AVA
CAPITAL PLC

Management Account

H1 2026

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Corporate Information

Registration Number	RC 1167339	
Business Office	1 Prof Olabisi Adegoke Street, Lekki Phase 1, Lagos Nigeria	
Board of Directors	Adedeji Adeyinka	Chairman
	Kayode Fadahunsi	Managing Director
	Bolanle Ekanim	Executive Director
	Samson Adekunle	Non -Executive Director
	Lotanna Uzoka	Non-Executive Director
	Adebayo Odeyale	Non-Executive Director
	Hauwa Babakobi	Non-Executive Director
Company Secretary	Bernateva Partners Ufuoma Eferha FRC/2023/PRO/NBA/002/902889	
Independent Auditor	KPMG Professional Services KPMG Tower Bishop Aboyade Cole Street Victoria Island, Lagos Nigeria	
Bankers	Globus Bank Limited Providus Bank Limited Access Bank Nigeria Plc Lotus Bank Limited Taj Bank Limited Wema Bank Plc Union Bank Plc Nova Bank Limited Keystone Bank Plc	
TIN	19090589-0001	

Management' Report
For the period ended 30 June 2026

The management present the consolidated and separate financial statements of AVA Capital Plc ("the Company") and its subsidiaries, (together, "the Group") for the period ended 30 June 2026.

(a) **Legal form**

AVA Capital Plc was incorporated on 28 January 2014 under the CAMA Cap C20 LFN 2004 (as amended in 2020) as a private limited liability company was subsequently granted a license by the Securities and Exchange Commission (SEC) to operate as a Public and Private Equity capital market operator.

In 2025, the Company obtained regulatory approval to convert from a private limited liability company to a public limited company (Plc) as part of its long-term strategic plan, including preparation for a future listing on the Nigerian Exchange Group. Following this approval, the Company formally changed its name from AVA Capital Limited to AVA Capital Plc by Special Resolution dated 3 December 2025.

(b) **Principal activities**

i To promote, effect, guarantee, underwrite, participate, manage and carry any issue whether public or private of shares, stocks, bonds, debentures stock of any company corporation or association.

Through its regulated subsidiaries, the Group provides a broader suite of capital market and financial services, including securities dealing, asset and portfolio management, and trusteeship services under the supervision of the Securities and Exchange Commission (SEC). The specific activities of each subsidiary are described in Notes ii–vi below.

ii **AVA Securities Limited**

The principal activities of AVA Securities Limited include the provision of securities dealing and brokerage services, facilitating the execution of trades in fixed income instruments and equities for both individual and corporate clients. The Company operates through registered trading platforms in Nigeria and earns brokerage fees and commissions from these services. AVA Securities Limited is a subsidiary of AVA Capital Plc.

iii **AVA Global Asset Managers Limited**

The principal activities of AVA Global Asset Managers Limited (AVA GAM) include the provision of asset and fund management services to individual and corporate clients. The Company earns income primarily from management fees and commissions. AVA GAM manages both discretionary investment portfolios and collective investment schemes.

iv **AVA Trustee Limited**

The principal activities of AVA Trustees Limited include the provision of trusteeship services to institutional and private investors. The Company also provides portfolio management/financial/investment advisory services, and acts as nominee, executor of wills and administer of estates. AVA Trustees Limited is a subsidiary of AVA Capital Plc.

The Group provides discretionary and non-discretionary investment management services to institutional and private investors.
Commissions and fees earned in respect of trust and management activities performed are included in profit or loss. Assets managed and funds administered on behalf of third parties include:

in thousands of Nigerian Naira	Group 30 June 2026	Company 30 June 2026	Company 30 June 2025
Fixed deposits	64,107,471	5,522,974	1,721,606
Discounted products (Commercial Papers)	35,213,691	-	-
Balances with Bank	7,287,353	-	79,912
	106,608,515	**5,522,974**	**1,801,518**

(c) **Operating results**

The following is a summary of the Group’s operating results:

in thousands of Nigerian Naira	Group 31-Jun-26	Company 31-Jun-26	31-Jun-25
Gross earnings	3,457,436	1,196,720	274,666
Profit/(Loss) before tax	1,460,622	852,687	92,356
Taxation	(438,187)	(221,699)	(24,013)
Profit after tax	1,022,436	630,988	68,344
Non-Controlling Interest			

(d) Directors and their interests

The Directors who served during the year and up to the date of this report are as follows:

Name	Designation	Nationality
Adedeji Adeyinka	Chairman	Nigerian
Kayode Fadahunsi	Managing Director	Nigerian
Bolanle Ekanim	Executive Director	Nigerian
Samson Adekunle	Non-Executive Director	Nigerian
Lotanna Uzoka	Non-Executive Director	Nigerian
Adebayo Odeyale	Non-Executive Director	Nigerian
Hauwa Babakobi	Non-Executive Director	Nigerian

Directors' Interests in Shares

For the purpose of Section 301 of the Companies and Allied Matters Act (CAMA), 2020, none of the Directors held any direct interest in the shares of the Group as at 30 June 2026. However, certain Directors have indirect interests in the Group through their shareholdings in the Group's ultimate parent entity, Prosperis Holdings Company Limited and Simple Business Combination Limited. These indirect interests have been duly recorded in the Register of Directors' Interests maintained by the Group.

(e) Directors' Interests in Contracts

For the purpose of Section 303(2) of the Companies and Allied Matters Act (CAMA), 2020, none of the Directors has notified the Group of any direct or indirect interest in any contract or proposed contract with the Group in the year under review.

(f) Property and equipment

Information relating to changes in property and equipment is given in Note 19 to the financial statements. In the directors' opinion, the realizable value of the Group's properties is not less than the value shown in the financial statements.

(g) Shareholding Analysis

The issued and fully paid-up share capital of the Company was 5,000,000,000 ordinary shares of ₦1 each. The shareholding structure as at the balance sheet date were as shown below:

Name	2026		2025	
	No of shares	% holding	No of shares	% holding
Prosperis Holding Company Limited	3,846,887,575	76.9	300,000,000	75
Simple Business Combinations Limited	153,112,425	3.1	100,000,000	25
Others	1,000,000,000	20	-	-
	5,000,000,000	100	400,000,000	100

(h) Charitable gifts and other donation

During the financial year, the Group made a charitable contribution as part of its community development initiatives through the AVA Securities Student Trading Competition, in line with the Company's commitment to promoting youth empowerment and capacity building. A cash award of ₦650,000 was presented to the overall winners of the competition.

(i) Shared Services Agreement

The Group had a Shared Services Agreement with its ultimate parent company, Prosperis Holdings Company Limited. Under this arrangement, Prosperis Holdings Company Limited provided the Company with a range of support services, including Finance and Accounting, Legal and Company Secretarial, Information Technology, Internal Control, Marketing and Corporate Communications, Administrative and Facilities Management, Operations, Security Compliance, and Human Resources functions.

(j) Human resources

Health, safety and welfare at work

The Group places a high premium on the health, safety and welfare of its employees in their place of work. In furtherance of this, incentive schemes designed to meet the circumstances of each individual are implemented wherever appropriate and some of these include bonus, salary review, promotion, medical facilities for employees and their immediate families at its expense etc.

Employment of physically challenged persons

The Group has no physically challenged persons in its employment. However, applications for employment by physically challenged persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicants concerned. In the event of members of staff becoming physically challenged, every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of physically challenged persons should, as far as possible, be identical with that of other employees.

Employee consultation and training

The Group places considerable value on the involvement of its employees in major policy matters and has continued its previous practices of keeping them informed on matters affecting them as employees and various factors affecting the performance of the Group. This is achieved through regular meetings between management and staff. The Group has in-house training facilities complemented when and where necessary with additional facilities from educational institutions for training its employees. The Group also provides local and offshore training for its employees as needed.

(k) Events after reporting date

Subsequent to the reporting date, the Securities and Exchange Commission (SEC) of Nigeria announced a revision to the minimum capital requirements for capital market operators, including broker dealers, trustees, and fund/portfolio managers, with a compliance deadline of 30 June 2027. This represents a non-adjusting event after the reporting period. The Board approved a resolution to undertake a private placement, subject to regulatory approvals, as part of the Group's plan to meet the revised requirement. This transaction is a non-adjusting event.

STATEMENT OF MANAGEMENT' RESPONSIBILITIES IN RELATION TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 June 2026

The CFO accept responsibility for the preparation of the Unaudited financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and in the manner required by the Companies and Allied Matters Act, 2020 and the Financial Reporting Council of Nigeria Act, 2011

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

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

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:

Kayode Fadahunsi
Managing Director
FRC/2015/PRO/DIR/003/00000011838
21 July 2026

Hakeem Raheem
Acting Chief Financial Officer
FRC/2025/PRO/ICAN/001/510331
21 July 2026

STATEMENT OF CORPORATE RESPONSIBILITY FOR THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 June 2026

Further to the provisions of section 405 of the Companies and Allied Matters Act (CAMA), 2020, we, the Managing Director/CEO and the Chief Financial Officer, hereby certify the financial statements of AVA Capital Plc for the period ended 30 June 2026 as follows:

a) That we have reviewed the unaudited consolidated and separate financial statements of the Company and its subsidiaries for the period ended 30 June 2026.

