained in the Group							
- For replacement of Property and equipment / intangible assets (depreciation and amortisation)	89,521,485	-	89,521,485	6	58,032,825	-	58,032,825
- Profit for the year (including non - controlling interest, statutory and regulatory risk reserves)	865,746,687	-	865,746,687	61	1,017,802,849	-	1,017,802,849
	1,421,647,954	-	1,421,647,954	99	1,409,676,787	-	1,409,676,787

Value Added Statements*For the Year ended 31 December 2025***Company**

<i>In thousands of Nigerian Naira</i>	Dec-2025				Dec-2024			
	Continuing operations	Discontinued operations	Total		Continuing operations	Discontinued operations	Total	
				%				%
Gross earnings	466,386,831	-	466,386,831		367,664,083	-	367,664,083	
Interest expense:								
- Local	-	-	-		-	-	-	
- Foreign	-	-	-		-	-	-	
	466,386,831	-	466,386,831		367,664,083	-	367,664,083	
Loan impairment charges / Net impairment loss on financial assets	-	-	-		-	-	-	
	466,386,831	-	466,386,831		367,664,083	-	367,664,083	
Bought in materials and services								
- Local	(306,760)	-	(306,760)		(322,342)	-	(322,342)	
- Foreign	-	-	-		-	-	-	
Value added	466,080,071	-	466,080,071	100	367,341,741	-	367,341,741	100
Distribution								
Employees								
- Wages, salaries, pensions, gratuity and other employee benefits	1,638,134	-	1,638,134	-	1,474,269	-	1,474,269	-
Government								
- Taxation	1,669,793	-	1,669,793	-	1,042,894	-	1,042,894	1
Retained in the Bank								
- For replacement of Property and equipment / intangible assets (depreciation and amortisation)	165,685	-	165,685	-	119,727	-	119,727	-
- Profit for the year (including statutory and regulatory risk reserves)	462,606,459	-	462,606,459	99	364,704,851	-	364,704,851	99
	466,080,071	-	466,080,071	99	367,341,741	-	367,341,741	100

Five Year Financial Summary
Statements of financial Position
Group

<i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024	Dec-2023	Dec-2022	Dec-2021
Assets					
Cash and bank balances	5,456,594,586	4,673,048,120	2,309,618,698	1,621,101,169	933,591,069
Financial assets at fair value through profit or loss	166,888,958	59,602,997	28,066,613	128,782,374	104,397,651
Derivative financial assets	203,746	-	28,961,143	33,913,351	24,913,435
Investment securities:					
– Fair Value through profit or loss	13,608,086	5,508,086	3,947,850	3,904,458	3,904,458
– Fair Value through other comprehensive Income	3,375,161,201	2,495,063,888	894,064,002	357,704,355	276,041,190
– Held at amortised cost	2,151,946,206	1,647,724,053	1,571,317,478	863,421,525	846,923,215
Assets pledged as collateral	119,009,036	114,570,075	86,552,701	80,909,062	79,273,911
Loans and advances to banks	83,633	87,794	66,935	54,765	115,014
Loans and advances to customers	3,132,215,466	2,785,664,040	2,480,183,368	1,885,798,639	1,802,587,381
Restricted deposits and other assets	2,736,489,314	2,574,084,654	2,012,815,346	1,232,611,251	1,137,554,208
Property and equipment	465,569,377	330,232,049	224,298,652	197,860,484	203,971,924
Intangible assets	110,696,376	81,244,113	33,076,038	29,411,898	19,573,604
Deferred tax assets	32,686,270	28,876,962	18,285,854	10,983,098	3,187,937
Total assets	17,761,152,255	14,795,706,831	9,691,254,678	6,446,456,429	5,436,034,997
Liabilities					
Deposits from banks	327,034,891	388,420,244	136,053,409	125,229,187	118,027,576
Deposits from customers	12,547,005,784	10,013,021,406	7,410,834,190	4,485,113,979	4,012,305,554
Financial liabilities at fair value through profit or loss	81,103,659	51,174,468	809,342	1,830,228	-
Derivative financial liabilities	495	10,759,624	-	4,367,494	1,580,971
Other liabilities	946,713,634	1,020,285,051	493,325,925	724,902,202	231,519,271
Current income tax liabilities	218,609,792	186,665,408	41,303,351	35,307,860	22,676,168
Other borrowed funds	82,235,607	310,021,046	72,119,485	126,528,105	153,897,499
Deferred tax liabilities	147,068,435	103,341,970	59,680,905	12,028,172	12,800,866
Total liabilities	14,349,772,297	12,083,689,217	8,214,126,607	5,515,307,227	4,552,807,905
Capital and reserves attributable to equity holders of the parent entity					
Share capital	18,275,115	17,069,475	14,715,590	14,715,590	14,715,590
Share premium	500,604,865	329,229,161	123,471,114	123,471,114	123,471,114
Treasury shares	(33,578,677)	(11,289,600)	(8,125,998)	(8,125,998)	(8,125,998)
Retained earnings	1,718,423,706	1,319,841,616	580,033,938	214,858,054	198,358,025
Other components of equity	1,173,918,779	1,000,407,229	737,547,106	567,085,367	535,938,145
Capital and reserves attributable to equity holders of the parent entity	3,377,643,788	2,655,257,881	1,447,641,750	912,004,127	864,356,876
Non-controlling interests in equity	33,736,170	56,759,733	29,486,321	19,145,075	18,870,216
Total equity	3,411,379,958	2,712,017,614	1,477,128,071	931,149,202	883,227,092
Total equity and liabilities	17,761,152,255	14,795,706,831	9,691,254,678	6,446,456,429	5,436,034,997

