

NCR (NIGERIA) PLC



**FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

NCR (NIGERIA) PLC
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FOR THE YEAR ENDED 31 DECEMBER 2025

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NCR (NIGERIA) PLC

**CORPORATE INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2025**

BOARD OF DIRECTORS, PROFESSIONAL ADVISERS, ETC.

REGISTRATION NUMBER: RC 751

| BOARD OF DIRECTORS: | | Nationality | Deceased | Appointed |
|--|----------|--------------------|-----------------|------------------|
| Matthew Adefila | Chairman | Nigerian | | 27-Mar-2026 |
| Otunba Adekunle Ojora OFR, CON, FNIM, JP | Chairman | Nigerian | 27-Mar-2026 | |
| Chief Bisade Biobaku | Director | Nigerian | | |
| Chukwueke Onyekachi Caleb | Director | Nigerian | | |
| Ashimi Abdulqudus Anuoluwa | Director | Nigerian | | |
| Chief Prosper Okpue | Director | Nigerian | | 22-Oct-2025 |

REGISTERED OFFICE: 10th Floor, ST. Nicholas House Catholic Mission Street,
Lagos Island, Lagos State, Nigeria.

PREVIOUS ADDRESS: NCR (Nigeria) Plc
NCR House
6, Broad Street
P.O. Box 509
Lagos State, Nigeria.

COMPANY SECRETARIES: Alsec Nominees Limited
St. Nicholas House
10th, 12th and 13th Floors
Catholic Mission Street
Lagos State.
Nigeria
Tel: 01 - 2774920, 08033529393

INDEPENDENT AUDITORS: Grant Thornton Nigeria
(Chartered Accountants)
2A Ogalade Close
Victoria Island
Lagos State.

REGISTRAR: Apel Capital Registrars Limited
Apel House,
8, Alhaji Bashorun Street,
Off Norman Williams,
South-West Ikoyi, Lagos
Nigeria
Tel: 01 -2932121, 07046277071

SOLICITOR: Olaniwun Ajayi
The Adunola, Plot L2, Banana Island,
Ikoyi, Lagos
Nigeria

BANKERS: Access Bank Plc
CitiBank
EcoBank Plc
Fidelity Bank Plc
First Bank Nigeria Plc
First City Monument Bank Plc
Guaranty Trust Bank Plc
Keystone Bank Plc
Stanbic IBTC Plc
Sterling Bank Plc
Union Bank Plc
United Bank of Africa Plc
Wema Bank Plc
Zenith Bank Plc

NCR (NIGERIA) PLC
FINANCIAL HIGHLIGHTS

| | 2025 ₦'000 | 2024 ₦'000 | Change % |
|---|-----------------------------|-----------------------------|---------------------------|
| Revenue | 3,081,844 | 2,149,966 | 43 |
| Profit/(Loss) before taxation | 249,890 | (2,161,149) | (112) |
| Taxation | (37,483) | (11,053) | 239 |
| Profit/(Loss) after taxation | 212,406 | (2,172,202) | (110) |
| Total comprehensive profit/(loss) | 125,994 | (2,203,992) | (106) |
| Profit/(Loss) per share (₦) | 1.97 | (20.11) | (110) |
| Total assets | 7,767,022 | 4,427,534 | 75 |
| Issued and fully paid share capital (₦) | 54,000 | 54,000 | - |
| Issued and fully paid share capital (Units) | 108,000 | 108,000 | - |

Dividend payment was not declared during the year.

NCR (NIGERIA) PLC

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

The directors present their report to the members of NCR (Nigeria) Plc together with the audited financial statements for the year ended 31 December 2025, which disclose the state of affairs of the company.

Legal Form

The company was incorporated on 9 December 1949 under the Companies Act of 1922 and is domiciled in Nigeria. The Company commenced operations under the name National Cash Register Company (West Africa) Limited and changed its name to NCR (Nigeria) Limited in 1974. The company was granted a listing on the Nigerian Exchange Limited (formerly Nigeria Stock Exchange) on 30 May 1979. In 1990, the name of the Company was later changed to NCR (Nigeria) Plc in compliance with the Companies and Allied Matters Decree 1990. The name of the Company was changed to ATandT Global Information Solutions (Nigeria) Plc in 1994 and on 16 July 1996 the Company adopted its present name of NCR (Nigeria) Plc.

The company is a subsidiary of NCR Atleos (NYSE: NCR), the global leader in consumer transaction technologies, turning everyday interactions with businesses into exceptional experiences. With its software, hardware, and portfolio of services, NCR enables more than 550 million transactions daily across retail, financial, travel, hospitality, telecom, and technology, and small business. NCR solutions run the everyday transactions that make your life easier.

The company introduced the first ATM in Nigeria in 1989.

NCR is headquartered in Atlanta, United States of America, with over 38,000 employees and does business in 180 countries. NCR is a trademark of NCR Atleos in the United States of America ("NCR Atleos") and other countries.

61.76% of the share capital of the Company is held by NCR Atleos, while the balance of 38.24% is held by Nigerians.

Principal Activity

The company's principal activity includes the provision of technology and services that help businesses connect, interact, and transact with their customers. The company is a technology Company that provides innovative products which include:

- * ATM (Automated Teller Machines)
- * ATM Value-add Software
- * Retail Point of Sales terminals (Point of Sale)
- * Self Service Kiosks ▪ Self-check-in/out

NCR (Nigeria) Plc provides technology and services that help businesses connect, interact, and transact with their customers. The company is a technology company that provides innovative products and services to help businesses build stronger relationships with their customers, through our presence at customer interaction points such as Automated Teller Machines (ATM), Interactive Teller Machines (ITMs), Retail Point of Sales (POS), Workstations, Self-Service Kiosks, Self-check-in/out systems, and DVD Kiosks.

Changes in the Reporting Framework

The nature and effect of the changes as a result of adoption of the new accounting standards are described in the accompanying financial statements.

Several amendments and interpretations apply for the first time in 2025, but do not have a significant impact on the financial statements of the Company. The company has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective

State of Affairs

In the opinion of the Directors, the state of the Company's affairs is satisfactory and no events have occurred since the reporting date, which would affect the financial statements as presented.

Operating Results

| | 2025 | 2024 |
|-----------------------------------|----------------|--------------------|
| | ₦'000 | ₦'000 |
| Revenue | 3,081,844 | 2,149,966 |
| Profit/(Loss) before tax | 249,890 | (2,161,149) |
| Tax expense | (37,483) | (11,053) |
| Profit/(Loss) for the year | 212,406 | (2,172,202) |

NCR (NIGERIA) PLC

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025**

Directors

The directors who held office during the year and to the date of this report were:

| | | Nationality | Deceased | Appointed |
|--|----------|-------------|-------------|-------------|
| Matthew Adefila | Chairman | Nigerian | | 27-Mar-2026 |
| Otunba Adekunle Ojora OFR, CON, FNIM, JP | Chairman | Nigerian | 27-Mar-2026 | |
| Chief Bisade Biobaku | Director | Nigerian | | |
| Chukwueke Onyekachi Caleb | Director | Nigerian | | |
| Ashimi Abdulqudus Anuoluwa | Director | Nigerian | | |
| Chief Prosper Okpue | Director | Nigerian | | 22-Oct-2025 |

Directors and Other Shareholding

The direct interests of directors in the issued share capital of the company as recorded in the register of directors shareholding and/or as notified by the directors for the purposes of sections 301 of the Companies and Allied Matters Act 2020 are:

| Directors | Year 2025 | | Year 2024 | |
|--|------------------|---------------|------------------|---------------|
| | Direct | % | Direct | % |
| | No. of Shares | Shareholdings | No. of Shares | Shareholdings |
| Otunba Adekunle Ojora OFR, CON, FNIM, JP | 1,758,464 | 1.63% | 1,233,650 | 1.63% |
| Matthew Adefila | - | 0.00% | - | 0.00% |
| Chief Bisade Biobaku | - | 0.00% | - | 0.00% |
| Chukwueke Onyekachi Caleb | - | 0.00% | - | 0.00% |
| Ashimi Abdulqudus Anuoluwa | - | 0.00% | - | 0.00% |
| Chief Prosper Okpue | - | 0.00% | - | 0.00% |
| | 1,758,464 | 1.63% | 1,233,650 | 1.63% |

Indirect interest in shares

The directors do not have any indirect interest in the issued share capital of the company as at 31 December 2025 (2024 - Nil).

Substantial Interest in shares

According to the register of members, no person or organization other than NCR Atleos, USA held more than 5% of the Company's issued share capital as at 31 December 2025.

| | 2025 | | 2024 | |
|------------------------|--------------------|------------|--------------------|------------|
| | Number of Shares | % | Number of Shares | % |
| NCR Atleos | 66,705,456 | 61.76 | 66,705,456 | 61.76 |
| Free Float | | | | |
| Strategic Shareholders | 7,017,424 | 6.5 | 7,017,424 | 6.50 |
| Parent Company | 66,705,456 | 61.76 | 66,705,456 | 61.76 |
| Free Float | 34,277,120 | 31.74 | 34,277,120 | 31.74 |
| | 108,000,000 | 100 | 108,000,000 | 100 |

Analysis of shareholding

The issued and fully paid-up share capital of the Company is N54,000,000 divided into 108,000,000 ordinary shares of 50k each. Of these 66,705,456 shares, equivalent to 61.76 percent, are held by NCR Atleos, USA, while 41,294,544 shares, equivalent to 38.24 percent, are held by Nigerian shareholders as at 31 December 2025.

The shareholding range analysis as at 31 December 2025 is as shown below;

| Beginning | | Total | | Total | |
|------------|---------------|--------------|-------------------|--------------------|-------------------|
| Range | Ending Range | Shareholders | % of Shareholders | Shareholderings | % of Shareholding |
| 1 | 1,000 | 2,637 | 34.10% | 1,116,909 | 1.00% |
| 1,001 | 5,000 | 3,973 | 51.50% | 8,550,757 | 7.90% |
| 5,001 | 10,000 | 641 | 8.30% | 4,443,222 | 4.10% |
| 10,001 | 50,000 | 385 | 5.00% | 6,881,994 | 6.40% |
| 50,001 | 100,000 | 45 | 0.60% | 3,139,867 | 2.90% |
| 100,001 | 500,000 | 41 | 0.50% | 8,460,572 | 7.80% |
| 500,001 | 1,000,000 | 3 | 0.00% | 1,888,313 | 1.80% |
| 1,000,001 | 5,000,000 | 4 | 0.10% | 6,812,910 | 6.30% |
| 10,000,001 | 9,999,999,999 | 1 | 0.00% | 66,705,456 | 61.80% |
| | | 7,730 | 100.00% | 108,000,000 | 100.00% |

We hereby state that the Company's free float is in compliance with The Exchange's free float requirements for the Main Board.

NCR (NIGERIA) PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

Directors interests in contracts

For the purpose of section 303 of the Companies and Allied Matters Act 2020, none of the directors has notified the company of any direct or indirect interest in contracts or proposed contracts with the company during the year.

Dividend

The board has not proposed any dividend in respect of the financial year ended 31 December 2025 (2024: Nil).

Donations and Charitable Gifts

There were no donations made during the year.

Distribution of the company's products

The Company markets its products through its sales personnel.

Human Resources

Conflict Resolution

NCR recognizes that conflicts may arise among individuals who bring different skills, qualities, and personalities into the workplace. Early resolution of these conflicts is in everyone's best interest. Across the Company, NCR provides processes and procedures to help employees and managers resolve workplace conflicts. We encourage all employees to seek information about conflict resolution from their managers or HR Central.

Workplace Violence

NCR is committed to providing a safe and secure work environment for its employees and visitors. All individuals on NCR premises must treat one another with respect and courtesy. NCR will not tolerate acts or threats of violence. To support NCR's "zero tolerance" position toward workplace violence, both employees and visitors to NCR's facilities must report instances of actual or threatened violence on NCR premises.

NCR's Workplace Violence Policy provides guidelines on the appropriate actions if employees and visitors witness actual or threatened acts of violence. Depending upon the nature and severity of the incident, NCR will engage law enforcement authorities, on-site security guards, community mental health advisors, or Human Resources to take prompt action to remove, discipline, counsel, or prosecute any individual on NCR premises who poses a safety risk or commits an act of violence. NCR prohibits the possession of weapons in the workplace.

Non-Discrimination

NCR is committed to providing a work environment free from any illegal discrimination based on race, colour, religion, national origin, gender, age, disability, sexual orientation, marital status, or any other unlawful factor to the fullest extent required by law. Decisions concerning hiring, performance appraisals, and promotions will be based only on those factors permitted by law, such as an employee's qualifications, skills, and achievements.

NCR's policy is to comply with applicable human rights and employment laws. We do not tolerate unlawful discrimination in any aspect of employment, including employment terms and conditions, recruiting, hiring, compensation, promotion, or termination.

Harassment

NCR is committed to providing a working environment that is free from harassment based on personal characteristics, including race, colour, religion, national origin, gender, age, disability, sexual orientation, marital status, or any other characteristic protected by applicable law. We do not tolerate conduct that creates an intimidating or offensive work environment.

Employment of disabled persons

The company continues to maintain a policy of giving fair consideration to the application for employment made by disabled persons with due regard to their abilities and aptitudes. The company's policy prohibits discrimination of disabled person in the recruitment, training and career development of its employees. In the event of members of staff becoming disabled, efforts will be made to ensure that their employment with the company continues and appropriate training arranged to ensure that they fit into the company's work environment.

NCR (NIGERIA) PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

Health, safety and welfare at work

The company enforces strict health and safety rules and practices in the work environment, which are reviewed and tested regularly. The company retains top-class private hospitals where medical services are provided for staff at the company's expense.

Fire prevention and Fire-fighting equipment are installed in strategic locations within the company's premises.

The company operates both Company Personal Accident and contributes to the Nigeria Social Insurance Trust Fund in compliance with the requirements of the Employees Compensation Act (ECA), 2010. It also operates a contributory pension plan in line with the Pension Reform Act, 2014.