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

c) That the unaudited consolidated and separate financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Group and Company as of and for, the period ended 30 June 2026.

d) That we are responsible for establishing and maintaining internal controls and have designed such internal controls to ensure that material information relating to the Group and Company and its subsidiaries is communicated to all stakeholders, during the period ended 30 June 2026.

e) That we have evaluated the effectiveness of the Group's internal controls within 90 days prior to the date of unaudited consolidated and separate financial statements, and certify that the Group's internal controls are effective as of that date.

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

g) That we have disclosed the following information to the Group's Auditors and Board of Directors:
(i) there are no significant deficiencies in the design or operation of internal controls which could adversely affect the Group's ability to record, process, summaries and report financial data, and have identified for the Group's auditors any material weaknesses in internal controls, and
(ii) there is no fraud that involves management or other employees who have a significant role in the Group's internal control.

SIGNED ON BEHALF OF THE MANAGEMENT BY:

Kayode Fadahunsi	Hakeem Raheem
Managing Director	Acting Chief Financial Officer
FRC/2015/PRO/DIR/003/00000011838	FRC/2025/PRO/ICAN/001/510331
21 July 2026	21 July 2026

Consolidated and Separate statements of profit or loss and other comprehensive income

for the period ended 30 June 2026

	NOTES	Group June'2026 N'000	Company June'2026 N'000	Company June'2025 N'000
Revenue		3,457,436	1,196,720	274,666
Fees and Commission	6	863,459	744,726	148,274
Interest Income	7	2,044,226	195,494	126,335
Interest Expense		(1,043,994)	-	-
Net Operating Income		1,863,692	940,220	274,610
Other Income	8	549,751	256,500	56
Total Income		2,413,442	1,196,720	274,666
Personnel Expenses	9	(139,852)	(58,183)	(38,114)
Depreciation		(125,755)	(19,779)	(13,387)
Operating Expenses	10	(687,213)	(266,071)	(130,808)
Impairment On Financial Asset		-	-	-
Total Operating Expenses		(952,820)	(344,033)	(182,310)
Profit Before Tax		1,460,622	852,687	92,356
Income Tax Expense		438,187	221,699	24,013
Profit After Tax		1,022,436	630,988	68,344
Other Comprehensive Income				
Other Comprehensive Income That will not be reclassified to Profit or Loss in Subsequent Periods (Net of Tax):			-	
Net Gain on Quoted Equity Instruments at Fair Value			-	
through Other Comprehensive Income			-	
Total Other Comprehensive Income for the period				
Total Comprehensive Income Attributable To:				
Equity Holders of the Parent Entity		942,314	630,988	68,344
Non-Controlling Interests		80,122	-	-
		1,022,436	630,988	68,344

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

Consolidated and Separate Statements of Financial Position

As at 30 June 2026

	Notes	Group June'2026 N'000	Group Dec'2025 N'000	Company June'2026 N'000	Company Dec'2025 N'000
Cash & Cash Equivalent	11	7,287,353	9,386,187	5,522,974	1,541,646
Financial instruments held at amortized cost		35,096,851	4,463,559	-	-
Financial instruments held at FVTPL		64,107,471	1,412,338	-	-
Financial instruments held at FVOCI		116,840	71,462	-	-
Other Assets	12	1,424,371	748,754	255,986	90,372
Investment In Subsidiaries		-	-	5,895,000	5,895,000
Property & Equipment	17	2,924,257	3,052,035	610,051	634,623
Deferred Tax		-	5,714	-	-
Total Asset		110,957,143	19,140,049	12,284,011	8,161,641
Equity				-	
Share Capital	15	5,000,000	5,000,000	5,000,000	5,000,000
Share Premium	16	2,545,000	2,545,000	2,545,000	2,545,000
Fair Value Reserve		87,132	41,754	-	-
Retained Earnings		1,046,863	492,813	876,162	379,253
Common Acquisition Reserves		862,763	862,763	-	-
Non-Controlling Interests		3,186,122	-	-	-
		12,727,880	8,942,330	8,421,162	7,924,253
Liabilities					
Client Investment Fund	13	92,834,358	9,241,666	-	-
Accruals & Other Liabilities	14	5,261,551	669,875	3,729,495	77,049
Current Tax Liabilities		133,353	47,691	133,353	20,308
Deferred Tax Liabilities		-	238,487	-	140,031
Total Liabilities		98,229,262	10,197,719	3,862,848	237,388
Total Liabilities & Equities		110,957,143	19,140,049	12,284,011	8,161,641

The financial statements and accompanying notes to the financial statements were unaudited and have not been approved formally approved or authorized for issue by the Board of Directors on 30 June 2026 and were signed on its behalf by:

Kayode Fadahunsi (Managing Director)
FRC/2015/PRO/DIR/003/00000011838

Hakeem Raheem (Acting Chief Financial Officer)
FRC/2025/PRO/ICAN/001/510331

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

Consolidated and Separate statements of Cash Flow

for the period ended 30 June 2026

	Group	Company	Company
	Jun'2026	Jun'2026	Dec'2025
	N'000	N'000	N'000
Profit After Tax	1,022,436	630,988	500,678
Add: Depreciation	125,755	19,779	173,978
Tax Paid	(438,187)	(221,699)	(16,730)
Profit Before Changes in Operating Assets	710,004	429,069	657,926
Movement In Working Capital:			
Change In Trade & Other Receivables	(94,049,420)	(165,614)	(56,480)
Change In Deposit Liabilities	83,592,692	-	-
Change In Accruals & Other Liabilities	4,591,676	3,784,941	(14,789)
Net Cash Generated from Operations	(5,155,048)	4,048,396	586,657
Cash Flow from Investing Activities			(5,895,000)
Fixed Assets Acquisition	2,023	4,793	(638,047)
Net Cash Flow from Investing Activities	2,023	4,793	(6,533,047)
Cash Flow from Financing Activities (NCI)	3,106,000	-	-
Proceed From Share Issues	-	-	6,395,000
Net Cash Generated from Financing Activities	3,106,000	-	6,395,000
Net Increase in Cash and Cash Equivalent	(2,098,833)	4,053,189	448,610
Cash And Cash Equivalent at The Beginning of Period	9,386,187	1,541,646	1,094,331
Cash And Cash Equivalent at The End f Period	7,287,354	5,522,974	1,543,661

Notes to the consolidated and separate financial statements

For the period ended 30 June 2026

1 Corporate information

AVA Capital Plc ('the Company') was incorporated on 28 January 2014 under the Companies and Allied Matters Act, 2004 (as amended in 2020) as a private limited liability. The Company was subsequently granted a license by the Securities and Exchange Commission (SEC) to operate as a Public and Private Equity capital market operator. The Company is domiciled in Nigeria and its registered office is at 3, Glover Road, Ikoyi, Lagos. The principal activities of the Company are the provision of capital market and financial services under the supervision of the Securities and Exchange Commission (SEC).

In 2026, the Company obtained regulatory approval to convert from a private limited liability company to a public limited company (Plc) as part of its long-term strategic plan, including preparation for a future listing on the Nigerian Exchange Group. Following this approval, the Company formally changed its name from AVA Capital Limited to AVA Capital Plc by Special Resolution dated 3 December 2026.

The consolidated and separate financial statements for the period ended 30 June 2026 comprise the Company and its subsidiary (together referred to as "the Group").

2.1 Basis of accounting

The consolidated and separate financial statements have been prepared in accordance with IFRS Accounting standards. They were authorized for issue by the Group's board of directors on 30 June 2026.

Details of the Group's accounting policies, including changes thereto, are included in Note 3.

2.2 Functional and presentation currency

These financial statements are presented in Nigerian Naira, which is the Group's functional currency. All amounts have been rounded to the nearest thousands, except otherwise indicated.

2.3 Basis of measurement

The consolidated and separate financial statements have been prepared on a historical cost basis, except for the following material items, which are measured on the following alternative basis for each of the reporting date:

- Financial assets measured at fair value through Profit or Loss
- Financial assets measured at fair value through other comprehensive income

2.4 Use of estimates and judgements

In preparing the consolidated and separate financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. 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 judgments about carrying values of assets and liabilities that are not readily apparent from other sources.

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, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods. Judgments made by management in the application of IFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment are discussed in the note 5b to the account.

Revisions to estimates are recognized prospectively. Significant estimates and judgements are in relation to the following as they affect the 2026 financial statements
i.) Judgments
Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements is included in the following notes:

Note 5.1b. i - Revenue recognition - whether revenue is recognized over time or at a point in time Note 5.b.ii - Business Combination - common control transaction

Note 5.1b.iii - Foreign exchange rate

(ii.) Assumptions and estimation uncertainties
Information about assumptions and estimation uncertainties that have a significant risk of resulting into material adjustment as at the period ended 30 June 2026 is included in the following notes:

Note 5.1a.i - Impairment of financial instruments: determination of inputs into the ECL model, including key assumptions used in estimating recoverable cash flows.
Note 5.1.a.ii - Recognition of deferred tax assets- availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilized.

More details are provided in note 5b to the account.