Five Year Financial Summary Cont'd

Statements of comprehensive income

Group

<i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024	Dec-2023	Dec-2022	Dec-2021
Interest income	1,653,163,754	1,341,801,663	550,755,128	325,399,662	266,893,743
Interest expense	(392,576,914)	(283,215,490)	(114,058,543)	(66,096,535)	(46,281,121)
Net interest income	1,260,586,840	1,058,586,173	436,696,585	259,303,127	220,612,622
Loan impairment charges	(66,423,455)	(136,661,978)	(102,953,282)	(11,986,545)	(8,531,155)
Net interest income after loan impairment charges	1,194,163,385	921,924,195	333,743,303	247,316,582	212,081,467
Fee and commission income	278,505,492	221,231,208	124,162,260	105,147,173	74,123,774
Fee and commission expense	(34,115,259)	(31,519,796)	(14,733,765)	(13,155,560)	(8,472,981)
Net fee and commission income	244,390,233	189,711,412	109,428,495	91,991,613	65,650,793
Net gains on financial instruments classified as held for trading	78,743,815	86,237,811	62,201,192	40,282,341	22,390,669
Other income	139,954,812	499,066,576	449,346,845	68,405,721	84,402,399
Total other income	218,698,627	585,304,387	511,548,037	108,688,062	106,793,068
Total Operating income	1,657,252,245	1,696,939,994	954,719,835	447,996,257	384,525,328
Net impairment reversal / (charge) on other financial assets	49,195,833	(27,667,721)	(94,992,377)	(35,944,565)	(760,795)
Net operating income after net impairment loss on financial assets	1,706,448,078	1,669,272,273	859,727,458	412,051,692	383,764,533
Personnel expenses	(101,045,143)	(85,397,889)	(45,097,281)	(36,076,627)	(33,430,007)
Depreciation and amortisation	(89,521,485)	(58,032,825)	(39,095,443)	(35,467,168)	(35,300,097)
Other operating expenses	(284,800,124)	(259,595,486)	(166,226,292)	(126,353,803)	(93,536,753)
Total expenses	(475,366,752)	(403,026,200)	(250,419,016)	(197,897,598)	(162,266,857)
Profit before income tax	1,231,081,326	1,266,246,073	609,308,442	214,154,094	221,497,676
Income tax expense	(365,334,639)	(248,443,224)	(69,653,768)	(44,980,657)	(46,658,189)
Profit for the year	865,746,687	1,017,802,849	539,654,674	169,173,437	174,839,487

Earnings per share for the profit from continuing operations attributable to the equity holders of the parent entity during the period (expressed in naira per share):