Employee involvement and training

The company ensures, through various fora, that employees are informed of matters concerning them. Formal and informal channels are also employed in communication with employees, with an appropriate two-way feedback mechanism.

In accordance with the company's policy of continuous development, training facilities are provided in the company's training school. In addition, employees of the company are nominated to attend both locally and internationally organized courses. These are complemented by on-the-job training.

The company is committed to training and career growth. NCR University (NCRU) provides training resources and education programs to increase employee productivity and ensure professional growth. Management, professional, and technical expertise are the Company's major assets, and investment in their further development continues. The company believes that success depends on the ability to develop a productive, capable organization committed to ongoing learning; employee development is therefore an integral part of the way the business is managed. The company invests in tools and opportunities that empower employees to take charge of their own personal and professional growth and development. Training is carried out at various levels through both in-house and professional training at its corporate technical training centers located in Cyprus, the United Kingdom, and the United States of America.

Business Conducts and Ethics

NCR is a principle-based Company; the reputation of our Company is formed by each and every experience that customers, business partners, suppliers, and the community have with us. We treat each other and our business partners with respect, honesty, and fairness. We value the unique qualities, abilities, and perspectives each person brings to a challenge or opportunity, and we also know that as a team we can achieve together what would remain out of reach for us individually. We communicate openly and candidly with each other and extend our respect and team spirit to customers, partners, suppliers, and the communities in which we live and work.

- **Customer Dedication:** We genuinely care about our customers and are dedicated to serving them well. We learn their markets, understand their specific goals and objectives, and develop solutions that deliver business value.
- **Performance:** We commit to high performance in all functions. We take personal ownership for the success of our Company and work together to continuously improve and achieve best-in-class performance.
- **Innovation:** Throughout our history, NCR's ability to harness the power of new ideas and put them to work for our customers in the real world has defined our Company and fueled our leadership; innovation powers the engine that drives our success now and in the future.
- **Supplier and Customer Relations:** We require our vendors, agents, subcontractors and their employees to demonstrate honesty, integrity and fairness, and to adhere to our ethical standard of business operation

Anti-bribery and Anti-corruption Laws

The Corrupt Practices and other Related Offences Act 2000, Anti-bribery and anti-corruption laws around the world, including the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act, and other antibribery and anti-corruption laws (collectively, "Anti-corruption Law).

NCR expects all NCR directors, officers, and employees, as well as its consultants, agents, channel partners, and other third-party representatives, to observe and comply with all Anti-Corruption Laws.

NCR (NIGERIA) PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025

Gifts and Hospitality

Gift-giving practices vary around the world. Generally, gifts are given to foster goodwill and, in some parts of the world, declining a gift may insult the giver. On the other hand, accepting or giving a gift may create a conflict of interest or the appearance of a conflict, and may also violate applicable Anti-Corruption Laws.

Independent Auditors

In accordance with Section 401(2) of the Companies and Allied Matters Act 2020, Messrs. Grant Thornton (Chartered Accountants) will be appointed to office as Auditors to the Company having indicated their willingness to do so.



BY ORDER OF THE BOARD

Bernice Anya

FRC/2026/PRO/ICSAN/002/441044

Alsec Nominees Limited

FRC/2024/COY/119349

COMPANY SECRETARIES

St. Nicholas House

10th, 12th and 13th Floors

Catholic Mission Street

Lagos State.

NCR (NIGERIA) PLC

SUSTAINABILITY REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

NCR (Nigeria) Plc's sustainability strategy is fully aligned with NCR Atleos's global strategy. We take our responsibilities as members of the business community very seriously. We are committed to conducting all aspects of business in an environmentally sound manner. We are vigilant when it comes to the safety and health of our employees. We also look out for the needs of our customers and the general public.

We strive to minimize the environmental footprint of our operations and products, while also delivering innovative technologies and solutions designed to help businesses and consumers reduce their own environmental footprint.

NCR has a rich history of providing high-quality, innovative solutions that meet our customers' needs in an ever-changing market-place. But a great Company is more than the product it sells. We believe a great company is focused on long-term and sustainable growth, placing just as much emphasis on growing its product line as it does on growing its employees and the communities it serves.

As a member of the community, NCR acts responsibly toward our customers and the environment in which our products, operations, and services are deployed.

NCR is committed to complying with legislative requirements that cover product recycling, recovery, treatment, management and disposal of electrical and electronic equipment.

NCR's end-of-life hardware management services ensure secure and environmentally responsible product decommissioning, recycling, treatment, and compliant disposal. Our decommissioning and recycling programs are compliant with international recycling legislation.

NCR is committed to complying with applicable health and safety regulations related to protecting employees and providing working conditions that are free from recognized hazards. NCR's workplace programs are designed to protect the safety and health of employees and to prevent and mitigate workplace incidents that could arise from abnormal operating conditions and potential emergency situations. As with other areas of the business, NCR strives for continuous improvement in the area of workplace health and safety.

NCR is a place where people want to come to work because they are continuously invigorated by new ideas and are engaged in improving how we do business. It is a place that recognizes its profound responsibility to the communities where it does business, striving to help those communities thrive by supporting local institutions and employing people who make volunteer work a priority. It is an organization that sees environmental stewardship not as the latest new trend, but as a critical issue in sustaining the future- ensuring our natural resources are protected and preserved.

This is who we are. This is NCR. And we expect business partners throughout our supply chain to embrace the same principles we, as an organization, share. Because being a responsible corporate citizen is born from both the actions we take as individuals and together as an organization.

Though these are not new ideas at NCR, we want to renew our focus by capturing your imagination, creativity and good sense to help us promote these key areas:

a. Employees

NCR strives to provide a positive and engaging work environment, tools, and rewards that support success for our people. We are committed to diversity and inclusion, upholding recognized human rights and labour standards, providing safe and healthy working conditions, and providing employee development opportunities.

Goals

The following goals have been established to improve our workplace environment:

- Develop and communicate NCR's diversity strategy to employees.
- Design and implement a global employee engagement survey.
- Increase use of NCR University Online.
- Develop and communicate policies on human rights to managers.

b. Community

NCR is committed to supporting the economic, cultural, social, and educational well-being of communities where the Company has a significant presence, by investing in innovative programs, approaches, and solutions in the civic, arts, education, and health and human services areas, and developing products and solutions that provide benefit to communities at large.

Goals

The following goals have been established to continuously improve NCR's performance in the area of community support:

- Support community investment.
- Promote innovative application of self-service solutions to social development initiatives.
- Promote employee volunteerism and community engagement.

NCR (NIGERIA) PLC

**SUSTAINABILITY REPORT (CONT'D)
FOR THE YEAR ENDED 31 DECEMBER 2025**

c. Environment

NCR operates with a continuous commitment to ensure the on-going protection of the environment. We strive to minimize the environmental footprint of our operations and products, while also delivering innovative technologies and solutions designed to help businesses and consumers reduce their own environmental footprint.

Goals

The following goals have been established to continuously improve NCR's environmental performance and reduce our environmental footprint:

- Reduce waste generated from NCR facilities, operations and products.
- Reduce direct and indirect greenhouse gas emissions related to NCR facilities and operations.
- Increase energy efficiency of NCR products and services.
- Increase end-of-life recycling of NCR products and service parts.

d. Supply Chain

NCR is committed to working with suppliers who comply with all applicable laws and regulations and embrace the highest standards of ethical behaviour. We will work for positive environmental, social and ethical impacts in our supply chain, treating suppliers with fairness and respect, and valuing their diversity. We will work with suppliers in innovative ways that create added value for our customers.

Goals

We have established the following goals to continuously improve NCR's responsible supply chain management performance:

- Develop and communicate a Supplier Code of Conduct to all NCR first-tier suppliers.
- Implement a supplier screening program based on the NCR Supplier Code of Conduct requirements



Matthew Adefila
Chairman

FRC/2015/PRO/ICAN/04/00000012644



Chukwueke Onyekachi Caleb
Director/CFO

FRC/2015/PRO/ICAN/001/00000013361

NCR (NIGERIA) PLC

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

NCR (Nigeria) Plc is committed to high standards of corporate governance. The company has continued to embrace the best governance practices required to deliver sustainable value to our shareholders.

During the year ended 31 December 2025, NCR (Nigeria) Plc complied with Best Practices on Corporate Governance and the NCR Principles of Ethics and Compliance.

The primary purpose of the Board is to create and deliver sustainable long-term value to shareholders through its general supervision of the Company's business.

As part of this goal, NCR has always maintained different and separate roles for the Chairman and the Chief Executive Officer. Presently the Company has six (6) member Board led by the Chairman.

All the Directors bring various and varied competencies to bear on all Board deliberations. The board meets regularly and is responsible for effective control and monitoring of the Company's strategy. The Chairman directs the Board, ensuring that it operates effectively, while fully discharging its legal and regulatory obligations.

The company's corporate governance framework is in conformity with the existing corporate governance codes and is in line with universally accepted best practices. Under this framework, the Board delegates responsibility for the day to day management of the Company to the Chief Executive Officer

It is the responsibility of the Board of Directors to ensure that all records are accurate and correctly reflect the financial position of the Company. Management implements system controls, comprising policies, standards and procedures to ensure the safety of assets and the reduction of risk, error, fraud and other irregularities. Both the internal auditor and the external auditors independently appraise the adequacy of internal controls.

The board places great emphasis on effective communication with its shareholders. It recognizes the importance of ensuring an appropriate balance in meeting the many needs of its shareholders and at the same time building enduring relationships with them.

The directors direct and indirect shareholdings in the Company where it exists are disclosed elsewhere in this report as required by law.

Employee compliance with the NCR Code of Conduct training and certification which subscribes to high standards of fair competition is monitored globally.

1 Composition of the Board of Directors

The board is currently made up of six (6) Directors. All the Directors have access to the advice and services of the Company Secretary and other financial professionals, where such advice will improve the quality of their contributions to the Board's decision-making process.

2 Induction and training

The Company has in place a formal induction program for newly appointed Directors, and an induction session was conducted in 2025 for the new directors of the company. As part of this induction, each new Director is provided with core materials and asked to complete a series of introductory meetings to become knowledgeable about the Company's business and be familiar with the senior management team. A summary of the Board Performance Evaluation in the 2025 financial year is that the Board is comprised of experienced individuals who are conversant with their oversight functions. The Chairman of the Board encourages and supports the active participation and contribution of Board members at meetings. The Board takes its oversight functions seriously, is committed to the business of the Company, and a detailed level of thoroughness goes into every decision taken by the Board. It was, however, noted that there is room for improvement in the area of meetings of Board Committees and succession planning for critical roles to ensure business continuity and performance. The recommendations of the performance evaluation have been considered by the Board and are being implemented as required.

NCR (NIGERIA) PLC

**CORPORATE GOVERNANCE REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025**

3 Record of Directors Attendance of Board Meetings:

The Board held a total of five (5) meetings during the year. In accordance with Section 284 (2) of the Companies and Allied Matters Act 2020; the record of the Directors' attendance at Directors' meetings during 2025 is available for inspection at the Annual General Meeting.

| Directors | Date of Meetings | | | | |
|--|------------------|-----------|-----------|-----------|-----------|
| | 22-Jan-25 | 26-Mar-25 | 23-Apr-25 | 23-Jul-25 | 22-Oct-25 |
| Otunba Adekunle Ojora OFR, CON, FNIM, JP | P | P | P | P | P |
| Matthew Adefila | P | P | P | P | P |
| Chief Bisade Biobaku | P | P | P | P | P |
| Chukwueke Onyekachi Caleb | P | P | P | P | P |
| Ashimi Abdulqudus Anuoluwa | P | P | P | P | P |
| Chief Prosper Okpue | NA | NA | NA | NA | NA |

Attendance Keys **P - Present** **A - Absent** **NA - Not yet appointed**

The meetings of the Board were presided over by the Chairman. In all cases, written notices of the meetings along with the agenda were circulated at least 14 days before the meetings. The minutes of the meetings were appropriately recorded and circulated.

4 Business conduct and code of governance for directors

The NCR Code of Conduct (the "Code") is our guide and point of reference for upholding NCR's Shared Values. NCR's corporate policies and procedures, as well as our individual commitment to ethical and legal behaviour, also guide NCR employees and Directors. The Code applies to all employees of NCR and its affiliates (collectively "NCR") and to NCR's Board of Directors. The Code affirms our commitment to the highest standards of integrity in our relationships with one another and with our customers, suppliers, strategic partners, and shareholders. We expect our suppliers, contractors, representatives and agents to embrace these same values and standards.

5 Insider trading

Securities laws and NCR policy prohibit employees, Directors, Members of the Audit Committee of the Company, External Advisers, and their related persons from trading, directly or indirectly, in NCR securities while in possession of "material non-public information" about the Company. Material non-public information is generally defined as any information that has not been widely disclosed to the public and is likely to influence an investor to buy, sell, or hold a company's stock. Material non-public information can take many forms. Examples include acquisition or divestiture plans; actual or projected financial information not yet public; new contracts, products, or discoveries; major organizational changes; or other business plans.

NCR employees and officers, as well as members of the Company's Board of Directors, Members of the Audit Committee and External Advisers of the Company and their related parties, are also prohibited from directly or indirectly trading in the securities of other publicly held companies, such as customers and vendors, based on material non-public information. It is also illegal and against Company policy for NCR employees to share material non-public information about NCR or another Company with your friends, family members, or other third parties (this is called "tipping").

All employees and officers of NCR (Nigeria) Plc as well as members of the Company's Board of Directors, Members of the Audit Committee and External Advisers of the Company and their related persons with material non-public information about NCR and other companies, including customers and vendors are to comply with NCR's insider trading policy:

- Never provide material non-public information about NCR or other companies known to you through your work at NCR
- Restrict access to material non-public information about NCR or other companies to those employees
- who "need-to-know" that information for business reasons (such persons may be identified in a non-disclosure agreement)

- Do not advise or encourage another person to trade in a company's stock if you have material non-public information about that company; and
- Never buy or sell NCR securities or another company's publicly traded stock while in possession of material information, whether or not a blackout period is pending.