3.1 Change in material accounting policies

The Group does not have changes in material accounting policies in the current Unaudited reporting period.

3.2 Summary of accounting policies

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

3.2.1 Basis of consolidation

(i) Business combinations

The Group applies IFRS 3 Business Combinations in accounting for business combinations.
Business combinations are accounted for using the acquisition method as at the acquisition date, that is, when control is transferred to the Group. Consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested Unaudited for impairment.
Any gain on a bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred. The Consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized in profit or loss. Any contingent consideration is measured at fair value at the date of acquisition.

The Group measures goodwill at the acquisition date as the total of:

- the fair value of the consideration transferred, which is generally measured at fair value; plus
- the recognized amount of any non-controlling interests in the acquiree; plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses.

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

When the acquisition of subsidiaries does not represent a business combination, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognized.
In the separate financial statements of the Company, investments in subsidiaries are accounted for at cost.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity if it is exposed to, or has the rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are fully consolidated from the date the Group acquires control up to the date that control ceases. They are derecognized from the date the control ceases. Control is assessed on a continuous basis.

The proportion of comprehensive income and changes in equity allocated to the group and non-controlling interests are determined on the basis of the group's present ownership interest in the subsidiary. Investments in subsidiaries are accounted for at cost less accumulated impairment losses (where applicable) in the separate financial statements. The carrying amounts of these investments are reviewed Unaudited and impaired when necessary.

Non-controlling interests are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition.

Loss of control

A disposal arises where the group loses control of a subsidiary. Upon the loss of control, the Group derecognizes the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary.

Any surplus or deficit arising on the loss of control is recognized in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as an available-for-sale asset depending on the level of influence retained.

(iii) Transfer under common control

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or business are ultimately controlled by the same person or parties both before and after the combination, and that control is not transitory. The Group applied the book value accounting method by adding the assets and liabilities acquired.

(iv) Non-controlling interests

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date.
NCI is subsequently measured at the initial recognized amount plus the share of profit and other comprehensive income attributable to the non-controlling shareholders.
The Group measures non-controlling interest at its proportionate share of the recognized amount of the identifiable net assets, at the acquisition date.

(v) Transactions eliminated on consolidation

Intra-group balances and any unrealized gains or losses or incomes and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealized gains arising from transactions with equity accounted investee are eliminated against the investment to the extent of the Group's interest in the entity.

3.2.2 **Foreign currency transactions**
Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Group entities at the exchange rates at the date of the transactions.

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

The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the year using the rates prevalent at the beginning, adjusted for effective interest and payments during the year, and the amortized cost in the functional currency at the yearend using the rates prevalent at the year end.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are re-translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the spot exchange rate at the date of the transaction.

The Group translates and records its foreign currency transactions and balances based on the exchange rate at which the future cash flows represented by the transactions or balances could have been settled, if those cash flows had occurred at the reporting date. The Nigerian Autonomous Foreign Exchange (NAFEX) rate has been used for the translation of foreign currency balances as this remains the main source of foreign currencies for the Company's transactions.

Foreign currency differences on non-monetary financial assets are recognized consistently with the classification of the underlying instrument. For equity instruments measured at FVOCI, all fair value changes, including those arising from foreign-exchange movements, are recognized in OCI. For equity instruments measured at FVTPL, foreign exchange differences form part of the fair value gain or loss recognized in profit or loss. Foreign currency differences on monetary debt instruments are recognized in profit or loss, regardless of whether the instrument is measured at FVTPL or FVOCI.

3.2.3 **Revenue**

i **Revenue from contracts with customers**
Performance obligation and revenue recognition policy

Revenue from contracts with customers is measured based on the consideration specified in a contract with a customer. The Group recognizes revenue when it transfers control of a service to a customer.

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of service	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition under IFRS 15
Advisory fees	The Group earns advisory fees from the provision of capital market and corporate finance advisory services to corporate and individual clients. .	Investment advisory fees are recognized at a point in time when the Group completes the advisory service and the client obtains the related benefit.
Management and Trusteeship fees:	The Group generates revenue primarily from the provision of asset and portfolio management services, as well as trusteeship services, to institutional and private clients. Management fees earned from discretionary and non-discretionary portfolios, as well as from collective investment schemes, are based on the value of assets under management (AUM) and are recognized on an accrual basis as the related investment management services are provided. The Group also earns trusteeship fees and related charges for services performed in accordance with the terms of the relevant trust deeds. Trusteeship fees are recognized over time on an accrual basis as the Group fulfils its continuous fiduciary and administrative responsibilities under each trust arrangement.	Revenue from both management fees and trusteeship fees is recognized over time, as the Group satisfies its performance obligations through the ongoing provision of investment management, administration and trusteeship services.
Brokerage fees	The Group earns brokerage fees from the execution of equity and fixed income trading transactions on behalf of clients. The amount of commission earned is determined based on agreed rates, applicable exchange tariffs, and regulatory guidelines governing each transaction.	These fees are recognized at a point in time, when the underlying trade is executed and the performance obligation is fully satisfied.

Intermediation fees:	Intermediation income represents margins earned from the management and placement of trust funds, being the difference between returns generated from invested assets and the amounts payable to fund providers.	Revenue from Intermediation services is recognized over time as the related services are provided.
Sign on fees:	Sign on fees represent one-off charges earned from onboarding new trust clients.	Revenue from sign on fee is recognized at a point in time when the onboarding process is completed.

ii **Other income**

Other income represents income generated from sources other than income directly related to the Group's operations. It includes foreign exchange gains

iii **Interest income**

Interest income is recognized as it accrues in the Statement of Profit or Loss, represents mainly income from placement of funds and Investment in debt securities.
Interest income calculated using the effective interest method presented in the statement of profit or loss and OCI includes interest on financial assets.

3.2.4 **Trade receivables**

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). The Group's receivables are in respect of its Withholding taxes and Trusteeship and management fees receivables.

3.2.5 **Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or for which an amount of consideration is due). If a customer pays consideration before the Group transfers the related goods or services, a contract liability is recognized when the payment is received or when the payment becomes due, whichever is earlier. Contract liabilities are subsequently recognized as revenue when the Group satisfies its performance obligations under the contract.

3.2.6 **Taxation**

i **Income tax expense**

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

ii **Current income tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income tax, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.
Current tax for the Company comprises the following taxes and levies applicable in Nigeria:

- Companies Income Tax (CIT) is computed on taxable profits after adjusting accounting profit for non-taxable income, non-deduct expenses, capital allowances (tax depreciation) and available tax losses carried forward, in accordance with the provisions of the Nigeria Tax Act.
- Development Levy is computed at 4% of assessable profits in accordance with the provisions of the Nigeria Tax Act

iii **Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

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

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or

3.2.7 **Cash and cash equivalents**

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents, as defined above are considered an integral part of the Company's cash management.

3.2.8 Financial instruments

i Recognition and initial recognition

Financial assets and liabilities are initially recognition when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction cost that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

ii Classification and subsequent measurement financial assets- classification

On initial recognition, a financial asset is classified and subsequently measured at: amortized cost, fair value through other comprehensive income (FVOCI) - debt investment; FVOCI - equity investment; or fair value through profit or loss (FVTPL).

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

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL: '- It is held

within a business model whose objective is to hold assets to collect contractual cash flows; and

Its contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal outstanding.

A debt instrument is measured at FVOCI only if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets;
- the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All other financial assets are classified as measured at FVTPL. In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes: – the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;

– how the performance of the portfolio is evaluated and reported to the Group 's management;

– the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

– how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

– the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose. While financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Held to collect

Where the Group's objective is to hold the asset (or portfolio of assets to collect the contractual cashflows, the asset (or portfolio of assets) is classified under the 'hold to collect' business model. Financial assets that are held within this business model are measured at amortized cost, (provided the asset also meets the contractual cash flow test - see below). Such assets are managed to realize cash flows by collecting contractual payments over the life of the instrument.

The Group holds portfolio of debt securities for the purpose of earning fixed interests throughout the tenor of the instrument, as well as maintaining a largely fixed interest rate profile to manage its interest rate risk exposure.

Held to collect and sell

Where the Group's objective is to hold a group of financial assets for liquidity management purposes, the portfolio of assets is classified under the 'hold to collect and sell' business model. During the year, the Group held quoted equity instruments that were designated and measured at fair value through other comprehensive income (FVOCI) in line with this business model.

Held for trading

IFRS 9 requires financial assets to be measured at fair value through profit or loss (FVTPL)if they are not held within either a business model whose objective is to hold assets to collect contractual cash flows or within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. A business model that results in measurement at FVTPL is where the financial assets are held for trading or where the assets are managed on a fair value basis

The Group held portfolios of sovereign debt securities and equity instruments that were acquired and managed for trading purposes during the year. Accordingly, these instruments were classified and measured at fair value through profit or loss (FVTPL) in line with the Group's business model and IFRS 9 requirements.

iii **Financial assets- Assessment whether contractual cash flows are solely payments of principal and interest**

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

In assessing whether the contractual cash flows are solely payments of principal and interest (SPPI), 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 or timing of cash flows;
– terms that may adjust the contractual coupon rate, including variable-rate features;
– prepayment and extension features; and
– terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the SPPI criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant on initial recognition. The Group had no financial assets held outside trading business models that failed the SPPI assessment.

iv **Financial assets - Subsequent measurement and gains and losses:**

For purposes of subsequent measurement, financial assets are classified in four categories:

• Financial assets at amortized cost;
• Financial assets designated at fair value through profit or Loss;
• Debt investments at fair value through OCI; and
• Equity investments at fair value through OCI.