– Basic	25.43	35.44	19.07	5.95	6.14
– Diluted	25.43	35.44	19.07	5.95	6.14

Five Year Financial Summary

Statements of financial Position

Company

<i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024	Dec-2023	Dec-2022	Dec-2021
Assets					
Cash and cash bank balances	14,026,179	210,095,331	60,169	-	-
Financial assets at fair value through profit or loss	-	-	-	-	-
Financial assets held for trading	-	-	-	-	-
Derivative financial assets	-	-	-	-	-
Investment securities:					
– Fair value through profit or loss	-	-	-	-	-
– Fair Value through other comprehensive Income	-	-	-	-	-
– Available for sale	-	-	-	-	-
– Held at amortised cost	-	-	-	-	-
– Held to maturity	-	-	-	-	-
Assets pledged as collateral	-	-	-	-	-
Loans and advances to banks	-	-	-	-	-
Loans and advances to customers	-	-	-	-	-
Restricted deposits and other assets	428,696,196	250,238,501	-	144,538	1,407,460
Investment in subsidiaries	528,806,964	371,068,493	162,956,560	162,956,560	141,811,575
Property and equipment	969,042	1,134,728	798,270	893,924	496,969
Total assets	972,498,381	832,537,053	163,814,999	163,995,022	143,716,004
Liabilities					
Deposits from banks	-	-	-	-	-
Deposits from customers	-	-	-	-	-
Financial liabilities at fair value through profit or loss	-	-	-	-	-
Financial liabilities held for trading	-	-	-	-	-
Derivative financial liabilities	-	-	-	-	-
Other liabilities	-	221,179,425	16,483,941	26,043,503	6,076,055
Current income tax liabilities	142,112	71,639	88,692	-	-
Other borrowed funds	-	-	-	-	-
Deferred tax liabilities	136,487	134,065	11,862	-	-
Total liabilities	278,599	221,385,129	16,584,495	26,043,503	6,076,055
Capital and reserves attributable to equity holders of the parent entity					
Share capital	18,275,115	17,069,475	14,715,590	14,715,590	14,715,590
Share premium	500,604,865	329,229,161	123,471,114	123,471,114	123,471,114
Retained earnings	453,339,802	255,978,288	168,800	(9,110,185)	(546,755)
Other components of equity	-	8,875,000	8,875,000	8,875,000	-
Capital and reserves attributable to equity holders of the parent entity	972,219,782	611,151,924	147,230,504	137,951,519	137,639,949
Total equity and liabilities	972,498,381	832,537,053	163,814,999	163,995,022	143,716,004

Five Year Financial Summary Cont'd

Statements of comprehensive income

Company

<i>In thousands of Nigerian Naira</i>	Dec-2025	Dec-2024	Dec-2023	Dec-2022	Dec-2021
Interest income	-	-	-	-	-
Interest expense	-	-	-	-	-
Net interest income	-	-	-	-	-
Loan impairment charges	-	-	-	-	-
Net interest income after loan impairment charges	-	-	-	-	-
Fee and commission income	3,487,220	3,487,220	3,487,220	2,092,332	-
Fee and commission expense	-	-	-	-	-
Net fee and commission income	3,487,220	3,487,220	3,487,220	2,092,332	-
Other income	462,899,611	364,176,863	106,248,053	88,293,538	8,829,354
Total other income	462,899,611	364,176,863	106,248,053	88,293,538	8,829,354
Total Operating income	466,386,831	367,664,083	109,735,273	90,385,870	8,829,354
Net impairment reversal / (charge) on other financial assets	-	-	-	-	-
Net operating income after net impairment loss on financial assets	466,386,831	367,664,083	109,735,273	90,385,870	8,829,354
Personnel expenses	(1,638,134)	(1,474,269)	(1,301,639)	(1,283,312)	(353,877)
Depreciation and amortisation	(165,685)	(119,727)	(95,654)	(88,025)	(35,886)
Other operating expenses	(306,760)	(322,342)	(354,432)	(409,425)	(156,992)
Total expenses	(2,110,579)	(1,916,338)	(1,751,725)	(1,780,762)	(546,755)
Profit before income tax	464,276,252	365,747,745	107,983,548	88,605,108	8,282,599
Income tax expense	(1,669,793)	(1,042,894)	(1,581,672)	-	-
Profit for the year	462,606,459	364,704,851	106,401,876	88,605,108	8,282,599

Earnings per share for the profit from continuing operations attributable to the equity holders of the parent entity during the period (expressed in naira per share):