NCR (NIGERIA) PLC

**CORPORATE GOVERNANCE REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025**

6 Whistle blowing

NCR (Nigeria) Plc (“the “Company”) Whistle Blower Policy is established guidelines, wherein Directors, employees of the Company, contractors, and the general public can report serious actual or suspected concerns or happenings considered unethical, inappropriate, or illegal

The company is committed to the highest standards of integrity in employees’ relationships with one another and with customers, suppliers, strategic partners, and shareholders. All suppliers, contractors, representatives, and agents are expected to embrace these same values and standards. The Policy is designed to ensure that Directors, employees of the Company, contractors, and the public can raise their concerns about wrongdoing or malpractice within the Company without fear of victimization, subsequent discrimination, disadvantage, or dismissal.

Anyone who comes across a breach should immediately notify their Line Manager, Human Resources, Global Security, the Law Department, or report either through our confidential whistleblowing helpline or by email to complianceoffice.ethics@ncr.com. Our approach to breach management is embedded in the global NCR Ethics and Compliance Policy and local Disciplinary Processes. The company takes reports of potential violations of the Code, the law or other NCR policy or procedures seriously, including those made anonymously. All matters reported will be investigated, and appropriate action will be taken.

A whistleblower must exercise sound judgment to avoid baseless allegations. A whistleblower who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination. There shall be no retaliatory action against a whistleblower for any report made in good faith. Insofar as possible, the confidentiality of the whistle-blower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law, and to provide accused individuals with their legal rights of defense. The company will not tolerate retaliation against persons who make reports in good faith.

7 The Statutory Audit Committee

The Audit Committee is composed of five members made up of three shareholders’ representatives elected at the 2024 Annual General Meeting for a tenure of one year until the conclusion of the 2025 Annual General Meeting and two representatives of the Board of Directors nominated by the Board. The Chairman of the Audit Committee is Mrs. Martina Amadi.

During the year under review, the Committee held six (6) meetings. The functions of the Audit Committee are governed by the provisions of Section 404(7) of the Companies and Allied Matters Act 2020.

Members of Statutory Audit Committee

- Martina Amadi
- Mustapha I. Jinadu
- Kashimawo Taiwo
- Ashimi Abdulqudus
- Chief Bisade Biobaku
- Mathew Adefila

| Members | Date of Meetings | | | |
|----------------------|------------------|-----------|-----------|-----------|
| | 22-Jan-25 | 26-Mar-25 | 23-Apr-25 | 23-Jul-25 |
| Mustapha I. Jinadu | P | P | P | P |
| Martina Amadi | P | P | P | P |
| Kashimawo Taiwo | P | P | P | P |
| Ashimi Abdulqudus | P | RS | RS | RS |
| Mathew Adefila | P | P | P | P |
| Chief Bisade Biobaku | NA | P | P | P |

| Members | Date of Meetings | |
|----------------------|------------------|----------|
| | 22-Oct-25 | 3-Dec-25 |
| Mustapha I. Jinadu | P | P |
| Martina Amadi | P | P |
| Kashimawo Taiwo | P | P |
| Ashimi Abdulqudus | RS | RS |
| Mathew Adefila | P | P |
| Chief Bisade Biobaku | P | RS |

Attendance Keys
P - Present
A - Absent
NA - Not yet appointed
RS - Resigned

NCR (NIGERIA) PLC
CORPORATE GOVERNANCE REPORT (CONT'D)
FOR THE YEAR ENDED 31 DECEMBER 2025

8 Committee of the Board

In conformity with the Code of Best practices in Corporate Governance, the Board has established the following committees to function in respect of issues too complex and/or numerous to be handled by the entire Board. All Board Committees make recommendations for approval by the full Board:

a. Board audit, finance and risk management committee

The committee is established to provide independent and expert advice to assist the Board to discharge it's financial and risk management responsibilities.

The Committee does not replace or replicate established management responsibilities and delegations, the responsibilities of other executive management groups within the Company, or the reporting lines and responsibilities of either internal audit or external audit functions.

The committee is also responsible for dealing with urgent business which needs to be dealt with at short notice. The company maintains adequate insurance cover to protect the Company against liability and asset loss.

Members of the committee are as follows:

- Mr. Mathew Adefila Chairman
- Chief Bisade Biobaku Member
- Chukwueke Onyekachi Member
- Ashimi Abdulqudus Member

| Members | Date of Meetings | | | | |
|------------------------|------------------|-----------|-----------|-----------|-----------|
| | 21-Jan-25 | 25-Mar-25 | 22-Apr-25 | 22-Jul-25 | 21-Oct-25 |
| ➤ Mr. Mathew Adefila | P | P | P | P | P |
| ➤ Ashimi Abdulqudus | P | P | P | RS | RS |
| ➤ Chief Bisade Biobaku | NA | NA | NA | P | P |
| ➤ Chukwueke Onyekachi | P | P | P | P | P |

Attendance Keys

P - Present

A - Absent

NA - Not yet appointed

RS - Resigned

b. Board remuneration, nomination and governance committee

The Committee is to set the over-arching principles, parameters and governance framework of the Company's remuneration policy and the remuneration of Senior Executives (being those whose appointment requires Board approval; employees who perform a significant influence function; employees whose activities have or could have a material impact on the Company's risk profile; and any other employee as determined by the Committee from time to time) and to review the structure, size and composition of the Board (including the skills, knowledge, independence, experience and diversity) and the appointment of members to the Board and make recommendations to the Board as appropriate.

Members of the committee are as follows:

- Chief Bisade Biobaku Chairman
- Mr. Mathew Adefila Member

| Members | Date of Meetings | | |
|------------------------|------------------|-----------|-----------|
| | 25-Mar-25 | 22-Jul-25 | 21-Oct-25 |
| ➤ Chief Bisade Biobaku | A | P | P |
| ➤ Mr. Mathew Adefila | P | P | P |

Attendance Keys

P - Present

A - Absent



BY ORDER OF THE BOARD

Bernice Anya

FRC/2026/PRO/ICSAN/002/441044

Aalsec Nominees Limited

FRC/2024/COY/119349

COMPANY SECRETARIES

St. Nicholas House

10th, 12th and 13th Floors

Catholic Mission Street

Lagos State.

NCR (NIGERIA) PLC

COMPLAINTS MANAGEMENT POLICY FOR THE YEAR ENDED 31 DECEMBER 2025

The Complaint Management Policy of NCR (Nigeria) Plc has been prepared pursuant to the requirements of the Securities and Exchange Commission's Rules relating to the Complaints Management Framework of the Nigerian Capital Market ("SEC Rules") issued on 16 February 2019 and The Nigerian Exchange Limited Directive (NGX/LARD/LRD/CIR6/15/04/22) to all Listed Companies ("the NGX Directive") issued on 22 April 2019.

This policy has been prepared in recognition of the importance of effective engagement in promoting shareholder/ investor confidence in the Company. This Policy sets out the broad framework by which the Company and its Registrar provide assistance regarding shareholder issues and concerns. It also provides opportunity for shareholders to provide feedback to the Company on matters that affect shareholders.

This policy only relates to the shareholders of NCR (Nigeria) Plc and does not extend to its customers, suppliers or other stakeholders. This policy is designed to ensure that complaints and enquiries from the Company's shareholders are managed in a fair, impartial, efficient and timely manner.

This policy will be made available to shareholders of the Company at General Meetings.

Guiding principles for managing complaints

The following principles shall guide the Company in managing the complaints of shareholders

1 Commitment

NCR (Nigeria) Plc is committed to the resolution of complaints and or disputes received from shareholders. The company shall proffer solutions that are fair and reasonable to all parties. The company shall objectively manage and deal fairly with all complaints lodged by shareholders without bias. The rights of any shareholder who has lodged a complaint, shall be adequately protected. However, it shall be within the sole discretion of the Company to take a decision on the investigation of a complaint considered to be trivial, vexatious or abusive. The company shall take necessary steps to guard against the victimization in respect of all complaints received.

2 Confidentiality

All complaints shall be handled in strict confidence and personal information of complainants shall be adequately protected

3 Procedure for complaints/enquiries

A Complaint Lodgment Form shall be provided to all shareholders to lodge their complaint. All complaints made through authorised third parties or complaints anonymous in nature, shall be duly recognised and addressed.

Shareholders can make complaints/enquiries and access relevant information in the following manner:

- Contact the Registrar: Shareholders who wish to make a complaint/ enquiry shall in the first instance contact the Registrar, Apel Capital and Trust (Registrars) Limited at 18b, Nnobi Street, Masha, Surulere, Lagos. The Registrar manages all the registered information relating to all shareholdings, including shareholder name(s), shareholder address and dividend payment instructions amongst others. Upon receipt of a complaint or an enquiry, the Registrar shall immediately provide the relevant details of such complaint or enquiry to NCR (Nigeria) Plc for monitoring, record keeping and reporting purposes.
- a.**
- b.** Contact the Company Secretary: If the Registrar is unable to satisfactorily address shareholders' enquiries and resolve their complaints, then shareholders should contact the office of the Company Secretary.

NCR (NIGERIA) PLC

**COMPLAINTS MANAGEMENT POLICY (CONT'D)
FOR THE YEAR ENDED 31 DECEMBER 2025**

4 Feedback

Where a complaint or an enquiry is sent directly to the Company, NCR shall upon receipt of the complaint or enquiry use its best endeavors to ensure that

- i Relevant details of the complaint or enquiry are immediately recorded.
- ii A response is provided by the Company or the Registrar within the specified time frame.
- iii Complaints or enquiries received by e-mail are acknowledged within two (2) working days of receipt.
- iv Complaints or enquiries received by post are responded to within five (5) working days of receipt.
- v Complaints or enquiries are resolved within ten (10) working days of receipt
- vi The Nigerian Exchange Limited is notified, within two (2) working days, of the resolution of a complaint or enquiry
- vii Where a complaint/ enquiry cannot be resolved within the stipulated time frame set out above, the shareholder shall be notified that the matter is being investigated. Delays may be experienced in some situations, including where documents need to be retrieved from storage.
- viii The same or similar medium that was used for the initial enquiry shall be utilized in providing a response (whether by email, phone, post or fax), unless otherwise notified to or agreed with the shareholder.

5 Electronic complaints register and quarterly reporting obligation

NCR (Nigeria) Plc shall maintain an electronic complaint register. The electronic complaints register shall include the following information:

- The date that the enquiry or complaint was received.
- Complainant's information (including name, address, telephone number, e-mail address).
- Nature and details of the enquiry or complaint.
- Action taken/ Status.
- Date of the resolution of the complaint.

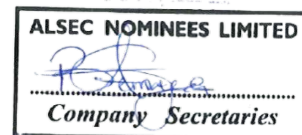
6 Access to policy

This policy and procedures concerning shareholder enquiries, complaints and feedback may from time to time be reviewed by the Company.

- This policy shall be available on the Company's website. www.ncr.com.ng
- A copy of the policy may be requested by contacting the Office of the Company Secretary.
- This policy shall be made available at general meetings of the Company.

7 Review of policy

This policy and procedures concerning shareholder enquiries, complaints and feedback may from time to time be reviewed by the Company.



BY ORDER OF THE BOARD

Bernice Anya

FRC/2026/PRO/ICSAN/002/441044

Alsec Nominees Limited

FRC/2024/COY/119349

COMPANY SECRETARIES

St. Nicholas House

10th, 12th and 13th Floors

Catholic Mission Street

Lagos State.

NCR (NIGERIA) PLC

**STATEMENT OF DIRECTORS' RESPONSIBILITIES
FOR THE YEAR ENDED 31 DECEMBER 2025**

The Companies and Allied Matters Act 2020 requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the company at the end of each financial year and its profit or loss. The responsibilities include ensuring that the company:

- Keeps proper accounting records that disclose with accuracy, the financial position of the company and comply with the requirement of the Companies and Allied Matters Act 2020;
- Establishes adequate internal controls to safeguard its assets and to prevent and detect fraud and other irregularities; and
- Prepares its financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates that are consistently applied.

The Directors accept responsibility for the annual financial statements which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates in conformity with the International Financial Reporting Standards (IFRS), Financial Reporting Council Act 2023 and the Companies and Allied Matters Act 2020.

The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the company and of its profit or loss. The Directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of financial statements as well as adequate systems of internal financial control.

Nothing has come to the attention of the Directors to indicate that the company will not remain a going concern for at least twelve months from the date of this statement.



Matthew Adefila
Chairman

FRC/2015/PRO/ICAN/04/00000012644



Chukwueke Onyekachi Caleb
Director/CFO

FRC/2015/PRO/ICAN/001/00000013361

NCR (NIGERIA) PLC

**STATEMENT OF CORPORATE RESPONSIBILITY FOR FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025**

In line with the provision of Section 405 of the Companies and Allied Matters Act 2020, we have reviewed the audited financial statements of the company for the year ended 31 December 2025 and based on our knowledge confirm as follows:

- i) The audited financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading;
- ii) The audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the company as of and for the year ended 31 December 2025;
- iii) The company's internal controls have been designed to ensure that all material information relating to the company is received and provided to the auditors in the course of the audit;
- iv) The company's internal controls are effective and have remained so within the period of 90 days prior to the date of the audited financial statements;
- v) That we have disclosed to the company's auditors the following information:
 - a) there are no significant deficiencies in the design or operation of the company's internal controls which could adversely affect the company's ability to record, process, summarise and report financial data, and have discussed with company's auditors any weaknesses in internal controls observed in the course of the audit,
 - b) there is no fraud involving management or other employees who have a significant role in the company's internal control.
- vi) There are no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of this audit, including any corrective actions with regard to any observed deficiencies and material weaknesses.

Dated this 1st day of June, 2026.