Financial assets designated at fair value through profit or Loss	Debt instruments at FVTPL: Financial assets measured as fair value through profit or loss are those that have been acquired principally for the purpose of selling in the short term or repurchasing in the near term, or held as part of a portfolio that is managed together for short-term profit. These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss. The Group held portfolios of sovereign debt securities and equity instruments that were acquired and managed for trading purposes during the year.
Financial assets at amortized cost	A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL: – it is held within a business model whose objective is to hold assets to collect contractual cash flows; and – its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
	These assets are subsequently measured at amortized cost using effective interest rate method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in statement of profit or loss. Included in financial assets at amortized cost are investments in debt securities, cash and cash equivalents, intercompany receivables and trade and other receivables. Gains and losses on the assets are recognized entirely in the statement of profit or loss.

Debt investments at fair value through OCI	The Group measures debt instruments at fair value through OCI if both of the following conditions are met: - The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measure at fair value. Interest income calculated under the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. Upon derecognition, gains and losses accumulative in OCI is reclassified to profit or loss. During the year under consideration, the Group did not have any debt instruments at fair value.
Equity investments at fair value through OCI	Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by- instrument basis. These assets are subsequently measured at fair value. Dividends are recognized as income in the statement of profit or loss unless the dividend clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss. During the year, the Group held quoted equity instruments that were designated and measured at fair value through other comprehensive income (FVOCI) in line with this business model.

v **Financial liabilities - Classification, subsequent measurement and gains and losses**

Financial liabilities are measured at amortized cost or FVTPL. A financial liability is measured at FVTPL if it classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, subsequently measured at amortized cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or lost. Any gain or loss on derecognized is also recognized in profit or loss.

The Group classifies its financial liabilities as measured at amortized cost.

Derecognition

(a) Financial assets

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

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 derecognized) 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 OCI is recognized in profit or loss.

If such a modification is carried out because of financial difficulties of the borrower/counterparty, then the gain or loss is presented together with impairment losses. In other cases, it is presented as interest income calculated using the effective interest rate method.

(b) Financial liabilities

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

vi **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously. Income and expenses are presented on a net basis only when permitted under IFRS, or for gains and losses arising from a Group of similar transactions such as in the Group's trading activity.

vii **Fair value measurement**

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

When available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active market, then the Group uses valuation techniques that maximizes the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognized in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price. The fair value of a financial liability with a demand feature (e.g. a demand deposit) is not less than the amount payable on demand, discounted from the first date on which the amount could be required to be paid.

viii **Impairment**

The Group recognizes loss allowances for ECL on the following financial instruments that are not measured at FVTPL:

- financial assets that are debt instruments;
- Cash equivalent
- Trade receivables, contract assets and other financial assets

The Group measures loss allowances at an amount equal to lifetime ECL, except for the following, for which they are measured as 12-month ECL:

- debt investment securities that are determined to have low credit risk at the reporting date; and
- other financial instruments (other than lease receivables) on which credit risk has not increased significantly since their initial recognition

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL. This Lifetime ECL is measured using the simplified approach. The Group considers a debt investment security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'. The Group does not apply the low credit risk exemption to any other financial instruments.

12-month ECL are the portion of ECL that result from default events on a financial instrument that are possible within the 12 months after the reporting date. Financial instruments for which a 12-month ECL is recognized are referred to as '12 months ECL financial instruments. Life-time ECL are the ECL that result from all possible default events over the expected life of the financial instrument. Financial instruments for which a lifetime ECL is recognized but which are not credit-impaired are referred to as 'Lifetime ECL not-credit financial instruments.

Measurement of ECLs

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

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

At each reporting date, the Group assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or another financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

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

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognized in OCI viii **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Recoveries of amounts previously written off are recognized when cash is received and are included in 'impairment losses on financial instruments' in the statement of profit or loss and OCI.

3.2.8 Property and equipment

i *Recognition and measurement*

Items of property and equipment are carried at cost less accumulated depreciation and impairment losses. The cost of Property and Equipment 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. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

Any gain or loss on disposal of an item of property and equipment is recognized in profit or loss.

ii *Subsequent costs*

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

iii *Depreciation*

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property and equipment since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leased assets 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 derecognized or classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations. 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 period are as follows:

Office equipment	2 years
Furniture & Equipment's	2 years
Plant and equipment	5 years
Building	40 years
Motor Vehicles	3 years

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

iv *De-recognition*

An item of property and equipment is derecognized 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 profit or loss in the year the asset is derecognized.

v *Impairment*

Non-financial assets

The carrying amount of the Group's non-financial assets, other than inventories 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 intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time. 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.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit, or CGU").

The Group's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized 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. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3.2.9 Employee benefits

i *Short term employee benefits*
Wages, salaries, paid Unaudited leave, bonuses and non-monetary benefits are recognized as employee benefit expenses when the associated services are rendered by the employees of the Group.

ii *Defined contribution scheme*
The Group operates a defined contribution pension scheme in line with the provisions of the Pension Reform Act 2014. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. 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 insurance plans on a contractual basis. The Group contributes 10% of basic salary, housing and transport allowances, with the employee contributing a further 8%. The Group has no further payment obligations once the contributions have been paid. The contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

3.2.10 Share capital and reserves

(a) Share issue costs:
Incremental costs directly attributable to the issue of new shares or options or to the acquisition of a business are shown in equity as a deduction, net of tax, from the proceeds.

(b) Share premium:
This represents the excess amount paid by shareholders on the nominal value of the shares. The share premium is classified as an equity instrument in the statement of financial position.

3.2.11 Assets under management
The Group, through its Asset Management and Trusteeship businesses, holds and manages assets in various fiduciary capacities on behalf of institutional and private clients. These include discretionary and non-discretionary portfolios, collective investment schemes, and trust funds administered in accordance with the relevant management agreements and trust deeds.

In line with the fiduciary nature of these arrangements, the assets and related income of the trust funds, as well as certain portfolios managed by the asset management subsidiary, do not represent assets or income of the Group. Accordingly, such balances are not included in these financial statements and are disclosed off-balance sheet in the Directors' Report.

However, for specific portfolios managed by the asset management subsidiary where the underlying contractual terms create an obligation for the Group to repay or transfer funds to customers, the related balances are recognized as financial liabilities in accordance with IFRS. These amounts are therefore included in the Group's financial statements.

Management and trusteeship fees earned in respect of these services are recognized in profit or loss on an accrual basis as the performance obligations are satisfied.

3.2.12 Other assets
Prepayments include costs paid in relation to subsequent financial periods and are measured at cost less amortization for the period. The Group recognizes prepaid expense in the accounting year in which it is paid.

3.2.13 Accrued expenses
Accrued expenses are payables to related entities, general office accruals and regulatory bodies. Accounts payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Accrued expenses are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

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

3.2.15 Earnings per share
The entity presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the entity by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

3.3 New standards, amendments and interpretations that are effective during the reporting period
The following amendments to existing IFRS accounting standards became effective for Unaudited periods beginning on January 2026

Amendments to IAS 21- Lack of Exchangeability

The amendments clarify:

- when a currency is exchangeable into another currency; and
- how an entity estimates a spot rate when a currency lacks exchangeability. Assessing exchangeability: When to estimate a spot rate

A currency is exchangeable into another currency when an entity is able to exchange that currency for the other currency at the measurement date and for a specified purpose. When a currency is not exchangeable, an entity needs to estimate a spot rate.

Estimating a spot rate: Meeting the estimation objective

An entity's objective when estimating a spot rate is only that it reflects the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments contain no specific requirements on how to estimate a spot rate. Therefore, when estimating a spot rate an entity can use:

— an observable exchange rate without adjustment; or
— another estimation technique.

Under the amendments, entities will need to provide new disclosures to help users assess the impact of using an estimated exchange rate on the financial statements. This may include:

— the nature and financial impacts of the currency not being exchangeable.
— the spot exchange rate used.
— the estimation process; and
— risks to the entity because the currency is not exchangeable

The amendment did not have a material impact on the Group.