– Basic	13.11	12.23	3.62	3.01	0.28
– Diluted	13.11	12.23	3.62	3.01	0.28

CORPORATE SOCIAL RESPONSIBILITY REPORT

Enriching Lives Through CSR

At GTCO, we believe true corporate success is measured not only by financial performance but also by the positive and lasting impact we create in society. Guided by our CSR pillars of Education, Community Development, Environment, and the Arts, we design and deliver initiatives that strengthen communities, create opportunities, and empower individuals to thrive. Beyond results, 2025 has been defined by initiatives that reflect our values and deepen our engagement with the communities we serve. These programmes have created pathways for inclusion, innovation, sustainability, and cultural enrichment, reaffirming our commitment to enriching lives.

NPA Lagos International Polo Tournament

Fostering Excellence, Teamwork, and Togetherness

GTCO proudly served as the headline sponsor of the 2025 NPA Lagos International Polo Tournament, held at the prestigious Lagos Polo Club, Ikoyi. Beyond the excitement of competition, the tournament serves as a platform to promote discipline, teamwork, and community engagement through sport.

The 2025 edition featured top-tier teams competing for the Open Cup and Majekodunmi Cup across high-goal and low-goal matches, with the Silver Cup running throughout the three-week period, and the Low Cup headlining the final week. The event brought together players, local enthusiasts, and community members, demonstrating how sport can foster resilience, collaboration, and social cohesion.

At GTCO, we are committed to creating platforms that encourage participation, skill development, and shared experiences. Supporting the tournament allows us to extend these values to the wider community, inspiring all involved to embrace teamwork, discipline, and the pursuit of excellence.

Take on Squad Hackathon 2.0

Driving Digital Innovation and Empowering Young Minds

In 2025, building on the success of its inaugural edition in 2024, GTCO organised Take on Squad 2.0, a collaborative social coding hackathon that immersed participants in hands-on problem-solving and software development. Themed Finclusion Revolution: Unlocking Access, Empowering Communities and powered by GTCO's payment fintech, HabariPay, the event brought together twenty teams from universities and tertiary institutions across Nigeria, offering students a platform to tackle real-world challenges, apply their skills, and gain practical, transferable experience that equips them for the future.

Over an intensive three-day sprint, participants designed and built functional prototypes using Squad's advanced APIs. HabariPay mentors guided teams on product design, user experience,

and scalability, showing how technology, data, and AI can address pressing social and economic challenges—from promoting financial inclusion to empowering communities.

Team Savvy emerged as overall winners, with Teams Farmceries and TBD taking second and third place. Beyond competition, the hackathon fostered collaboration, creativity, and skill-building. For HabariPay, it reinforced the vision of using innovation not only to deliver next-generation payment solutions but also to nurture digital talent capable of driving meaningful social impact.

Waste-for-Gas Initiative

Combining Environmental Responsibility With Social Empowerment

In 2025, GTCO launched the Waste-for-Gas Initiative, aimed at improving quality of life and empowering women in underserved communities by addressing household waste management and access to clean energy. Low-income households in Obafemi-Owode, Ogun State, received gas cylinders and burners, offering a healthier, more efficient alternative to firewood and kerosene.

Implemented in two phases, the first involved door-to-door visits across 12 wards to identify households still reliant on traditional fuels. Beneficiaries exchanged collected waste for gas cylinders and burners, reducing local waste while supporting the transition to cleaner cooking. The second phase focused on adoption and sustainable use, providing guidance and follow-up to ensure lasting impact.

The initiative improved household hygiene, reduced environmental footprint, and freed time for women to focus on income-generating activities, education, and family priorities. While Obafemi-Owode served as the launch community, GTCO continues to explore additional locations where similar interventions can create meaningful social and environmental impact.

GTCO Food and Drink Festival

Creating Unforgettable Experiences

The 2025 GTCO Food and Drink Festival returned as one of Africa's largest and most vibrant culinary gatherings, attracting thousands over three days. Beyond showcasing diverse flavours, the Festival reinforced GTCO's commitment to small and medium-sized enterprises, cultural appreciation, and unforgettable experiences for food lovers.