Matthew Adefila
Chairman
FRC/2015/PRO/ICAN/04/00000012644



Chukwueke Onyekachi Caleb FCA
Director/CFO
FRC/2015/ICAN/00000013361

NCR (NIGERIA) PLC

**MANAGEMENT'S ASSESSMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING
FOR THE YEAR ENDED 31 DECEMBER 2025**

We hereby make the following declaration in relation to the internal controls of NCR (Nigeria) Plc for the year ended December 31, 2025.

- a) Management is responsible for establishing and maintaining adequate internal control over financial reporting.
- b) The internal control system is designed not only to safeguard the assets of the company against unauthorized acquisitions, disposition or use, but also to provide reasonable assurance to management and the board of directors, regarding the preparation of reliable financial statements suitable for publication in line with generally accepted accounting principles.
- c) The company's internal control system is supported by policies and procedures which ensure that transactions are fairly and accurately recorded in the books, and is audited by internal audit function. Appropriate actions are taken by management to address control weakness as they are identified. Because of limitations inherent in internal control system, including the possibility of circumvention and overriding of controls, and, therefore, it can provide only reasonable assurance as to the reliability of financial statement preparation and such asset safeguarding.
- d) Management has assessed the effectiveness of the company's internal controls over financial reporting as of December 31, 2025. In making this assessment, Management used the criteria contained in "Internal Controls - Integrated framework of the Committee of Sponsoring Organization (COSO) to conduct the assessment. As a result of this evaluation, management concludes and believes that the company's internal control over financial reporting as designed, is working effectively as of December 31, 2025. Management also believes that based on this assessment, there were no material weakness impacting on the company's internal control over financial reporting as of December 31, 2025.
- e) Grant Thornton (Chartered Accountants), the external Auditors of NCR (Nigeria) Plc , who audited the financial statements has issued its attestation report on management's assessment, and on the effectiveness of the company's internal controls over financial reporting. The attestation report of Grant Thornton will be filed alongside with the annual report.



Matthew Adefila
Chairman
FRC/2015/PRO/ICAN/04/00000012644



Chukwueke Onyekachi Caleb FCA
Director/CFO
FRC/2015/ICAN/00000013361

NCR (NIGERIA) PLC

**CERTIFICATION OF MANAGEMENT'S ASSESSMENT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING
FOR THE YEAR ENDED 31 DECEMBER 2025**

I hereby make the following statements regarding the internal controls of NCR (Nigeria) Plc for the year ended December 31, 2025, that;

I, **Matthew Adefila**, certify that;

- a) I have reviewed this management assessment of internal controls over financial report of NCR (Nigeria) Plc .
- b) Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- c) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the entity as of, and for, the periods presented in this report;
- d) NCR (Nigeria) Plc other certifying officer(s) and I:
 - i) are responsible for establishing and maintaining internal controls;
 - ii) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the entity, and its consolidated subsidiary, is made known to us by others within that entity, particularly during the period in which this report is being prepared;
 - iii) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAPs;
 - iv) have evaluated the effectiveness of the entity's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- e) NCR (Nigeria) Plc other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the entity's auditors and the audit committee of the entity's board of directors:
 - i) All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the entity's ability to record, process, summarize and report financial information; and
 - ii) Any fraud, whether or not material, that involves management or other employees who have a significant role in the entity's internal control system.
- f) NCR (Nigeria) Plc other certifying officer and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.



Matthew Adefila
Chairman
FRC/2015/PRO/ICAN/04/00000012644

NCR (NIGERIA) PLC

**CERTIFICATION OF MANAGEMENT'S ASSESSMENT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING
FOR THE YEAR ENDED 31 DECEMBER 2025**

I hereby make the following statements regarding the internal controls of NCR (Nigeria) Plc for the year ended December 31, 2025, that;

I, **Chukwueke Onyekachi Caleb**, certify that;

- a) I have reviewed this management assessment of internal controls over financial report of NCR (Nigeria) Plc .
- b) Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- c) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the entity as of, and for, the periods presented in this report;
- d) NCR (Nigeria) Plc other certifying officer(s) and I:
 - i) are responsible for establishing and maintaining internal controls;
 - ii) have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the entity, and its consolidated subsidiary, is made known to us by others within that entity, particularly during the period in which this report is being prepared;
 - iii) have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAPs;
 - iv) have evaluated the effectiveness of the entity's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.
- e) NCR (Nigeria) Plc other certifying officer and I have disclosed, based on our most recent evaluation of internal control system, to the entity's auditors and the audit committee of the entity's board of directors:
 - i) All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the entity's ability to record, process, summarize and report financial information; and
 - ii) Any fraud, whether or not material, that involves management or other employees who have a significant role in the entity's internal control system.
- f) NCR (Nigeria) Plc other certifying officer and I have identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.



Chukwueke Onyekachi Caleb FCA
Director/CFO
FRC/2015/ICAN/0000013361

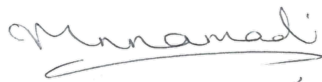
NCR (NIGERIA) PLC

**AUDIT COMMITTEE REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025**

In accordance with the provisions of Section 404 (7) of the Companies and Allied Matters Act, 2020, we the Members of the Statutory Audit

1. The scope and planning of the audit are adequate.
2. The accounting and reporting policies of the Company conform with the statutory requirements and agreed ethical practices.
3. The internal control was being constantly and effectively monitored.
4. We have reviewed the Auditor's findings on management matters and are satisfied with the management responses thereon.

Dated this 1st day of June, 2026.



Martina Amadi (FCA)
Chairman Statutory Audit Committee
FRC/2015/ICAN/00000013095

Members of Statutory Audit Committee

| | | | Resignation | Appointed |
|---------------------------|----------|-------------|--------------------|------------------|
| Martina Amadi (FCA) | Chairman | Shareholder | | |
| Mustapha I. Jinadu (FIOD) | Member | Shareholder | | |
| Mathew Adefila (FCA) | Member | Director | | |
| Kashimawo Taiwo | Member | Shareholder | | |
| Ashimi Abdulqudus | Member | Director | 26-Mar-2026 | |
| Chief Bisade Biobaku | Member | Director | | 22-Oct-2025 |

**REPORT OF THE INDEPENDENT AUDITORS TO
THE MEMBERS OF NCR NIGERIA PLC****Opinion**

We have audited the financial statements of **NCR Nigeria Plc (the "Company")**, which comprise of the statement of financial position as at **31 December 2025**, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Financial Reporting Council Nigeria (Amendment) Act 2023 and the provision of the Companies and Allied Matters Act 2020.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. During the year ended 31 December 2025, management changed the Company's functional currency from the Nigerian Naira (₦) to the United States Dollar (US\$) and converted the Company's accounting records accordingly. Subsequently, management reassessed the appropriateness of the change in light of the requirements of IAS 21, The Effects of Changes in Foreign Exchange Rates, and reversed the change prior to the finalisation of the financial statements.

The determination of an entity's functional currency requires significant management judgement and involves an assessment of the primary economic environment in which the entity operates. This includes consideration of factors such as the currency that mainly influences sales prices, operating costs, financing activities and cash flows. We considered this matter to be a Key Audit Matter due to the significant

judgement involved in assessing the Company's functional currency, the pervasive impact a change in functional currency could have had on the financial statements, and the extensive audit effort required to evaluate management's assessment and the appropriateness of the resulting accounting treatment. How our audit addressed the matter; our audit procedures included, amongst others:

- i) Evaluating management's assessment of the Company's functional currency against the requirements of IAS 21;
- ii) Assessing the underlying economic factors relevant to the determination of functional currency, including the currencies influencing revenue generation, operating expenditures, financing arrangements and operating cash flows;
- iii) Reviewing supporting documentation and analysing significant transactions and operational activities during the year;
- iv) Challenging management's assumptions and judgements supporting the initial change in functional currency and the subsequent reassessment thereof;
- v) Assessing the appropriateness and accuracy of the reversal of the change in functional currency and the related adjustments made to the accounting records and financial statements;
- vi) Testing the mathematical accuracy of the adjustments arising from the reversal process.

Based on the audit evidence obtained, we found management's final determination of the Company's functional currency and the related accounting treatment reflected in the financial statements to be appropriate and consistent with the requirements of IAS 21.

Other Information

The directors are responsible for the other information. The other information comprises of the Directors' Report, Sustainability Report, Corporate Governance Report, Statement of Directors' Responsibilities, Statement of Corporate Responsibility for Financial Statements, Management Assessment Report on Internal Control Over Financial Reporting, Certification of Management Assessment Report on Internal Control Over Financial Reporting, Audit Committee Report and Other National Disclosures, which we obtained prior to the date of this report, which is expected to be made available to us after that date.

Chartered Accountants

Grant Thornton Nigeria
2A Ogalade Close
Off Ologun Agbaje Street
Off Adeola Odeku Street
Victoria Island, Lagos
P.O. Box 5996, Surulere
Lagos, Nigeria.

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Linkedin: [grantthorntonigeria](https://www.linkedin.com/company/grantthorntonigeria)
www.grantthornton.com.ng

Partners

Orji J. Okpechi Managing Partner/CEO
Nkwachi U. Abuka
Uchenna G. Okigbo
Ajayi O. Iriboje
Nnoyerem O. Opara
Kingsley E. Opara
Lateef A. Emiola
Tayo Adedokun

Other information does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as going concern and using the intends to indicate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those
- ii) risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk

of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

Report on Other Legal and Regulatory Requirements

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

- i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- ii) In our opinion, proper books of account have been kept by the company; and
- iii) The Company's Statement of Financial Position and Statement of Profit or Loss are in agreement with the books of account.
- iv) In our opinion, the accompanying financial statements have been prepared in accordance with the provisions of the Companies and Allied Matters Act, 2020 so as to give a true and fair view of the state of affairs and financial performance of the company.



Uchenna Okigbo, FCA
 FRC/2016/PRO/00000015653
 For: GRANT THORNTON
 (Chartered Accountants)
 LAGOS, NIGERIA.
 Date: 1 June 2026



INDEPENDENT PRACTITIONER'S REPORT**To the Members of NCR NIGERIA PLC*****Report on an assurance engagement performed by an independent practitioner to report on management's assessment of internal controls over financial reporting.*****Our Opinion**

In our opinion, nothing has come to our attention that the internal control system over financial reporting put in place by management of NCR Nigeria Plc (the "Company"), are not adequate as of 31 December 2025, based on the FRC Guidance on Assurance Engagement Report on Internal Control Over Financial Reporting ("the Guidance") Section 7(2f) of the FRC Act of 2023 as amended, issued by the Financial Reporting Council of Nigeria.

What we have performed

We have performed an assurance engagement on NCR Nigeria Plc (the "Company"), internal control over financial reporting as of 31 December 2025 based on FRC Guidance on Assurance Engagement Report on Internal Control Over Financial Reporting ("the Guidance") issued by the Financial Reporting Council of Nigeria. The company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying management's annual

assessment of, and report on NCR Nigeria Plc (the "Company"), internal control over financial reporting.

Our responsibility is to express an opinion on the company's internal control over financial reporting based on our assurance engagement.

Basis for Opinion

We conducted our assurance engagement in accordance with the Guidance, which requires that we plan and perform the assurance engagement and provide a limited assurance report on the entity's internal control over financial reporting based on our assurance engagement.

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

Chartered Accountants

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

Definition and Limitations of Internal Control over Financial Reporting

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

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.

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

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

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

Other Matter

We have also audited, in accordance with the International Standards on Auditing, the financial statements of NCR Nigeria Plc (the "Company"), and our report dated 1 June 2026 expressed an unqualified opinion.



Uchenna Okigbo, FCA
FRC/2016/PRO/00000015653
For: Grant Thornton
(Chartered Accountants)
LAGOS, NIGERIA.
Date: 1 June 2026



NCR (NIGERIA) PLC

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025**

| | Notes | 2025 | 2024 |
|---|--------------|-----------------|--------------------|
| | | ₦'000 | ₦'000 |
| Revenue | 7 | 3,081,844 | 2,149,966 |
| Cost of Sales | 8 | (2,772,662) | (1,518,892) |
| Gross Profit | | 309,182 | 631,073 |
| Other Income | 9 | 16,221 | 60,629 |
| Selling and Distribution Expenses | 10 | (24,008) | (70,023) |
| Administrative and General Expenses | 11 | (51,505) | (2,782,828) |
| Operating Profit/(Loss) | | 249,890 | (2,161,149) |
| Profit/(Loss) before tax | | 249,890 | (2,161,149) |
| Tax Expense | 12 | (37,483) | (11,053) |
| Profit/(Loss) for the Year | | 212,406 | (2,172,202) |
| Other Comprehensive Income | | | |
| Items that will not be reclassified | | | |
| Actuarial loss | 23.3 | (86,412) | (31,790) |
| Other comprehensive loss for the year | | (86,412) | (31,790) |
| Total comprehensive profit/(loss) for the year | | 125,994 | (2,203,992) |
| Basic earnings/(loss) per share (₦) | | 1.97 | (20.11) |

The statement of accounting policies and notes on pages 27 to 62 form an integral part of these financial statements.