3.4 New standards, amendments and interpretations that are not yet effective and have not been adopted early by the Group

A number of new standards and amendments to standards are effective for Unaudited periods beginning after 1 January 2026 and earlier application is permitted; however, the Group has not early adopted them in preparing these financial statements. Those Standards and Interpretations which may be relevant to the Group are set out below:

i IFRS 9 and IFRS 7 amendments-Amendments to the Classification and Measurement of Financial Instruments

The International Accounting Standards Board (IASB) issued amendments to the classification and measurement requirements in IFRS 9 Financial Instruments. The key amendments include the following:

- Settlement of financial liabilities through electronic payment systems: The amendments clarify that a financial liability is derecognized on the 'settlement date'. However, the amendments provide an exception for the derecognition of financial liabilities. This exception allows the company to derecognize its trade payable before the settlement date when it uses an electronic payment system, provided that specified criteria are met.
- Additional SPPI Test for Contingent Features: The amendments introduce an additional SPPI test for financial assets with contingent feature that are not directly related to a change in basic lending risks or costs – for example, where the cash flows change depending on whether the borrower meets an ESG target specified in the loan contract. Under the amendments, certain financial assets, including those with ESG-linked features, could now meet the SPPI criterion, provided that their cash flows are not significantly different from an identical financial asset without such a feature.
- Clarification on Contractually Linked Instruments (CLIs): The amendments clarify the key characteristics of CLIs and how they differ for financial assets with non-recourse features. They also include factors that a company needs to consider when assessing the cash flows underlying a financial asset with non-recourse features (the 'look through' test).
- Additional Disclosure Requirements: The amendments require additional disclosures for investments in equity instruments designated at fa value through other comprehensive income and financial instruments with contingent features that are not directly related to a change in basic lending risks or costs and are not measured at fair value through profit or loss.

The amendments to standards are effective for Unaudited periods beginning after 1 January 2026.

ii IFRS 19 Subsidiaries without Public Accountability: Disclosures

IFRS 19: Subsidiaries without Public Accountability – Disclosures was issued on May 1, 2024, and will become effective for Unaudited reporting periods beginning on or after January 1, 2027. This standard is designed to provide simplified disclosure requirements for subsidiaries that do not have public accountability, while still requiring compliance with the recognition and measurement principles in full IFRS Standards.

The key objective of IFRS 19 is to reduce the financial reporting burden for subsidiaries within larger groups by streamlining disclosures without compromising the quality of financial information. Entities applying IFRS 19 can use the reduced disclosure framework as long as they are part of a consolidated group whose parent prepares publicly available financial statements that comply with IFRS. This ensures that stakeholders still have access to high-quality financial information while minimizing reporting costs for subsidiaries.

The implementation of IFRS 19 is expected to benefit private subsidiaries and group entities significantly by reducing the complexity and time required for financial reporting.

This standard has no impact on the Group as the Group's subsidiaries operate as regulated capital market operators and hold assets in a fiduciary capacity, and therefore meet the IFRS definition of public accountability.

ii. IFRS 18 Presentation and Disclosures in Financial Statements

The new standard introduces the following key new requirements:

- It promotes a more structured income statement, in particular, it introduces a newly defined 'operating profit' subtotal and a requirement for all income and expenses to be classified into three new distinct categories, operating, investing, and financing, based on a company's main business activities.
- All companies are required to report the newly defined 'operating profit' subtotal – an important measure for investors' understanding of a company's operating results – i.e. investing and financing results are specifically excluded. This means that the results of equity-accounted

investees are no longer part of operating profit and are presented in the 'investing' category.
•Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
•Enhanced guidance is provided on how to group information in the financial statements. This includes guidance on whether information is included in the primary financial statements or is further disaggregated in the notes. Companies are discouraged from labelling items as 'other' and will now be required to disclose more information if they continue to do so.
•Entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.
•It also requires Companies to analyses their operating expenses directly on the face of the income statement – either by nature, by function or using a mixed presentation. If any items are presented by function on the face of the income statement (e.g. cost of sales), then a company provides more detailed disclosures about their nature.

The standards are effective for Unaudited periods beginning after 1 January 2026.

The Group is yet to carry out an assessment to determine the impact that the amendments could have on its business; however, the Group will adopt the standard for the year ending 30 June 2027.

5 Financial risk management report Introduction and overview

(a) Enterprise Risk Management (ERM)

Enterprise Risk Management (ERM) is a plan-based business strategy that aims to identify, assess, and prepare for any dangers, hazards, and other potentials for disaster-both physical and figurative-that may interfere with an organization's operations and objectives. Management is fully aware that every financial, operational or strategic decision made may either adversely affect or strengthen our ability to meet the Group's organizational objectives. Management is also aware of the need to balance the contradictory pressures of greater entrepreneurialism with losses from downside risks. Thus, risk is seen as the level of exposure – opportunity, threat, and uncertainty that must be identified, understood, measured and effectively managed, as the Group's executes its strategies to achieve its business objectives and create value.
The risks associated with the Group's businesses include - financial risks (which consist of credit, market, and liquidity risk), operational risk, concentration risk, reputational risk, interest rate risk, downgrade risk, business risk, regulatory compliance risk and environment and social risk.
Management took the above and the COSO risk management framework into consideration while formulating a leak-proof risk management policy, most importantly considering the peculiarity of the macroeconomic environment.

Management is committed to her vision, which is to help investors achieve and maintain long-term financial success. In achieving this vision, we have come to accept that it will face risks to its market, financial, liquidity, strategy, operational risks, and any other risks associated with the protection of its people, property, and reputation. This document describes the policies by which the entire spectrum of these risks is to be effectively managed. The Group defines risk as any potential event which could prevent the achievement of its own objective.

The Board of Directors shall be responsible for providing direction, guidance, and oversight to the Group and ensures that the affairs of the entity are carried out in the best interest of the organization. It has a duty to act carefully in fulfilling the important task of directing and monitoring the activities of management, ensuring that the Group's day-to-day operations are in the hands of qualified, honest and competent management.

Specific risk management duties of the Board are:

a. Approves and review, on at least an Unaudited basis, the overall business strategies and significant policies of the organization named as corporate policies.
b. Establishes the structure of the organization and its administration, including its operational and administrative units, their sub-units and functions, supervisory positions and relationships;
c. Establishes the function of the Board Audit Committee, in accordance with appropriate regulatory guidelines.
d. Understand the major risks run by the institution and set acceptable levels of appetite and tolerances for these risks and ensure that senior management is monitoring the effectiveness of the risk management system;
e. Formally reviews, at least once a year, the risk management system and the internal audit function;
f. Ensure that an adequate and effective system of risk managements is established and maintained.
g. Ensures the independence of the audit function and that sufficient human and material resources are available for the adequate performance of its functions and duties.

Responsibilities of Senior Management

The senior managers are ultimately responsible for Group's organizational and procedural controls and to fulfil this responsibility by ensuring the integrity of risk management systems and by ensuring that the system is characterized by a culture of control and that it is accountable for the performance of its responsibilities.
Specific risk management duties of the senior managers shall be to:

a. Implement strategies and policies approved by the Board;
b. Develop processes that identify, measure, monitor, and control risks incurred by the institution;
c. Maintain an organizational structure that assigns responsibility, authority and reporting relationships;
d. Ensure that delegated responsibilities are effectively carried out, set appropriate risk management policies, internal audit/control policies; and monitor the adequacy and effectiveness of the risk management system;
e. Ensure that outsourced services of any kind are with licensed companies that they have an adequate risk management system. The contracts for these services shall stipulate that external auditors, internal auditors, and other assurance functions/examiners have access to any documentation or information source, or system that may be requested in the discharge of their respective functions.
f. Ensure that the internal audit department is kept fully informed of new developments, initiatives, products, and operational changes.

Risk Management

• All business units must support and maintain a system of risk management that is optimized to provide stakeholders including the Board and Management with a reasonable assurance, based on a weighing of costs and benefits, that objectives will be met.

• Specifically, the internal structure must be guided by the below principles:

a. Aligns with global best practices with respect to risk managements.
b. Compliance with Applicable Laws and Regulations of Other Regulatory Agencies and other best practice regulations of a respectable jurisdiction.
c. It is the Group's policy to comply fully with all laws, regulations and standards applicable to its business operations. Violations of such laws may expose the Group and its employees to severe civil and criminal penalties

Risk appetite principles

The following principles guide the definition of the Group's risk appetite:

-The Group adopts a top-down risk appetite definition approach based on analysis of the internal and external environment.
-The Board of Directors, through the Finance and Risk Management Committee, have direct responsibility for articulating the Group's risk appetite.
-The Head of Finance recommends the most appropriate metrics/statements for defining the risk appetite.
-The Risk Appetite metrics/statements are forwarded for adoption/approval.
-Risk Appetite metrics/statements are quantitative, specific and easily measurable.

The Group is exposed to the following major risks from its use of financial instruments:
- Liquidity risks
- Foreign exchange risk

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

(b) Risk Management

The risk management policies in the Group are established to identify and analyses the risks faced by the Group, to set appropriate risk limits and controls, to monitor risks and adherence to limits. This policy is subject to review at least once a year, but more frequent reviews may be conducted in the opinion of the Board, when changes in laws, regulations, market conditions or the Group's activities are material enough to impact on the continued adoption of existing policies.

The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment, in which all employees understand their roles and obligations.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

Risk Management Process

Risk response should be measured in terms of efficiency and effectiveness. Efficiency measures the cost of implementing risk management responses in terms of time, money and resources, whereas effectiveness measures the relative degree to which the responses reduce the impact or likelihood of the risk occurring. To maximize efficiency and effectiveness of risk responses, monitoring and reporting should be integrated with existing business processes and reporting as far as possible.