This year's edition celebrated the idea that every meal tells a story—stories of culture, tradition, and connection that span generations. Over 200 free retail stalls gave indigenous food businesses a platform to showcase creativity, engage new customers, and expand their reach. Families and friends explored bustling food markets and a thoughtfully designed children's play area, experiencing a rich culinary journey with offerings ranging from street favourites to gourmet creations. In addition, interactive masterclasses with world-renowned chefs provided practical guidance on business growth, presentation, and succeeding in the wider food industry.

In bringing people and food together, GTCO demonstrates that cuisine is not only nourishment but also a platform to promote enterprise, spotlight Africa's rich culinary heritage, and foster meaningful connections through shared experiences.

World Book Day and Children's Day

Nurturing Curiosity, Inspiring the Future

At GTCO, we see children as the architects of tomorrow, and nurturing their curiosity, creativity, and resilience today lays the foundation for them to realise their full potential. In 2025, children-focused initiatives brought stories and creativity to life, sparking imagination and self-expression. For World Book Day, staff volunteers visited schools to read with pupils and inspire a love for literature. Each child received a copy of *Juba and the Fireball* by Yejide Kilanko, connecting them with local voices while encouraging confidence and new ways of seeing the world.

The Children's Day Creative Arts Programme offered hands-on experience in painting, pottery, bead-making, and sculpture under the guidance of seasoned artists. The follow-up exhibition at GTCO's Head Office showcased the children's work to staff and visitors. All pieces were sold, with proceeds going directly to the young artists, demonstrating the value of their creativity and how it can become a sustainable source of income.

Through these initiatives, GTCO blends learning, play, and expression to help children explore their potential, build confidence, and develop early entrepreneurial skills.

GTCO Partnership with the Swiss Red Cross

Supporting International Relief and Resilience

GTCO's partnership with the Swiss Red Cross through The Red Cross Ball exemplifies the Bank's long-standing commitment to global humanitarian initiatives and the power of collaboration to drive meaningful impact. Hosted annually in Geneva, The Red Cross Ball is a high-profile fundraising gala that brings together leaders from business, philanthropy, and civil society, all united by a shared commitment to support the Red Cross's humanitarian mission.

Each year, the event is curated around a central theme that highlights pressing social and humanitarian issues, blending elegance, culture, and purpose in a single platform. For GTCO, participation goes beyond visibility—it represents a deliberate contribution to the alleviation of human suffering, the promotion of health, and the support of vulnerable communities around the world.

This long-running partnership exemplifies GTCO belief that social responsibility extends across borders, and that creating value means enabling resilience, opportunity, and hope wherever it is needed most.

15 Years of the Orange Ribbon Initiative

A More Compassionate, Equitable Future For All

The Orange Ribbon Initiative reached a major milestone in 2025, marking 15 years of advancing autism awareness, advocacy, and inclusion. Over the years, the Annual GTCO Autism Programme has become one of our most impactful CSR commitments, reflecting our dedication to human dignity, well-being, and the right of every child to reach their full potential. It has grown into a beacon of hope for families, a bridge connecting children on the autism spectrum to essential resources, and a rallying point for society to embrace diversity.

This year's conference and consultation, themed "From Awareness to Action: 15 Years of Advancing Autism Inclusion," took place in Nigeria and Ghana, convening experts, caregivers, educators, and advocates to share insights on early intervention, therapy, and inclusive learning strategies. Hundreds of children received free one-on-one assessments, with many experiencing professional evaluation for the first time. For parents and caregivers, these sessions offered reassurance, guidance, and the comfort of knowing they are not alone in their journey. To support everyday living, sensory boxes were distributed, equipping children with tools to regulate their environments and participate more fully at home and in school. These practical resources help reduce stress, improve focus, and foster better social interaction.

Fifteen years on, the Orange Ribbon Initiative has grown into a leading platform for advocacy, capacity building, and societal change, reshaping how communities perceive, understand, and support autism while opening doors for thousands of children to thrive. This milestone reaffirms GTCO's belief that investing in inclusion strengthens society as a whole and creates a more compassionate, equitable future for all.

GTCO Fashion Weekend 2025

Africa's Finest in Fashion

The GTCO Fashion Weekend in 2025 reaffirmed its role as a leading platform for Africa's creative economy, where design, enterprise, and cultural identity converge. Over two days, designers, artisans, buyers, and enthusiasts came together to celebrate creativity, heritage, and opportunity, transforming the event into a dynamic ecosystem of expression and enterprise.