NCR (NIGERIA) PLC

**STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025**

| | | 2025 ₦'000 | 2024 ₦'000 |
|-------------------------------------|--------------|--------------------|--------------------|
| Assets | Notes | | |
| Non-current Assets | | | |
| Property, Plants and Equipment | 14 | 35,219 | 50,609 |
| Retirement Benefit Assets | 23.4 | 15,254 | 58,432 |
| | | 50,473 | 109,041 |
| Current Assets | | | |
| Prepayments | 15 | 136,268 | 17,593 |
| Inventory | 16 | 172,200 | 369,127 |
| Trade and Other Receivables | 17 | 5,659,087 | 3,409,211 |
| Cash and Cash Equivalents | 18 | 1,748,995 | 522,561 |
| | | 7,716,549 | 4,318,492 |
| Total Assets | | 7,767,022 | 4,427,534 |
| Equity and Liabilities | | | |
| Equity | | | |
| Share Capital | 19 | 54,000 | 54,000 |
| Other Reserves | 20 | (225,554) | (139,142) |
| Retained Loss | | (4,511,595) | (4,724,001) |
| Total Equity | | (4,683,149) | (4,809,143) |
| Liabilities | | | |
| Non-current Liabilities | | | |
| Trade and Other Payables | 21.1 | 2,583,097 | 2,583,097 |
| | | 2,583,097 | 2,583,097 |
| Current Liabilities | | | |
| Trade and Other Payables | 21.2 | 9,700,040 | 6,489,030 |
| Contract Liability | 22 | 129,550 | 153,498 |
| Current Tax Liabilities | 12.2 | 37,483 | 11,053 |
| | | 9,867,073 | 6,653,580 |
| Total Liabilities | | 12,450,170 | 9,236,677 |
| Total Equity and Liabilities | | 7,767,022 | 4,427,534 |

These accounts were approved by the Board of Directors on **1st of June, 2026** and signed on its behalf by:



Matthew Adefila
Chairman

FRC/2015/PRO/ICAN/04/00000012644



Chukwueke Onyekachi Caleb FCA
Director/CFO

FRC/2015/PRO/ICAN/001/00000013361

The statement of accounting policies and notes on pages 27 to 62 form an integral part of these financial

NCR (NIGERIA) PLC

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2025**

| | Share Capital ₦'000 | Other Reserves ₦'000 | Retained Loss ₦'000 | Total ₦'000 |
|---------------------------------------|------------------------------------|-------------------------------------|------------------------------------|------------------------|
| Year Ended 31 December 2024 | | | | |
| Balance as at 1 January 2024 | 54,000 | (107,352) | (2,551,799) | (2,605,151) |
| Actuarial loss | - | (31,790) | - | (31,790) |
| Loss for the year | - | - | (2,172,202) | (2,172,202) |
| Balance as at 31 December 2024 | 54,000 | (139,142) | (4,724,001) | (4,809,143) |
| Year Ended 31 December 2025 | | | | |
| Balance as at 1 January 2025 | 54,000 | (139,142) | (4,724,001) | (4,809,143) |
| Actuarial loss | - | (86,412) | - | (86,412) |
| Profit for the year | - | - | 212,406 | 212,406 |
| Balance as at 31 December 2025 | 54,000 | (225,554) | (4,511,595) | (4,683,149) |

The statement of accounting policies and notes on pages 27 to 62 form an integral part of these financial statements.

NCR (NIGERIA) PLC

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2025**

| | Note | 2025 ₦'000 | 2024 ₦'000 |
|--|------|------------------|------------------|
| Cash Flows from Operating Activities | | | |
| Profit/(Loss) before tax | | 249,890 | (2,161,149) |
| Adjustments: | | | |
| Depreciation | 8 | 15,391 | 15,109 |
| Exchange loss | 9 | - | 2,671,854 |
| Changes in defined benefit plan | | (43,234) | (37,186) |
| Investment income | 9 | (16,221) | (60,629) |
| Operating Profit Before Working Capital Changes | | 205,826 | 428,000 |
| Working Capital Changes: | | | |
| Changes in prepayment | 15 | (118,675) | (13,341) |
| Changes in inventory | 16 | 196,928 | (108,230) |
| Changes in trade and other receivables | 17 | (2,249,875) | 437,982 |
| Changes in trade and other payables | 21 | 3,211,010 | 1,308,531 |
| Changes in contract liabilities | 22 | (23,948) | (129,021) |
| | | 1,221,266 | 1,923,920 |
| Tax paid | 12.2 | (11,053) | (19,276) |
| Net Cash Flows from Operating Activities | | 1,210,214 | 1,904,644 |
| Cash Flows from Investing Activities: | | | |
| Acquisition of PPE | 14 | - | (14,229) |
| Investment income | 9 | 16,221 | 60,629 |
| Net Cash Flows from Investing Activities | | 16,221 | 46,400 |
| Cash Flows from Financing Activities: | | | |
| Net Cash Flows from Financing Activities | | - | - |
| Net Cashflows for the Year | | 1,226,434 | 1,951,044 |
| Cash and cash equivalents, at 1 January | | 522,561 | 1,243,371 |
| Effects of exchange difference | | - | (2,671,854) |
| Cash and Cash Equivalents as at 31 December | | 1,748,995 | 522,561 |
| Cash and Cash Equivalents as at 31 December | | 1,748,995 | 522,561 |

The statement of accounting policies and notes on pages 27 to 62 form an integral part of these financial statements.

NCR (NIGERIA) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

1 Nature of Operations

The nature of business operations involves providing technology and services that help businesses connect, interact, and transact with their customers. The company is a technology company that provides innovative products and services to help businesses build stronger relationships with their customers, through our presence at customer interaction points such as Automated Teller Machines (ATM), Interactive Teller Machines (ITMs), Retail Point of Sales (POS), Workstations, Self-Service Kiosks, Self-check-in/out systems, and DVD Kiosks.

2 General Information, statement of compliance with IFRS and going concern assumption

NCR (Nigeria) Plc was incorporated as a Limited Liability Company and commenced business on 9 December 1949 under the name National Cash Register Company (West Africa) Limited and changed its name to NCR (Nigeria) Limited in 1974. The Company was granted a listing on the Nigerian Stock Exchange on 30 May 1979 and became known as NCR (Nigeria) Plc on 16 July 1996.

NCR (Nigeria) Plc is a Company domiciled in Nigeria. The company's principal activity includes the provision of technology and services that help businesses connect, interact, and transact with their customers. NCR (Nigeria) Plc is a technology company that provides innovative products, which include:

- ATM (Automated Teller Machines)
- Retail Point of Sales terminals
- Self Service Kiosks
- Self-check-in/out systems
- Sale of computer consumables

The financial statements of the company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and the Financial Reporting Council of Nigeria (FRCN). They have been prepared under the assumption that the company operates on a going concern basis, which assumes the company will be able to discharge its liabilities as they fall due. In confirming the validity of the going concern basis of preparation, the company has considered the following specific factors:

- the company reported a profit of **₦212.41 million** for the year and had an excess of current liabilities over current assets of **₦2.15 billion**.
- the company generated positive operating cash flows of **₦1.21 billion** in the current period.
- the company reported a retained loss of **₦4.51 billion** in the current period.

As disclosed in Note 6.3.2 - 6.3.6 liquidity needs of the company are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout periods, which is typically 12 months from the date of authorisation of these financial statements.

- management prepares an annual budget and longer-term strategic plan, including an assessment of cash flow requirements, and continues to monitor actual performance against budget and plan throughout the reporting period.

Based on these factors, management has a reasonable expectation that the company has and will have adequate resources to continue in operational existence for the foreseeable future.

The financial statements for the year ended 31 December 2025 were approved and authorised for issue by the board of directors of NCR (Nigeria) Plc on **1st of June, 2026**.

NCR (NIGERIA) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

3 New or revised standards or interpretations

3.1 New standards adopted as at 1st January 2025

IAS 1 - Preparation of Financial Statements

Lack of Exchangeability- Amendment to IAS 1 - Effective 1 January 2025

In August 2024, the IASB amended IAS 21 'The Effects of Changes in Foreign Exchange Rates' to clarify the approach that should be taken by preparers of financial statements when they are reporting foreign currency transactions, translating foreign operations, or presenting financial statements in a different currency, and there is a long-term lack of exchangeability between the relevant currencies.

The amendments

The amendments include both updates to guidance to assist preparers in correctly accounting for foreign currency items and increases the level of disclosure required to help users understand the impact of a lack of exchangeability on the financial statements. The amendments:

- introduce a definition of whether a currency is exchangeable, and the process by which an entity should assess this exchangeability.
- provide guidance on how an entity should estimate a spot exchange rate in cases where a currency is not exchangeable
- require additional disclosures in cases where an entity has estimated a spot exchange rate due to a lack of exchangeability, including the nature and financial impact of the lack of exchangeability, and details of the spot exchange rate used and the estimation process.

The additional disclosure requirements provide useful information about the additional level of estimation uncertainty, and risks arising for the entity due to the lack of exchangeability.

- including requirements for liabilities that can be settled using an entity's own instruments.

NCR (NIGERIA) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

3.2 Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the company.

IFRS 18 Presentation and Disclosure in Financial Statements-Effective January 1, 2027

This is a new standard which replaces IAS 1 Presentation of Financial Statements and introduces several new presentation requirements. The first relates to categories and subtotals in the statement of financial performance. Income and expenses will be categorised into operating, investing, financing, income taxes and discontinued operations categories, with two new subtotals, namely "operating profit" and "profit before financing and income taxes" also being required. These categories and sub totals are defined in IFRS 18 for comparability and consistency across entities. The next set of changes requires disclosures about management defined performance measures in a single note to the financial statements. These include reconciliations of the performance measures to the IFRS defined subtotals, as well as a description of how they are calculated, their purpose and any changes. The third set of requirements enhance the guidance on grouping of information (aggregation and disaggregation) to prevent the obscuring of information.

The adoption of this amendment is not expected to impact on the results of the company, but may result in more disclosure than is currently provided in the financial statements.

Amendments to IFRS 1-First time Adoption of International Financial Reporting Standards-Effective-January 1, 2026

Annual Improvements to IFRS Accounting Standards Volume II Hedge Accounting by a First Time Adopter Amendment to reduce inconsistency in wording of the requirements in IFRS 9 Financial Instruments in relation to hedge accounting requirements for a first time adopter.

It is unlikely that the amendment will have a material impact on the company's financial statements.

Amendments to IFRS 7 Financial Instruments: Disclosures-Effective-January 1, 2026

Annual Improvements to IFRS Accounting Standards Volume II Gain or loss on derecognition Amendment to delete an obsolete reference that remained in IFRS 7 after the publication of IFRS 13 Fair Value Measurement, as well as to improve consistency of wording of the requirements of IFRS 7 with IFRS 13 concepts regarding disclosure of a gain or loss on derecognition.

The adoption of this amendment is not expected to impact on the results of the company, but may result in more disclosure than is currently provided in the financial statements.

Amendments to IFRS 9 Financial Instruments-Effective-January 1, 2026

Annual Improvements to IFRS Accounting Standards Volume II Derecognition of lease liabilities. The amendment clarifies that if a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to recognise any resulting gain or loss in profit or loss.

Amendments to IFRS 9 Financial Instruments-Effective-January 1, 2026

Annual Improvements to IFRS Accounting Standards Volume II Transaction price. The amendment clarifies that trade receivables must be measured initially, in accordance with IFRS 9, at the amount determined by applying IFRS 15 Revenue from Contracts with Customers.

It is unlikely that the amendment will have a material impact on the company's financial statements.

Amendments to IAS 7 Statement of Cash flows-Effective-January 1, 2026

Annual Improvements to IFRS Accounting Standards Volume II Cost method Amendment to replace the term 'cost method' with 'at cost' following the earlier removal of the definition of cost method from IFRS Accounting Standards.

It is unlikely that the amendment will have a material impact on the company's financial statements.

NCR (NIGERIA) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments-Effective-January 1, 2026

The amendments clarify the classification of financial assets with environmental, social and corporate governance (ESG) and similar features, as such features could affect whether the assets are measured at amortized cost or fair value. The amendment also clarifies the date on which a financial asset or financial liability is derecognized in cases where liabilities are settled through electronic payment

It is unlikely that the amendment will have a material impact on the company's financial statements.

- iv IAS 1 paragraph 117(A) - the amendments clarify that accounting policy information may be material because of its nature, even if the related amounts are immaterial;
- v the amendments clarify that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements; and
- vi IAS 1 paragraph 117(D) - the amendments clarify that if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information.

4 Material Accounting Policies

4.1 Basis of preparation

The financial statements have been prepared on an accrual basis and under the historical cost convention. Monetary amounts are expressed in Nigerian currency Naira (₦). The monetary amounts are not rounded to the nearest thousand, and earnings per share.

4.2 Foreign currency translation Functional and presentation currency

The financial statements are presented in Naira (₦), which is also the functional currency of the company. The presentation of the financial statement in Naira is in compliance with the requirements of the Financial Reporting Council of Nigeria (FRCN).

Foreign currency transactions and balances

Transactions denominated in foreign currencies are translated and recorded in Nigerian Naira, which is the Company's functional and presentation currency, at the actual exchange rates on the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated at year-end rates. Any resulting exchange losses and gains from the settlement of these transactions, and from the translation of monetary assets and liabilities, are recognised to the profit or loss, except when deferred in Other comprehensive income as qualifying cash flow hedges.

Foreign operations

In the financial statements, all assets, liabilities, and transactions with functional currencies other than the Naira are translated into Naira upon presentation. The functional currency of the company has remained unchanged during the reporting period.

NCR (NIGERIA) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

4.3 Use of estimates and judgment

In preparing the financial statements, management is required to make use of estimates and assumptions that affect the amounts represented in the financial statements and related disclosures. Use of available information and the application of judgment are inherent in the formation of estimates. Actual results in the future could differ from these estimates, which may be material to the financial statements. The statement of accounting policies forms an integral part of these financial statements.

4.4 Current versus non-current classification

The company presents assets and liabilities in the statement of financial position based on current and/or non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal
 - Held primarily for the purpose of trading
 - Is due to be realized within 12 months after the reporting period
-
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Non-current assets are due to be settled more than 12 months after the reporting period

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period

4.5 Revenue from contract with customers

The Company is in the business of providing technology and services that help businesses connect, interact, and transact with their customers. It provides innovative products which include ATM (Automated Teller Machines), Retail Point of Sales terminals, Self Service Kiosks, Self-check-in/out systems, and the sale of computer consumables. These contracts are divided into three revenue streams, namely:

- Financial Service Group - Revenue is derived from sale of equipment and other hardware devices such as ATMs
- World Customer Services- Revenue is derived from provision of hardware and software maintenance services.