Risk management methodology

In line with the COSO Framework the Group manages risk using the 5 principles approach:

Establish a control environment
Risk assessment: Opportunity, Uncertainty and Hazard. Control activity: Preventive, detective and corrective
Implement Information and communication system: Collect, record, analyses and retain Monitor risk management system.

C Market risk Group

(a) Price risk

The Group is exposed to equity price risk arising from its investments in quoted equity instruments measured at fair value through profit or loss (FVTPL) and fair value through other comprehensive income (FVOCI), as well as from its investments in mutual funds. The fair values of these instruments fluctuate in response to movements in market prices and, for mutual funds, changes in their published Net Asset Values (NAVs).

To manage this risk, the Group diversifies its investment portfolio in line with limits and guidelines approved by the Board. The Group's equity investments are listed on the Nigerian Exchange Group (NGX) and the NASD OTC Securities Exchange, while its mutual fund investments are valued using published NAVs.

Based on historical volatility and market conditions, management considers a 100-basis point in the relevant market indices and mutual fund NAVs to be a reasonably possible change at the reporting date.

(b) Foreign Exchange Risk

The Group is exposed to foreign exchange risk on its investments in USD denominated mutual funds. The fair value of these funds fluctuates with changes in both the Net Asset Value (NAV) of the underlying investments and movements in the USD/NGN exchange rate. Accordingly, foreign exchange risk arises because changes in the USD exchange rate directly affect the Naira-equivalent value of the Group's holdings.

As at 30 June 2026, the Group and Company's exposure to foreign exchange risk from its foreign currency bank balances was considered immaterial, as foreign currency denominated balances were insignificant. Accordingly, no further disclosures have been provided, as additional analysis would not offer meaningful information to users of the financial statements. The primary source of the Group's foreign currency exposure therefore relates to its USD mutual fund investments.

Foreign exchange risk is monitored under the Group's risk management framework, and exposures are measured regularly to ensure compliance with approved internal limits.

A sensitivity analysis illustrating the impact of reasonably possible changes in the USD/NGN exchange rate on the fair value of the Group's USD denominated mutual funds is presented below.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. For the Group, credit risk primarily arises from financial assets that contain contractual cash flows and are therefore subject to expected credit loss (ECL) assessment under IFRS 9. These include; Trade and other receivables, Investments measured at amortized cost, as well as cash and cash equivalents.

(i) **Credit risk exposure**

Maximum exposure to credit risk – Financial instruments subject to impairment

Credit risk exposure

The following table sets out information about the credit quality of financial assets measured at amortized cost. It indicates whether assets measured at amortized cost were subject to a 12-month ECL or Lifetime ECL allowance and, in the latter case, whether they were credit impaired. Bank balances are treated as low credit risk and measured at 12-month ECL.

(c) **Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Surplus cash held by the Group over and above balance required for working capital management are invested in interest earning current accounts and short- t e r m deposits, choosing instruments with appropriate maturities. At the reporting date, the Group held liquid cash assets of N9.38 billion which is expected to readily generate cash inflows for managing liquidity risk.

Stress testing is conducted based on historical data to determine the suitability of liquidity buffers.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

Group 30 June 2026 - Maturity analysis of financial assets and liabilities

Company 30 June 2026 - Maturity analysis of financial assets and liabilities.

(d) **Fair value of financial assets and liabilities**

IFRS 13 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Group's market assumptions. These two types of inputs have created the following fair value hierarchy:

(i) Level 1: Quoted market price (unadjusted) in an active market for an identical instrument.

(ii) Level2: Inputs other than quoted prices included within Level 1 that are observable either directly (i.e.as prices or indirectly (i.e. Derived from prices). This category includes instruments valued using: quoted market prices inactive markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

(iii) Level3: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs that are not observable and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

This hierarchy requires the use of observable market data when available.

The Group holds investment securities that are measured at fair value at the reporting date, comprising quoted equity instruments classified as FVTPL and FVOCI, as well as investments in mutual funds. As at 30 June 2026, the Group held mutual fund investments measured at FVTPL of ₦1.319bn. These investments are valued using published NAVs provided by the asset managers. Because these NAVs are not quoted prices in an active market for identical instruments, the Group classifies the fair value measurement of mutual funds within Level 2 of the IFRS 13 hierarchy.

Fair-value disclosures for these instruments, including their classification within the IFRS 13 fair-value hierarchy, are presented below;

Cash and cash equivalents

Cash and cash equivalents represent cash held and bank balances with other banks. The fair value of these balances is their carrying amounts.

(i) Financial asset at amortized cost

The fair value of treasury bills is determined by reference to quoted yield to maturities of the instrument as published on the Financial Market Dealer Quotation ("FMDQ") website.

(ii) Other assets, other liabilities

These represent monetary assets and liabilities, respectively, which usually have a short cycle period hence the impact of discounting is insignificant. Thus, the amount payable or receivable on demand is a reasonable approximation of their fair values.

(e) Capital risk management

The Group's objective in managing capital is to maintain a strong capital base that supports its business continuity, meets regulatory requirements, and provides returns to shareholders. As at the reporting date, the Group does not have any borrowing which can hamper its going concern ability.

The Group monitors capital adequacy in line with the regulatory capital framework prescribed by the Securities and Exchange Commission (SEC) for trustee businesses. As at the reporting date, the Group's total share capital and share premium amounted to ₦7.5 billion.

Subsequent to the reporting date, the Securities and Exchange Commission (SEC) of Nigeria announced revised minimum capital requirements applicable to Capital Market Operators with a compliance deadline of 30 June 2027.

This represents a non-adjusting event after the reporting period. Management is evaluating appropriate recapitalization options to ensure compliance

5.1 USE OF ESTIMATES AND JUDGMENTS

Estimates And Assumptions

i. Impairment losses on financial assets

The measurement of the expected credit loss (ECL) allowance for financial assets measured at amortized cost and FVOCI requires the use of complex models and significant assumptions about future economic conditions and credit behavior. For the Company, the primary financial assets subject to ECL are bank balances and short-term placements.

The determination of ECL involves significant judgements, including:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL, including historical loss experience;
- Establishing forward looking scenarios for each type of product/market and assigning probability weightings to these scenarios; and
- Grouping financial assets with similar credit risk characteristics for ECL measurement purposes.

The methodology and assumptions used for estimating both the amount and timing of expected cash flows are reviewed regularly to minimize differences between estimated losses and actual loss experience.

The ECL assessment considers current and forecasted macroeconomic conditions, including factors such as the creditworthiness of counterparties. Management believes the estimates applied are reasonable and appropriate at the reporting date; however, actual results could differ, which may require adjustments in future periods.

(ii) Recoverability of deferred tax assets

The determination of deferred tax requires the application of significant judgement and the use of estimates. Deferred tax arises from temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their corresponding tax bases. In assessing deferred tax, the Company evaluates which temporary differences give rise to taxable temporary differences (resulting in deferred tax liabilities) and which create deductible temporary differences (which may result in deferred tax assets).

Recognition of deferred tax assets requires judgement in assessing whether sufficient future taxable profits will be available to utilize deductible temporary differences and any unutilized tax losses. This assessment involves estimating the timing and level of future taxable income, considering uncertainties relating to income projections, tax-deductible expenses, and non-deductible or tax-exempt items. Deferred tax assets are recognized only to the extent that it is considered probable they will be recovered.

Measurement of deferred tax liabilities involves estimating the timing of reversal of taxable temporary differences and applying the tax rates that are enacted or substantively enacted at the reporting date. The Company reviews the carrying amounts of both deferred tax assets and deferred tax liabilities at each reporting date and updates the measurements to reflect changes in expectations and applicable tax legislation.

For the period ended 30 June 2026, the Company has not recognized a deferred tax liability at the Group level, deferred tax assets amounted

b Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have significant effect on the amount recognized in the financial statements:

i Revenue recognition

The application of IFRS 15 – Revenue from Contracts with Customers requires management to exercise significant judgement when determining the timing and pattern of revenue recognition across the Group's service arrangements. A key judgement involves assessing whether revenue should be recognized over time or at a point in time, based on the nature of each performance obligation.

In forming these judgements, management evaluates the characteristics of the Group's performance obligations, how and when services are delivered, and the point at which customers obtain control of the promised services.

For trusteeship, administration, portfolio oversight, and other continuous management services, the Group provides ongoing monitoring, administration, and management throughout the service period. Customers simultaneously receive and consume the benefits as the services are performed. Accordingly, management concludes that these performance obligations are satisfied over time. Revenue from trusteeship services, management fees, administration fees, and intermediation income is therefore recognized over the period in which services are delivered, typically using a time-elapsed or stage-of-completion basis, depending on the nature of the arrangement.

For advisory services, the Group's obligation is generally to deliver a specific report, recommendation, or advisory output that provides value to the customer only when delivered. The customer does not receive or consume benefits continuously during the advisory process; rather, the benefit transfers at the point the deliverable is provided. Management therefore concludes that advisory services are satisfied at a point in time, and revenue is recognized when control of the advisory output passes to the customer. Management reviews these judgements periodically to ensure they remain aligned with the economic substance of the Group's contractual arrangements and

ii Business combination - common control transaction

A transaction is considered a common control combination when the combining entities are ultimately controlled by the same party before and after the transaction, and such control is not temporary. When the acquisition does not represent a business, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognized.