From the moment the doors opened, the space came alive with colour, texture, and movement. Designers, artisans, buyers, stylists, and fashion enthusiasts gathered in an atmosphere defined by energy and possibility. The runways told stories of heritage and modernity brought together through bold silhouettes, intricate craftsmanship, and thoughtful design, reflecting a creative industry that continues to evolve. Beyond the spectacle, the Fashion Weekend remained grounded in intent. At its core is a clear belief that creativity thrives when it is given access, visibility, and the right conditions to thrive. By offering free exhibition booths and professionally produced runway showcases, GTCO reduced the structural barriers often faced by emerging and established designers alike. This allowed participants to focus on their craft while engaging directly with new audiences, potential partners, and commercial opportunities.

Between runway shows, the exhibition halls became spaces of quiet momentum. Conversations led to collaborations. First encounters developed into lasting relationships. Ideas transformed into viable businesses. These moments, often unfolding away from the spotlight, reflected the deeper value of the platform as creative talent connected with markets and networks essential for long-term sustainability. Overall, the GTCO Fashion Weekend 2025 demonstrated how thoughtfully designed platforms can unlock potential at scale, turning creative expression into sustainable livelihoods and inspiration into enduring economic value.

GTCO Food and Drink Festival – Holiday Edition

Elevating the Festive Experience

Building on the success of Africa’s largest food exhibition, the GTCO Food and Drink Festival, the 2025 Holiday Edition was curated to elevate the holiday experience, bringing families together to enjoy festive cheer while providing local food vendors a platform to showcase their products and engage new audiences.

This inaugural edition extended the Festival’s core objectives of delivering a consumer-focused event while continuing to advance opportunities for small and medium-scale food entrepreneurs. A total of 214 food vendors received complimentary exhibition stalls, lowering barriers to participation and enabling high-visibility access to new customers during one of the most active periods of the year. Designed to enhance the shared seasonal experience, the Holiday Edition combined food, music, and entertainment to create a welcoming destination for families and visitors. An enlarged, purpose-built children’s play area formed a central part of the experience, offering safe, engaging, and thoughtfully curated activities that allowed children to explore within a secure environment.

With the Food and Drink Holiday Edition, GTCO demonstrates that creating value through CSR goes beyond one-time efforts, reflecting its commitment to Promoting Enterprise, supporting indigenous small businesses, and fostering connections through shared culinary experiences.

Massey Street Yuletide Outreach

A Legacy of Care and Connection

Massey Street Children’s Hospital has been central to GTCO’s commitment to child health for nearly three decades. Adopted and rehabilitated in 1995, the hospital embodies a legacy of care and responsibility, evident in generations of children who have benefited from improved facilities and dedicated attention.

Nearly three decades on, GTCO continues to provide support to the hospital, reinforcing its commitment to the health and well-being of children as a foundational element of social development. The annual Yuletide Outreach transforms this longstanding relationship into a moment of shared joy. Each year, GTCO staff look forward to participating, motivated by the opportunity to connect meaningfully, celebrating the warmth of the Yuletide season with the children. Gifts are distributed, meals shared, and the hospital spaces are brought alive with laughter and music, yet the true heart of the initiative lies in the time spent together. Volunteers sit with children to read stories and engage in fun activities, creating meaningful interactions that go far beyond material generosity.

For the children, these moments provide a sense of normalcy, fun, and belonging during a time that can often be isolating and challenging. For staff volunteers, the experience is deeply grounding—a reminder of the human connection behind every act of giving and the shared responsibility that comes with privilege and opportunity. Through these moments, the Massey Street Yuletide Outreach embodies GTCO’s philosophy that social investment is most valuable when it nurtures relationships and creates lasting impressions. It is in the smiles sparked, the

games played, and the quiet moments of connection that the initiative delivers its deepest impact.

IN CLOSING

Across classrooms, marketplaces, community centers, healthcare facilities, and sports arenas, GTCO continues to champion positive change—empowering individuals and communities to dream bigger, achieve more, and create lasting prosperity. Looking ahead, we remain committed to expanding our reach, deepening our impact, and fostering a shared future where business and society grow together.