To determine whether to recognise revenue, the Company follows a 5-step process:

- * The company has identified the contract(s) with the customer;
- * The company has identified the performance obligations in the contracts;
- * The transaction price can be determine by the company.
- * Allocation of transaction price to the performance obligations; and
- * Recognition of revenue when (or as) the entity satisfies a performance obligation.

Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

NCR (NIGERIA) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

The disclosures of material accounting judgments, estimates, and assumptions relating to revenue from contracts with customers are provided in Note 17.

The Company has applied IFRS 15 practical expedient to a portfolio of contracts (or performance obligations) with similar characteristics since the Company reasonably expects that the accounting result will not be materially different from the result of applying the standard to the individual contracts. The Company has been able to take a reasonable approach to determine the portfolios that would be representative of its types of customers and business lines. This has been used to categorize the different revenue streams detailed below.

4.6 Sale of equipment and other hardware devices

Revenue from the sale of equipment and other hardware devices is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment/devices. The normal credit term is 30 to 90 days upon delivery.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties). In determining the transaction price for the sale of hardware, the Company considers the effects of variable consideration, the existence of material financing components, noncash consideration, and consideration payable to the customer (if any).

4.7 Material financing component

Using the practical expedient in IFRS 15, the Company does not adjust the promised amount of consideration for the effects of a material financing component since it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Warranty competition

The company typically provides warranties for general repairs of defects that existed at the time of sale. These assurance-type warranties are accounted for under IAS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on provisions. The company provides a one-year warranty beyond fixing defects that existed at the time of sale. These service-type warranties are sold either separately or bundled together with the sale of hardware.

Contracts for bundled sales of equipment and a service-type warranty comprise two performance obligations because the promises to transfer the equipment and to provide the service-type warranty are capable of being distinct. Using the relative stand-alone selling price method, a portion of the transaction price is allocated to the service-type warranty and recognised as a contract liability. Revenue is recognised over the period in which the service-type warranty is provided based on the time elapsed.

Contracts for bundled sales of equipment and installation services are comprised of two performance obligations because the promises to transfer equipment and provide installation services are capable of being distinct and separately identifiable. Accordingly, the Company allocates the transaction price based on the relative stand-alone selling prices of the equipment and installation services.

Installation and maintenance services

The company provides installation and maintenance services that are either sold separately or bundled together with the sale of equipment to a customer. The installation/maintenance services can be obtained from other providers and do not materially customise or modify the equipment. Contracts for bundled sales of equipment, installation, and maintenance services are comprised of three performance obligations because the promises to transfer equipment and provide installation/maintenance services are capable of being distinct and separately identifiable. Accordingly, the Company allocates the transaction price based on the relative stand-alone selling prices of the equipment and installation services.

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**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

4.9 Contract balances

Trade receivables

A receivable represents the Company'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).

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

4.10 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The Chief Operating Decision Maker, who is responsible for allocating resources and assessing the performance of the operating segments, has been identified as the Country Head/ Chief Executive Officer.

For management purposes, the company is organised into business units based on its products and services. The strategic business unit offers different products and services, and they are managed separately because they require different marketing strategies.

The entity's operating segments are as follows

- * Financial service group
- * World customer services

The company's Country Head/ Chief Executive Officer monitors the operating results of its business units separately to make decisions about resource allocation and performance assessment. Business unit performance is evaluated based on revenue and cost of sales. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

| 31 December 2025 | Financial service group | World customer services | Total |
|----------------------------|------------------------------------|------------------------------------|--------------------|
| | ₦'000 | ₦'000 | ₦'000 |
| Revenue | 1,107,349 | 1,974,496 | 3,081,844 |
| Cost of sales | (128,120) | (2,644,542) | (2,772,662) |
| Gross profit/(loss) | 979,228 | (670,046) | 309,182 |
| Margin | 0.88 | (0.34) | 0.10 |
| 31 December 2024 | | | |
| | ₦'000 | ₦'000 | ₦'000 |
| Revenue | 429,762 | 1,720,204 | 2,149,966 |
| Cost of sales | (255,482) | (1,263,410) | (1,518,892) |
| Gross profit | 174,280 | 456,794 | 631,074 |
| Margin | 0.41 | 0.27 | 0.29 |

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

4.11 Earnings Per Share, Interests and dividends

Basic earnings per share have been calculated using the profit attributable to shareholders of the company as the numerator, i.e., no adjustments to profit were necessary in 2025 or 2024. Diluted earnings per share are calculated by dividing profit or loss for the year by the fully-diluted number of ordinary shares outstanding during the year. Interest income and expenses are reported on an accrual basis using the effective interest method. Dividends, other than those from investments in associates, are recognised at the time the right to receive payment is established.

Interest income and expenses are reported on an accrual basis using the effective interest method. Dividends, other than those from investments in associates, are recognised at the time the right to receive payment is established. Dividend income from investment is recognised when the shareholder's right to receive payment has been established (provided that economic benefits will probably flow to the company and the amount of income can be measured reliably).

4.13 Property plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses.

Recognition and measurement

Properties in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the company's accounting policy. Depreciation is not charged on these assets until the assets are available for their intended use.

Depreciation is charged to profit or loss using the straight-line method to write off the cost to their residual values over their estimated useful lives on the following bases:

| Items of PPE | Estimated useful lives - years |
|--------------------------------|--------------------------------|
| Furniture and fittings | 5 |
| Computer equipment | 4 |
| Plant, machinery and equipment | 5 |

Expenses on repairs and maintenance for instance day-to-day service cost and ongoing maintenance cost are recognized in profit or loss immediately. Major repairs and overhaul costs are capitalized if they will result in future economic benefits. The residual values, useful lives, and methods of depreciation of property, plant, and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

De-recognition and impairment

Items of property, plant and equipment are derecognised when the valuation has been done, and it is certified that it has been impaired. The impaired fixed assets are derecognised and the impairment loss recognised in the profit or loss account. For the year under review and the prior year, no item of PPE was impaired and derecognised.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

4.14 Inventories

Inventories are stated at the lower of cost or net realisable value. The cost of materials is the purchase cost determined on a first-out basis. Inventories are stated at the lower of cost and net realizable value using the First-In-First-Out (FIFO) method. Net realizable value represents the estimated selling price of inventories less the estimated cost to make the sale.

Inventories cost comprises purchase costs, duty charges, freight costs, insurance expenses, and clearing charges.

4.15 Financial instruments

4.15.1 Recognition, and derecognition

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled, or expires.

4.15.2 Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a material financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

In the periods presented, the corporation does not have any financial assets categorised as FVOCI.

The classification is determined by both:

- * the entity's business model for managing the financial asset;
- * the contractual cash flow characteristics of the financial asset.

All revenue and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables, which is presented within other expenses.

4.15.3 Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply (see below).

The category also contains an equity investment. The company accounts for the investment at FVTPL and did not make the irrevocable election to account for the investment in unquoted securities and listed equity securities at fair value through other comprehensive income (FVOCI). The equity investment in unquoted securities was measured at cost less any impairment charges in the comparative period under IAS 39, as it was determined that its fair value could not be estimated reliably. In the current financial year, the fair value was determined in line with the requirements of IFRS 9, which does not allow for measurement at cost.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

Financial assets at fair value through other comprehensive income (FVOCI)

The company accounts for financial assets at FVOCI, if the assets meet the following conditions:

- they are held under a business model whose objective it is "hold to collect" the associated cash flows and sell and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Any gains or losses recognised in other comprehensive income (OCI) will be recycled upon derecognition of the asset.

4.15.4 Impairment of financial assets

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

The company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, and reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated materially in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated materially in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category. Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade and other receivables

Trade receivables are carried at amortised cost less allowance for impairment losses. Invoices are due for payment as soon as they are raised, except when customers are pre-billed or allowed an extended credit period. No interest is charged on the overdue receivables. The company has recognised a provision for expected credit loss of 100% against all receivables over 360 days because historical experience has been that receivables that are past due beyond 360 days are not likely to be recoverable. When trade receivable, or the oldest portion of an instalment or sales receivable, has been due for 450 days (15 months), it is assumed to be uncollectible, and the entire receivable is written off.

Before accepting any new customer, the Company uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Credit limits are reviewed periodically by the Financial Controller.

Provision for expected credit losses

Provisions are made for credit losses on all receivables to reduce the Company's financial exposure to any losses on bad debts. There are no trade receivables that are past due at the reporting date against which an allowance has not been made. Allowance for credit losses is reversed if all amounts are recovered. The impairment recognized represents the difference between the carrying amount of these trade receivables and the amounts that are deemed recoverable by the Company. The company does not hold any collateral or other credit enhancements over these balances, nor does it have a legal right of offset against any amounts owed by the Company to the counterparty. In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date.

4.15.5 Classification and measurement of financial liabilities

The financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the company designates a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

Loans and borrowings

This is the category most relevant to the company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains or losses are recognised in profit or loss when the liabilities are derecognised, as well as through the EIR amortisation process. Primarily in the last 5 years of the company's operations, its major financial liabilities have been trade and other payables, which are not interest-bearing and for which the effective interest method may not necessarily apply.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the income statement.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

4.16 Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred income taxes are calculated using the balance sheet liability method.

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the forecast of future operating results, adjusted for material non-taxable income and expenses, and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognised in full, although IAS 12 'Income Taxes' specifies limited exemptions. As a result of these exemptions, the company does not recognize deferred tax on temporary differences relating to goodwill or to its investments in subsidiaries.

Withholding tax

The Nigerian Government requires an entity paying for services rendered by the Company to withhold or deduct tax from the payment and pay that tax to the Government. This is considered an advance payment of Company income tax by the Company (which rendered the service) and is paid by the customer receiving the service on behalf of the Company. The company is entitled to receive a Tax Credit Note from the customer who received the service as evidence that the withholding tax has been paid. The company can then utilize these Credit Notes to reduce the amount of income tax payable. Without receipt of a credit note from the customer, the Company is unable to benefit from the prepayment of tax in the form of the withholding tax. The company recognizes a withholding tax receivable once the service has been rendered and the withholding tax has been deducted by the customer from payment due to the Company. The company assesses the recoverability of the Tax Credit Notes from the customers relating to the amounts deducted by its customers. The company makes appropriate allowances for estimated irrecoverable amounts when there is objective evidence that the Withholding Tax Credit Notes may not be received. These impairment allowances are recognized in profit or loss under distribution expense.

4.17 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, cash on hand, and demand deposits, together with other short-term, highly liquid investments maturing within 90 days or less from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an immaterial risk of changes in value.

For the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, less restricted cash, as they are considered an integral part of the Company's cash management. The restrictions are in respect of Advance Performance Guarantees provided by some banks for some customers pending the performance of the contractual obligations by the Company, and excess amount with the Central Bank of Nigeria being the unutilized LC's amount made for bidding for foreign exchange to finance LCs for the Company, which were yet to be refunded as at the reporting date. The cash is restricted for a period of 12 months after year-end.

4.18 Equity and reserves

Share capital represents the nominal (par) value of shares that have been issued.

Share premium includes any premiums received on the issue of share capital. Any transaction costs associated with the issuing of shares are deducted from the share premium, net of any related income tax benefits.

Retained earnings include all current and prior period retained profits and share-based employee remuneration.

All transactions with owners of the parent are recorded separately within equity.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

Dividend distributions payable to equity shareholders are included in other liabilities when the dividends have been approved in a general meeting before the reporting date.

4.19 Post-employment benefits and short-term employee benefits

Post-employment

The company provides post-employment benefits through defined contribution.

Defined contribution plans

The company pays fixed contributions into independent entities in relation to several state plans and insurance for individual employees. The company has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

The company makes provision for retirement benefits in accordance with the Pension Reform Act 2014. The contribution by the employer and employee is 10% and 8%, respectively, of the employees' basic salary, housing, and transport allowances.

Defined benefit plans

For defined benefit retirement plans, the cost of providing benefits is determined by independent actuaries using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement gains or losses arising from increases or decreases in the present value of the defined benefit obligation because of changes in actuarial assumptions and experience adjustments are immediately recognised in other comprehensive income.

The defined benefit asset or liability recognised in the statement of financial position represents the present value of the defined benefit obligation less the fair value of plan assets out of which the obligations are to be settled. Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Fair value is based on market price information, and in the case of quoted securities, it is the published bid price.

Short-term employee benefits

Short-term employee benefits comprise salaries and wages, pension cost, ITF expenses, NSITF, and NHF, including holiday entitlement, which are current liabilities included in pension and other employee obligations, measured at the undiscounted amount that the company expects to pay as a result of the unused entitlement.

4.20 Provisions, contingent assets and contingent liabilities

Provisions for legal disputes, onerous contracts or other claims are recognised when the company has a present legal or constructive obligation as a result of a past event, an outflow of economic resources will probably be required from the company, and amounts can be estimated reliably. The timing or amount of the outflow may still be uncertain.

Restructuring provisions are recognised only if a detailed formal plan for the restructuring exists, and management has either communicated the plan's main features to those affected or started implementation. Provisions are not recognised for future operating losses.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the company is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resources is remote.

The expense relating to any provision is recognised and presented in the statement of profit or loss and other comprehensive income, net of any reimbursement. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risk specific to the liability. Where discounting is used, an increase in the provision due to the passage of time is recognised as part of finance cost in the income statement.

Warranty obligation

The company provides warranties for general repairs of defects that existed at the time of sale, as required by law. Provisions related to these assurance-type warranties are recognized when the product is sold or the service is provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

4.21 Statement of cashflow

The statement 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 non-cash items, have been eliminated for the purpose of preparing the statement. Finance cost is also included in financing activities, while finance income received is included in investing activities.

5 Material management judgement in applying accounting policies and estimation uncertainty

When preparing the financial statements, management makes several judgments, estimates, and assumptions about the recognition and measurement of assets, liabilities, income, and expenses.

Material management judgements

The following are the judgments made by management in applying the accounting policies of the company that have the most material effect on the financial statements.