A business combination is a "common control combination" if the combining entities are ultimately controlled by the same party both before and after the combination; and common control is not transitory. A business combination involving entities or businesses under common control are outside the scope of IFRS 3: Business Combinations, and there is no specific IFRS guidance.

Accordingly, directors have applied its judgement to develop an accounting policy that is relevant and reliable, where there is no specifically applicable standard or interpretation in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors. In making this judgement, the directors consider the requirements of IFRS dealing with similar and related issues and the definitions, recognition criteria and measurement concepts for assets, liabilities, income and expenses in the framework. The directors also consider the most recent pronouncements of other standard setting bodies that use a similar conceptual framework to develop accounting standards, to the extent that these do not conflict with the IFRS Framework or any other IFRS or interpretation.

In accounting for the common control transaction, management has decided to adopt the book value accounting on the basis that the investment has simply been moved from one part of the group to another. The chosen accounting policy shall be applied consistently to all common control transactions. In applying book value accounting, an adjustment may be required in equity to reflect any difference between the consideration paid and the capital of the acquiree.
Management has decided to reflect the adjustment in a capital account called "common control acquisition reserves".

Common Control Combination Internal Group Restructuring

On 18 December 2025, AVA Capital Limited (the "Company" or "Group holding company") completed an internal restructuring under which it became the immediate parent of AVA Global Asset Management Limited ("AVA GAM"), AVA Trustees Limited, and AVA Securities Limited (together, "the combining entities"). Prior to the restructuring, the shareholdings of these entities were held within the wider AVA Group.

The restructuring was executed under a Share Transfer Agreement, pursuant to which the Company acquired 100% of the shares in AVA Trustees Limited and AVA Securities Limited and 99.9999998% of the shares in AVA GAM for ₦1 per share, paid to the previous shareholders within the Group. The transaction did not result in a change in the ultimate controlling party, PROSPERIS Holdings Limited, and the combining entities had always operated as subsidiaries within the broader AVA Group.

Accordingly, the transaction represents a business combination under common control, which is outside the scope of IFRS 3 Business Combinations.

Basis of Accounting

In line with the nature of transactions under common control, the Group applied the book value (predecessor) accounting method. Under this method:

The assets and liabilities of AVA GAM, AVA Trustees, and AVA Securities were recognized at their existing carrying amounts as previously reported within the ultimate parent's consolidated financial statements;
No goodwill was recognized; and
Any difference between the consideration transferred and the carrying amount of the net assets acquired was recognized directly in equity.

The business combination has been accounted for from the perspective of PROSPERIS Holdings Limited, the ultimate controlling entity. The book value of the assets and liabilities was considered on the basis that the acquisition is a common control transaction and the investments simply moved from one part of the group to another. In applying book value accounting, an adjustment has been made in equity (common control reserves) to reflect the difference of ₦862 million between the surplus of nets assets over the Company's investment.

Combination Date

Although legal control was obtained on 18 December 2025, management determined that, for accounting purposes, the appropriate combination date was 30 November 2025. In applying this date, the Group consolidated one full month of financial information for the combining entities. This treatment reflects management's judgement that the difference between consolidating for the actual days of control and for the full month would not result in a materially different outcome. The use of a full-month figure also aligns with the Group's monthly close process.

Determination of common control acquisition reserves

In thousands of naira	AVA Securities	AVA Trustees	AVA GAM	Group
Identified Net assets as at 1 January 2025	561,836	1,130,089	1,145,847	2,837,772
Profit for period ending 30 November 2025	6,644	222,141	301,206	529,991
Net assets as at 30 November 2025	**568,480**	**1,352,230**	**1,374,288**	**3,367,763**
Consideration paid as at 30 November 2025	505,000	1,000,000	1,000,000	2,505,000
Receivables from subsidiaries as at 30 November 2025	-	-	-	-
Goodwill to be recognized at the group	-	-	-	-
Total value of AVA Capital investments in the subsidiaries	**505,000**	**1,000,000**	**1,000,000**	**2,505,000**
Common control acquisition reserves	**63,480**	**352,230**	**447,053**	**862,763**

As at the date of the common control acquisition, Total cash and cash equivalent balance held by the subsidiaries was N895.5 million.

(iii) Foreign exchange rate

The Group translates and records its foreign currency transactions and balances based on the exchange rate at which the future cash flows represented by the transactions or balances could have been settled, if those cash flows had occurred at the reporting date. The Nigerian Autonomous Foreign Exchange (NAFEX) rate has been used for the translation of foreign currency balances as this remains the main source of foreign currencies for the Group's transactions. For transactions where the rate at determined based on the parties involved in the transaction, the rates agreed with the parties are considered to be the appropriate rate.

Notes to the consolidated and separate financial statements
For the period ended 30 June 2026

6. Fees and Commission Income	Group 30-Jun-26 N'000	Company 30-Jun-26 N'000	Company 30-Jun-25 N'000
Advisory fee	981,164	981,164	148,274
Brokerage Commission	44,295		
Management Fees	74,439		
Cost of Service	(236,438)	(236,438)	
	863,459	744,726	148,274

7. Interest income	Group 30-Jun-26 N'000	Company 30-Jun-26 N'000	Company 30-Jun-25 N'000
Interest Income on Debt Securities at Amortized Cost	315,439	-	-
Interest Income on Cash and Cash Equivalent	1,728,787	195,494	126,335
	2,044,226	195,494	126,335

8. Other Income	Group 30-Jun-26 N'000	Company 30-Jun-26 N'000	Company 30-Jun-25 N'000
Other Income	60,634	-	56
Dividend Income	268,956	256,500	-
Commission Income	163,266	-	-
Proprietary Trading Income	22,530	-	-
Fair Value Gain	34,365	-	-
	549,751	256,500	56

9. Personnel Expenses	Group 30-Jun-26 N'000	Company 30-Jun-26 N'000	Company 30-Jun-25 N'000
Salaries and Other Wages	30,336	11,806	6,987
Statutory Contribution (PAYE, Pension)	7,834	3,482	3,089
Other Staff Cost	101,681	42,895	28,039
	139,852	58,183	38,114

10. Operating Expenses	Group 30-Jun-26 N'000	Company 30-Jun-26 N'000	Company 30-Jun-25 N'000
Auditor's remuneration	9,040	2,430	8,103
Office Expenses	40,435	21,389	9,891
Advertising and Branding	15,392	13,304	7,649
Travel Expenses	30,330	8,563	3,531
IT Expenses	3,452	-	8,125
Bank Charges	8,101	1,004	23
Insurance	15,160	1,974	3,125
Rent	28,495	8,821	250
Repairs & Maintenance	25,401	9,312	644
Business Development	-	-	2,377
Medical	6,246	-	2,750
Corp Strategy	12,189	11,512	1,000
Training	10,652	-	9,345
Board of Director's Expenses	6,650	1,350	3,000
Year End Expenses	37,822	11,000	3,386
Legal and Professional fees	4,961	1,025	2,191
Other Operating Expenses	432,888	174,386	65,419
	687,212	266,071	130,808

11. Cash & Cash Equivalent	Group 30-Jun-26 N'000	Group 31-Dec-25 N'000	Company 30-Jun-26 N'000	Company 31-Dec-25 N'000
Bank Balances	7,287,353	9,386,188	5,522,974	1,541,646
Financial Instruments held at Amortised Cost	35,096,851	4,463,559	-	-
Financial Instruments held at FVTPL	64,107,471	1,412,338	-	-
Financial Instruments held at OCI	116,840	71,462	-	-
	106,608,515	15,260,067	5,522,974	1,541,646

12. Other Assets	Group 30-Jun-26 N'000	Group 31-Dec-25 N'000	Company 30-Jun-26 N'000	Company 31-Dec-25 N'000
Prepayments	191,871	65,217	69,541	27,197
Receivables	1,232,500	683,537	186,445	63,175
Intangible Assets	-		-	
	1,424,371	748,754	255,986	90,372

13. Client Investment Fund	Group 30-Jun-26 N'000	Group 31-Dec-25 N'000	Company 30-Jun-26 N'000	Company 31-Dec-25 N'000
	92,834,358	9,241,666	-	-

14. Accruals & Other Liabilities	Group 30-Jun-26 N'000	Group 31-Dec-25 N'000	Company 30-Jun-26 N'000	Company 31-Dec-25 N'000
Accruals	66,959	81,271	8,441	25,327
Payables	1,413,551	373,065	72,905	22,260
Other Payables	3,781,275	215,539	3,648,483	29,463
	5,261,551	669,875	3,729,495	77,049

15. Share capital	Group 30-Jun-26 N'000	Group 31-Dec-25 N'000	Company 30-Jun-26 N'000	Company 31-Dec-25 N'000
Balance at beginning of year	5,000,000	400,000	5,000,000	5,000,000
Additional	-	4,600,000		
Balance at end of period	5,000,000	5,000,000	5,000,000	5,000,000

16. Share premium	Group 30-Jun-26 N'000	Group 31-Dec-25 N'000	Company 30-Jun-26 N'000	Company 31-Dec-25 N'000
Balance at beginning of year	2,545,000	750,000	2,545,000	750,000
Additional	-	1,900,000	-	1,900,000
Cost of issue	-	(105,000)	-	(105,000)
Balance at end of period	2,545,000	2,545,000	2,545,000	2,545,000

17. Property, Plant & Equipment	Motor Vehicle	Furniture & Fittings	Computer Equipment	Office Equipment	Building Property	Land	Plant & Equipment	Total
Cost	N'000	N'000	N'000	N'000	N'000	N'000	N'000	N'000
As at 1 January 2026	198,110	645,751	42,363	35,660	2,000,455	200,000	157,560	3,279,899
Additions								-
As at 30 June 2026	**198,110**	**645,751**	**42,363**	**35,660**	**2,000,455**	**200,000**	**157,560**	**3,279,899**
Accumulated Depreciation								
As at 1 January 2026	156,324	65,257	31,721	33,523	13,753	-	14,851	300,578
Charge for the year	30,465	43,249	1604	1,016	35,705	-	13,716	125,755
As at 30 June 2026	**186,789**	**108,586**	**33,325**	**34,539**	**49,458**	**-**	**28,567**	**426,333**
Carrying amount								
As at 30 June 2026	**11,321**	**537,246**	**9,038**	**1,121**	**1,950,997**	**200,000**	**128,993**	**2,924,257**

Basic/diluted earnings per share amounts is calculated by dividing the net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary share outstanding at the reporting date.