5.1 Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forwards can be utilised.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

5.2 Revenue from contracts with customers

The company applied the following judgments that materially affect the determination of the amount and timing of revenue from contracts with customers.

Identifying performance obligations in a bundled sale of equipment, installation and maintenance services

The company provides installation and maintenance services that are either sold separately or bundled together with the sale of equipment to a customer. The installation and maintenance services are a promise to transfer services in the future and are part of the negotiated exchange between the Company and the customer.

The company determined that the equipment, maintenance, and installation services are capable of being distinct. The fact that the Company regularly sells both equipment, maintenance, and installation on a stand-alone basis indicates that the customer can benefit from each of the products on their own. The company also determined that the promises to transfer the equipment and to provide installation and maintenance are distinct within the context of the contract. The equipment, maintenance, and installation are not inputs to a combined item in the contract. The company is not providing a material integration service because the presence of the equipment, maintenance, and installation together in this contract does not result in any additional or combined functionality, and neither the equipment, maintenance nor the installation modifies or customizes the other.

In addition, the equipment, maintenance, and installation are not highly interdependent or highly interrelated, because the Company would be able to transfer the equipment even if the customer declined installation or maintenance, and would be able to provide installation/maintenance in relation to products sold by other distributors. Consequently, the Company allocated a portion of the transaction price to the equipment, maintenance service, and installation services based on relative stand-alone selling prices.

Determining the timing of satisfaction of installation/maintenance services

The company concluded that revenue for installation/maintenance services is to be recognised over time because the customer simultaneously receives and consumes the benefits provided by the Company. The fact that another entity would not need to re-perform the service that the Company has provided to date demonstrates that the customer simultaneously receives and consumes the benefits of the Company's performance as it performs.

The company determined that the input method is the best method in measuring progress of the installation/maintenance services because there is a direct relationship between the Company's effort (i.e., labour hours incurred) and the transfer of service to the customer. The Company recognises revenue on the basis of the labour hours expended relative to the total expected labour hours to complete the service.

Determining the timing of satisfaction of sales of equipment and other hardware devices

The company concluded that revenue for sales of hardware is to be recognised as a point in time, when the customer obtains control of the equipment. The company assesses when control is transferred using the indicators below:

- The company has a present right to payment for the product;
- The customer has legal title to the product;
- The company has transferred physical possession of the asset and delivery note received;
- The customer has the material risks and rewards of ownership of the product; and
- The customer has accepted the asset

5.3 Classification of Intercompany payable as non-current payable

In determining whether intercompany payable can be classified as non-current payable, the Company made some assumptions and judgments regarding the estimated future cash flow, discount rate, and expected repayment period. Based on the modification of the repayment period from one year to three years, the intercompany payable due for repayment after 12 months was reclassified to non-current.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

Estimates and assumptions

5.4 Provision for expected credit losses (ECL) of trade receivables

The company uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, and customer type).

The provision matrix is initially based on the Company's historically observed default rates. The company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year, which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated, and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions, and ECLs is a material estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The company's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default in the future. The information about the ECLs on the Company's trade receivables is disclosed in Note 17.

5.5 Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technological obsolescence that may change the utility of certain software and computer equipment.

5.6 Inventories

Management estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by market-driven changes that may reduce future selling prices.

5.7 Defined benefit plans

The cost of the defined benefit pension plan and other post-employment medical benefits and the present value of the pension obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future gratuity increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The discount rate is determined on the Company's reporting date by reference to market yields on high quality Government bonds. The discount rate should reflect the duration of the liabilities of the benefit programme. See Note 23 for details.

NCR (NIGERIA) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

5.8 Impairment losses on other financial assets

The measurement of impairment losses under IFRS 9 requires estimates that are driven by a number of factors, changes in which can result in different levels of allowances. The company's ECL calculations are outputs of complex models with several underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- The segmentation of financial assets when their ECL is assessed on a collective basis
- Development of ECL models, including the various formulas and the choice of inputs
- Determination of associations between macroeconomic scenarios and, economic inputs, such as unemployment levels, Gross Domestic Products and inflation rate, and the effect on PDs, EADs and LGDs
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models

5.9 Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case, management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

5.10 Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Material management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

6 Financial Risk Management

6.1 Introduction

The company uses its financial skills to provide competitive product pricing and delivery to a broad range of customers.

Risk Management is essential to help ensure business sustainability thereby providing customers and the shareholders with a long-term value proposition.

Key elements of risk management are:

- Strong corporate governance including relevant and reliable management information and internal control processes;
- Ensuring material and relevant skills and services are available consistently to the company;
- Influencing the business and environment by being active participants in the relevant regulatory and business forums; and
- Keeping abreast of technology and consumer trends and investing capital and resources where required.

The overall company focus within an appropriate risk framework is to give value to the customers through effective and efficient execution of transactions.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

The board of directors acknowledges its responsibility for establishing, monitoring and communicating appropriate risk and control policies.

The company has exposure to material risks which are categorised as follows:

- (i) Regulatory (capital adequacy, legal, accounting and taxation);
- (ii) Business environment (reputation and strategic);
- (iii) Operational (people, information technology and internal control processes);
- (iv) Market (equity prices, interest rate and currency); and
- (v) Liquidity

6.2 Detailed discussion of material risks

6.2.1 Regulatory risk

Regulatory risk is the risk arising from a change in regulations in any legal, taxation, and accounting pronouncements or specific industry that pertains to the business of the company. In order to manage this risk, the company is an active participant in the petroleum industry and engages in discussions with policymakers and regulators.

6.2.2 Legal risk

Legal risk is the risk that the company will be exposed to contractual obligations which have not been provided for.

The company has a policy of ensuring all contractual obligations are documented and appropriately evidenced in agreements with the relevant parties to the contract.

All material contract claims are reviewed by independent legal resources, and amounts are provided for if there is consensus as to any possible exposure. At 31 December 2025, the directors are not aware of any material obligation not provided for.

6.2.3 Taxation risk

Taxation risk is the risk of suffering a loss, financial or otherwise, as a result of an incorrect interpretation and application of taxation legislation or due to the impact of new taxation legislation on existing products.

Taxation risk occurs in the following key areas:

- Transactional risk;
- Operational risk;
- Compliance risk; and
- Financial accounting risk.

- Transactional risk

The risk which concerns specific transactions entered into by the company, including restructuring projects and reorganisations.

- Operational risk

The underlying risks of applying tax laws, regulations and decisions to the day-to-day business operations of the company.

- Compliance risk

The risk associated with meeting the company's statutory obligations.

- Financial accounting risk

The risk relates to the inadequacy of proper internal controls over financial reporting, including tax provisioning.

In managing the company's taxation risk, the company tax policy is as follows:

NCR (NIGERIA) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

The company will fulfil its responsibilities under tax law in each of the jurisdictions in which it operates, whether in relation to compliance, planning, or client service matters. Tax law includes all responsibilities that the company may have in relation to company taxes, personal taxes, capital gains taxes, indirect taxes, and tax administration.

Compliance with this policy is aimed at ensuring that:

- All taxes due by the company are correctly identified, calculated, paid and accounted for in accordance with the relevant tax legislation;
- The company continually reviews its existing operations and planned operations in this context; and
- The company ensures that, where clients participate in company products, these clients are either aware of the probable tax consequences, or are advised to consult with independent professionals to assess these consequences, or both.

The identification and management of tax risk is the primary objective of the company tax function, and this objective is achieved through the application of a formulated tax risk approach, which measures the fulfilment of tax responsibilities against the specific requirements of each category of tax to which the company is exposed, in the context of the various types of activities the company conducts.

6.2.4 Accounting risk

Accounting risk is the risk that the company fails to explain the current events of the business in the financial statements.

Accounting risk can arise from the failure of management to:

- Maintain proper books and records, accounting system and to have proper accounting policies;
- Establish proper internal accounting controls;
- Prepare periodic consolidated financial statements that reflect an accurate financial position; and
- Be transparent and fully disclose all important and relevant matters.

Measures to control accounting risk are the use of proper accounting systems, books, and records based on proper accounting policies, as well as the establishment of proper internal accounting controls. Proposed accounting changes are researched by accounting resources, and if required, external resources, to identify and advise on any material impact on the company.

Financial statements are prepared in a transparent manner that fully discloses all important and relevant matters as well as accurately reflects the financial position, results, and cash flows of the company.

6.3 Business environment

6.3.1 Reputational risk

Reputational risk is the risk of loss caused by a decline in the reputation of the company or any of its specific business units from the perspective of its stakeholders, shareholders, customers, staff, business partners, or the general public.

Reputational risk can both cause and result from losses in all risk categories such as market or credit risk.

6.3.2 Credit risk

Credit risk is the risk that one party to a financial instrument will cause a loss to the other party by failing to discharge an obligation.

Key areas where the company is exposed to credit risk are:

- * Certain classes of financial assets such as bonds, term deposits and cash and cash equivalent; and
- * Certain accounts within trade and other receivables.

NCR (NIGERIA) PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

Financial assets

Various debt instruments are entered into by the company in order to invest surplus shareholder funds. The company is exposed to the issuer's credit standing on these instruments.

The following policy and procedure is in place to mitigate the company's exposure to this credit risk:

* Exposure to outside financial institutions concerning financial instrument is monitored in accordance with parameters which have been approved by the company's board.

| 31 December 2025 | 1 - 12 Months | 13 Months and above |
|-----------------------------|----------------------|--------------------------------|
| | ₦'000 | ₦'000 |
| Trade and other receivables | 5,659,087 | - |
| Cash and cash equivalents | 1,748,995 | - |
| Total | 7,408,081 | - |
| <hr/> | | |
| 31 December 2024 | | |
| Trade and other receivables | 3,409,211 | - |
| Cash and cash equivalents | 522,561 | - |
| Total | 3,931,772 | - |

6.3.3 Liquidity risk

Liquidity risk is that the company might be unable to meet its obligations. The company manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecasting cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on a 360-day lookout period, which is identified monthly. Net cash requirements are compared to available the basis of a rolling 30-day projection. Long-term liquidity needs for 180 days and borrowing facilities to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the outlook period.

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, Treasury maintains flexibility in funding by keeping committed credit lines available.

| 31 December 2025 | 1 - 12 Months | 13 Months and above |
|--------------------------|----------------------|--------------------------------|
| | ₦'000 | ₦'000 |
| Trade and other payables | 9,700,040 | 2,583,097 |
| Contract liabilities | 129,550 | - |
| Total | 9,700,040 | 2,583,097 |
| <hr/> | | |
| 31 December 2024 | | |
| Trade and other payables | 6,489,030 | 2,583,097 |
| Contract liabilities | 153,498 | - |
| Total | 6,642,527 | 2,583,097 |

NCR (NIGERIA) PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

6.3.5 Market risk

Market risk includes asset and liability matching risk, currency risk, and interest rate risk. The company is exposed to market risk through its financial assets and financial liabilities. The most important components of this risk are interest rate risk and foreign currency risk. These risks arise from open positions in interest rate and foreign currency, all of which are exposed to general and specific market movements.

Foreign currency risk

In respect of other monetary assets and liabilities held in currencies other than the Naira, the company ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates, where necessary, to address short-term imbalances.

The company undertakes certain transactions denominated in foreign currencies. Hence, exposure to exchange rate fluctuation arises. There have been no changes to the company's exposure to market risks or the manner in which these risks arise. The company is mainly exposed to the currency of the Nigerian naira.

Interest rate risk

Interest rate risk is the risk that the value and cash flow of a financial instrument will fluctuate due to changes in market interest rates. Interest rate arises from movement in interest rate, which could have an effect on the company's net income or financial position. Changes in interest rates may cause variation in interest income and expenses resulting from interest-bearing assets and liabilities.

6.3.6 Capital Risk Management

The primary objective of the company's capital management is to safeguard the company's ability to continue as a going concern and to maintain healthy capital ratios to support its business and maximize shareholder value.

The capital structure of the Company consists of equity attributable to equity holders of the Company, comprising issued share capital, reserves, and retained earnings. The company is not subject to any externally imposed capital requirements.

The company manages its capital structure and makes adjustments to it, as needed, in response to changes in economic conditions. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders, or issue new shares. No changes were made in the objective policies or processes for managing capital during the years ended 31 December 2025 and 2024. The company calculates net debt using total liabilities (borrowings, trade and other payables, provisions, contract liability, and other liabilities), less cash and cash equivalents.

| | 2025 | 2024 |
|---------------------------------|-------------------|------------------|
| | ₦'000 | ₦'000 |
| Total liabilities | 12,450,170 | 9,236,677 |
| Less: Cash and cash equivalents | (1,748,995) | (522,561) |
| Net Debt | 10,701,176 | 8,714,117 |
| Equity | (4,683,149) | (4,809,143) |
| Net debt to total equity | -43.76% | -55.19% |

NCR (NIGERIA) PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

| | | 2025 | 2024 |
|-------------------------|--|-------------------------|-------------------------|
| | | ₦'000 | ₦'000 |
| 7 Revenue | | | |
| Financial service group | | 1,107,349 | 429,762 |
| World customer services | | 1,974,496 | 1,720,204 |
| | | <u>3,081,844</u> | <u>2,149,966</u> |

Disaggregated revenue information

| 31 December 2025 | | | |
|-------------------------------------|------------------------------------|--|------------------|
| | Financial service group | World customer services | Total |
| Goods or Services | ₦'000 | ₦'000 | ₦'000 |
| Sale of software | 269,067 | - | 269,067 |
| PS consulting | 838,282 | - | 838,282 |
| Maintenance services | - | 1,974,496 | 1,974,496 |
| Total revenue from contracts | 1,107,349 | 1,974,496 | 3,081,845 |

| 31 December 2024 | | | |
|--|------------------------------------|--|------------------|
| | Financial service group | World customer services | Total |
| Goods or Services | ₦'000 | ₦'000 | ₦'000 |
| Sale of equipment | 63,063 | - | 63,063 |
| Sale of software | 109,490 | - | 109,490 |
| PS consulting | 250,056 | - | 250,056 |
| Installation and implementation services | 7,153 | - | 7,153 |
| Maintenance services | - | 1,720,204 | 1,720,204 |
| Total revenue from contracts | 429,762 | 1,720,204 | 2,149,966 |

Performance Obligations

Information about the Company's performance obligations are summarised below:

Sale of equipment and hardware device

The performance obligation is satisfied upon delivery of the equipment, and payment is generally due within 30 to 90 days from delivery.