The following reflects the profit and shares data used in the basic/diluted earnings per share computations:

in thousands of Nigerian Naira	GROUP 31-June-26	COMPANY 31-June-26	31-Dec-24
Net profit	1,022,436	630,988	(20,956)
Weighted average number of ordinary shares for basic/diluted earnings per share	5,000,000	5,000,000	400,000
Basic/diluted earnings per ordinary share (Kobo)	20.4	12.6	(0.1)

There have been no other transactions involving ordinary share or potential ordinary share between the reporting date and the date of completion of these financial statements.

18 Fee receivable represents accrued income from Asset Under Management and fiduciary services, which is recognized over time in line with the Group's revenue recognition policy.

19 Investment in subsidiaries

	30-Jun-26 N'000
Investment in Subsidiary - Ava Gam	3,000,000
Investment in Subsidiary - Ava Trustees	1,500,000
Investment in Subsidiary - Ava Sec	1,395,000
	5,895,000

Subsidiary,	Country of Incorporation and principal place of Business	Proportion of Shares held directly by the parent
AVA Global Asset Manager Limited (Note 16 (i))	Nigeria	60%
AVA Trustee Limited (Note 16 (ii)	Nigeria	75%
AVA Securities Limited (Note 16 (iii)	Nigeria	70%

i AVA Securities Limited
AVA Securities Limited provides securities dealing and brokerage services, facilitating the execution of trades in fixed income instruments and equities for both individual and corporate clients. The Company operates through registered trading platforms in Nigeria and earns brokerage fees and commissions from these services. AVA Securities Limited was incorporated on 30 April 2009.

ii AVA Global Asset Manager Limited
AVA Global Asset Managers Limited provides asset and fund management services to individual and corporate clients, earning income from management fees and commissions. The company manages both discretionary portfolios and collective investment schemes. The Company was incorporated under the Company and Allied Matters Act,2004 (as amended in 2020) as a private limited liability company on 13 August 2014.

iii AVA Trustee Limited

AVA Trustees Limited provide trusteeship services to institutional and private investors. The Company also provides portfolio management/financial/investment advisory services, and acts as nominee, executor of wills and administer of estates. The Company was incorporated as a private limited liability company on 12 August 2020 and commenced operations in January 2021.

20 Related parties
The Group is majority owned by Prosperis Holding Company Limited, which holds 76.94% of the equity of AVA Capital Plc. The Group's consolidated subsidiaries include AVA Global Asset Managers Limited, AVA Securities Limited, and AVA Trustees Limited. Other entities under common control of Prosperis Holding Company Limited such as Trives Financials Limited, Trives Finance Limited, and Jabetza Realty Limited also qualify as related parties.

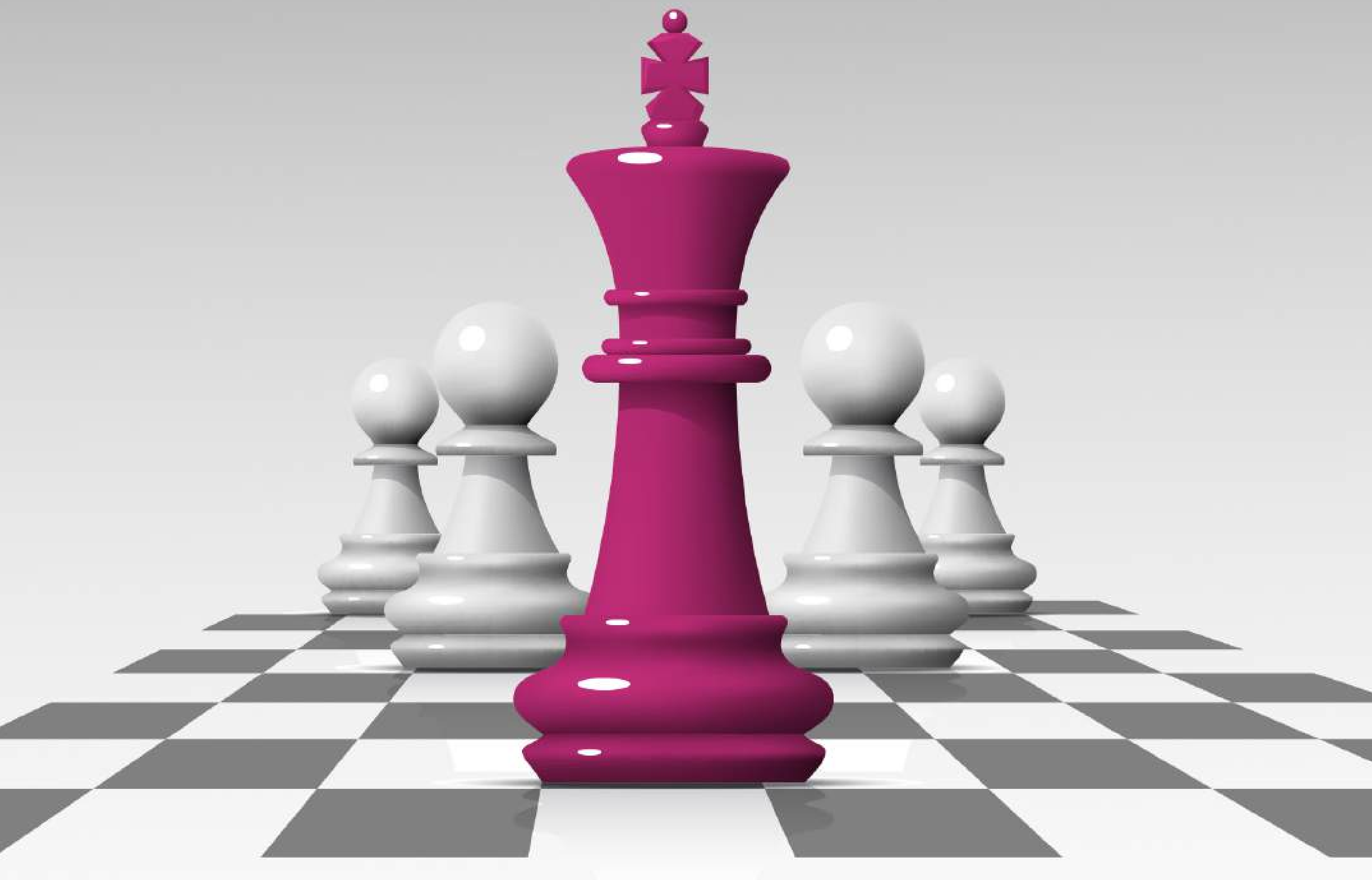
Accordingly, these entities, together with the Group's directors and key management personnel, constitute the Group's related parties for financial reporting purposes.

21 Key management personnel
The Group's key management personnel, and persons connected with them, are also considered to be related parties. The definition of key management includes the close members of family of key personnel and any entity over which they exercise control. The key management personnel have been identified as the directors of the Group. Close members of family are those family members who may be expected to influence, or be influenced by that individual in their dealings with the Group. See notes 12.3 and 12.4 for details of key management personnel's compensation and Director's emoluments.

22 Contingent liabilities and capital commitments
There were no contingent liabilities and capital commitments at the period end 30 June (2026: Nil)

23 Events after reporting date
Subsequent to the reporting date, the Securities and Exchange Commission (SEC) of Nigeria announced a revision to the minimum capital requirements for capital market operators, including broker dealers, trustees, and fund/portfolio managers, with a compliance deadline of 30 June 2027. This represents a non- adjusting event after the reporting period. The Board approved a resolution to undertake a private placement, subject to regulatory approvals, as part of the Group's plan to meet the revised requirement. This transaction is a non-adjusting event.

24 Asset Under Management (AUM)
The Group provides discretionary and non-discretionary investment management services to institutional and private investors. Commissions and fees earned in respect of trust and management activities performed are included in profit or loss.



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