In some contracts, a one-year warranty beyond fixing the defects that existed at the time of sale is provided to customers. The warranty is accounted for as a separate performance obligation, and a portion of the transaction price is allocated. The performance obligation for the warranty service is satisfied over one-year based on time elapsed.

NCR (NIGERIA) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

Installation and maintenance services

The performance obligation is satisfied over-time and payment is generally due upon completion of installation/maintenance and acceptance of the customer.

The Company has applied the practical expedient in paragraph 121 of IFRS 15 and did not disclose information about remaining performance obligations that have original expected durations of one year or less.

| | | 2025 | 2024 |
|-------------------------|-------------|-------------------------|-------------------------|
| | | ₦'000 | ₦'000 |
| Contract balance | Note | | |
| Trade receivable | 17 | 1,445,268 | 964,582 |
| Contract liabilities | 22 | 129,550 | 153,498 |
| | | <u>1,574,819</u> | <u>1,118,080</u> |

Trade receivables are non-interest-bearing and are generally on terms of 30 to 90 days. In 2025, ₦15,621,270 (2024: ₦5,283,729) was recognized as provision for expected credit losses on trade receivables.

Contract liabilities include advances received from customers in respect of projects.

8 Cost of Sales

| | | |
|-------------------------------------|-------------------------|-------------------------|
| Depreciation | 15,391 | 15,109 |
| Direct cost | 1,767,151 | 668,704 |
| Allowance for slow moving inventory | 146,128 | - |
| Employee benefit expenses | 843,991 | 835,079 |
| | <u>2,772,662</u> | <u>1,518,892</u> |

Cost of sales represents items listed above. Direct cost relates to the cost of purchasing the ATM and other equipment. Employee benefits expenses include salaries and wages, health insurance, bonus and other related expenses.

9 Other Income

| | | |
|-------------------|----------------------|----------------------|
| Investment income | 16,221 | 60,629 |
| | <u>16,221</u> | <u>60,629</u> |

Other operating income relates to income earned from other activities. Investment income represents interest income from investment in short-term deposits.

NCR (NIGERIA) PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

| | 2025 | 2024 |
|---|---------------|---------------|
| | ₦'000 | ₦'000 |
| 10 Selling and Distribution Expenses | | |
| Bank charges | 851 | 9,196 |
| Consulting and advisory | 18,116 | 30,598 |
| Legal fees | - | 15,995 |
| Professional subscription | - | 25 |
| Promotion and advertisement | - | 2,273 |
| Security | 5,014 | 3,515 |
| Sundry marketing | - | 4,456 |
| Travelling and accommodation | 27 | 3,965 |
| | 24,008 | 70,023 |

Bank charges are indirect expenses incurred as a result of carrying out transactions with the bank, such as service charges and other related expenses. Travelling and accommodation expenses include amounts paid to travel agents, hotel bills, and other travel-related expenses. Sundry marketing expenses include the amount incurred on presale charges.

| | | |
|--|---------------|------------------|
| 11 Administrative and General Expenses | | |
| General office expenses | 18,299 | 21,225 |
| Bank charges | - | 991 |
| ECL | 9,868 | 59,356 |
| Exchange loss | - | 2,671,854 |
| Auditors remuneration | 19,100 | 16,250 |
| Consulting and Advisory | 846 | 1,156 |
| Insurance | 2,956 | 2,033 |
| Professional fees | - | 9,670 |
| Repairs and maintenance | - | 147 |
| Transport, travelling and other related expenses | 436 | 146 |
| | 51,505 | 2,782,828 |

General office expenses include marketing expenses, product related overheads, selling facilities expenses, utilities office supplies, office running expenses and other related expenses. Repairs and maintenance include electrical maintenance expenses, plumbing, elevator maintenance, field services material, repair of service tools and consumables and related expenses. Foreign exchange loss unrealised is as a result of trade and other payable balances in foreign currency.

Auditors remuneration represents total fee paid to the auditor, net of VAT (Financial statement audit ₦15,000,000 and ICFR ₦4,100,000).

Non-audit services

The auditors did not perform non-audit services during the year and prior year.

NCR (NIGERIA) PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

| | | 2025 | 2024 |
|---|----|-----------------------|------------------------|
| | | ₦'000 | ₦'000 |
| 11.1 Allowance and impairment loss | | | |
| Trade receivables | 17 | 9,868 | 515 |
| Intercompany receivables | | (19,737) | (59,870) |
| Total (write-back) / loss on receivables | | <u>(9,868)</u> | <u>(59,356)</u> |

12 Taxation

12.1 Income Tax Recognised in Income Statement

Current Tax

| | | | |
|------------|--|----------------------|----------------------|
| Income tax | | 37,483 | 11,053 |
| | | <u>37,483</u> | <u>11,053</u> |

Deferred Tax

| | | | |
|---------------------------------|--|---|---|
| Deferred tax expense recognised | | - | - |
|---------------------------------|--|---|---|

| | | | |
|---|--|----------------------|----------------------|
| Total Income Tax Expenses Recognised in the current year | | <u>37,483</u> | <u>11,053</u> |
|---|--|----------------------|----------------------|

The tax rate used for the 2025 tax computation is 30% payable by Corporate Entities in Nigeria.

12.2 Current Tax Liabilities

| | | | |
|---------------------------|--|----------------------|----------------------|
| Balance as at 1st January | | 11,053 | 19,276 |
| Charge for the year | | 37,483 | 11,053 |
| | | <u>48,536</u> | <u>30,329</u> |

| | | | |
|----------------------|--|----------|----------|
| Paid during the year | | (11,053) | (19,276) |
|----------------------|--|----------|----------|

| | | | |
|----------------------------------|--|----------------------|----------------------|
| Balance as at 31 December | | <u>37,483</u> | <u>11,053</u> |
|----------------------------------|--|----------------------|----------------------|

Deferred Tax Asset

Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Deferred tax computation for the year resulted in a deferred tax asset of ₦2,990,405,143 (2024: ₦1,513,973,939). However, in line with IAS 12 (Paragraph 29), the company's deferred tax assets have not been recognized in the financial statements as the Directors believe that it is not probable that sufficient taxable profits would be available against which the timing differences can be utilized.

NCR (NIGERIA) PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

13 Earnings Per Share

Earnings per share are calculated by dividing the net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The earnings and share data used in the calculation of basic and diluted earnings per share are:

| | 2025 | 2024 |
|---|---------------|----------------|
| | ₦'000 | ₦'000 |
| Earnings/(Loss) attributable to ordinary equity holders | 212,406 | (2,172,202) |
| | Number | Number |
| Weighted average of ordinary shareholders | 108,000 | 108,000 |
| Basic earnings/(loss) per share | 1.97 | (20.11) |

Basic earnings per share are the same because there is no dilutive instrument as at reporting date.

NCR (NIGERIA) PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

14 Property, Plants and Equipment

| | Plant and Machinery | Computer Equipment | Total |
|---------------------------------|--------------------------------|-------------------------------|----------------|
| Cost | ₦'000 | ₦'000 | ₦'000 |
| As at 1 January 2025 | 160,943 | 20,909 | 181,852 |
| Additions | - | - | - |
| As at 31 December 2025 | 160,943 | 20,909 | 181,852 |
| Accumulated Depreciation | | | |
| As at 1 January 2025 | 113,645 | 17,598 | 131,242 |
| Charge for the year | 12,114 | 3,277 | 15,391 |
| Reclassification | 902 | (902) | - |
| As at 31 December 2025 | 126,661 | 19,972 | 146,633 |
| Carrying Amount | | | |
| As at 31 December 2025 | 34,282 | 937 | 35,219 |
| As at 31 December 2024 | 47,298 | 3,311 | 50,609 |

14.1 Impairment losses recognised in the year

Impairment loss has been recognized during the year ended 31 December 2025 on Plant and machinery and Furniture and fittings. There was asset written off in the prior year (2024: Nil).

14.2 Assets pledged as security

The company does not have any assets pledged as security for liabilities as at 31 December 2025 (2024: Nil).

14.3 Contractual Commitments

There is no other contractual commitment for the purchase of items of property, plant, and equipment that has not been accounted for.

NCR (NIGERIA) PLC

**NOTE TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

| | | 2025 | 2024 |
|------------------------|--|-----------------------|----------------------|
| | | ₦'000 | ₦'000 |
| 15 Prepayments | | | |
| Insurance | | 136,268 | 16,425 |
| Other prepaid expenses | | - | 1,168 |
| | | <u>136,268</u> | <u>17,593</u> |

Prepaid insurance comprises group life assurance, medical insurance, and personal accident insurance. Other prepaid expenses include payment to the health consultant at the NCR in-house clinic.

| | | | |
|---------------------------------------|-------------|-----------------------|-----------------------|
| 16 Inventories | | | |
| Service parts - reworkable | | 318,584 | 457,181 |
| Service parts - non-reworkable | | 255,315 | 167,518 |
| | | <u>573,899</u> | <u>624,699</u> |
| Allowance for slow moving inventories | 16.1 | (401,700) | (255,571) |
| | | <u>172,200</u> | <u>369,127</u> |

| | | | |
|---|--|-------------------------|-------------------------|
| 16.1 Allowance for slow moving inventories | | | |
| Service parts - reworkable | | (370,316) | (230,634) |
| Service parts - non-reworkable | | (31,384) | (24,938) |
| | | <u>(401,700)</u> | <u>(255,571)</u> |

Service parts reworkable are ATM spare parts used during the production and installation of the ATM. These parts can be repaired if damaged. Examples of Service part reworkable include Escrow, Escrow with FRU Memory type. Service non reworkable are hardware items that can't be repaired if damaged. Service parts non- reworkable includes 15" DVI LCD and display - 15 inch slim SR Multi.

| | | | |
|---|--|-----------------------|-----------------------|
| 16.2 Movement in allowance for slow moving inventories | | | |
| As at 1 January | | 255,571 | 255,571 |
| Charge during the year | | 146,128 | - |
| Balance as at 31 December | | <u>401,700</u> | <u>255,571</u> |

NCR (NIGERIA) PLC

NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

| | | 2025 | 2024 |
|---------------------------------------|------------------------------------|------------------|------------------|
| | | ₦'000 | ₦'000 |
| 17 Trade and Other Receivables | | | |
| | Trade receivable | 1,460,890 | 970,335 |
| | Provision for expected credit loss | (15,621) | (5,753) |
| | | 1,445,268 | 964,582 |
| | Receivables from related parties | 1,885,021 | 184,048 |
| | WHT receivables | 2,328,798 | 2,260,581 |
| | | 5,659,087 | 3,409,211 |

Trade and other receivables consist of items listed above, and the carrying amount is at amortised cost. Withholding tax credit notes received are an advance payment of income tax, which can be used to offset future income tax liability. It has no expiry date.

Trade receivables

Trade receivables disclosed above are carried at amortised cost less allowance for impairment losses.

Invoices are due for payment as soon as they are raised, except when customers are pre-billed or allowed an extended credit period. No interest is charged on the overdue receivables. The company has recognised a provision for expected credit loss of 100% against all receivables over 360 days because historical experience has been that receivables that are past due beyond 360 days are not likely to be recoverable. When trade receivable, or the oldest portion of an instalment or sales receivable, has been due for 450 days (15 months), it is assumed to be uncollectible, and the entire receivable is written off.

Before accepting any new customer, the Company uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits for each customer. Credit limits are reviewed periodically by the Financial Controller.

Provision for expected credit losses

Provisions are made for expected credit losses on all receivables in order to reduce the Company's financial exposure to any losses on bad debts. There are no trade receivables that are past due at the reporting date against which an allowance has not been made. Allowance for credit losses is reversed if all amounts are recovered. The impairment recognized represents the difference between the carrying amount of these trade receivables and the amounts that are deemed recoverable by the Company. The company does not hold any collateral or other credit enhancements over these balances, nor does it have a legal right of offset against any amounts owed by the Company to the counterparty.

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date.

17.2 Collectively impaired

| | | | |
|--|----------------------------------|---------------|--------------|
| | As at 1 January | 5,753 | 5,238 |
| | Charge for the year | 9,868 | 515 |
| | Balance as at 31 December | 15,621 | 5,753 |

NCR (NIGERIA) PLC

NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

Concentration risk

The company's receivables are due from 10 Companies (2025: 11 Companies) operating in the banking sector, and 100% (2024: 90%) of the receivables are due from 10 customers (2024: 4 customers). Concentration risk is minimized by ensuring that customers make over 50% deposit of the entire project amount before placing an order, thereby reducing accounts receivable exposure. Effort is high on penetrating new accounts and dominating the accounts to neutralize the concentration on a few larger customers

| | | 2025 | 2024 |
|-------------------------------------|--|-------------------------|-----------------------|
| | | ₦'000 | ₦'000 |
| 18 Cash and Cash Equivalents | | | |
| Cash at bank | | 1,445,463 | 425,555 |
| Cash in hand | | 83 | 329 |
| Cash in-transit | | 3,449 | - |
| Short term deposit | | 300,000 | 96,677 |
| | | <u>1,748,995</u> | <u>522,561</u> |

Cash and cash equivalents represent bank balances in local and foreign currencies as at year-end. The short-term deposit relates to investment in a fixed deposit with a maturity period of 29 days.

| | | | |
|--|--|----------------------|----------------------|
| 19 Share Capital | | | |
| Issued and fully paid | | | |
| 108,000,000 ordinary share of 50K each | | <u>54,000</u> | <u>54,000</u> |

NCR has a total of 108,000,000 units of ordinary share capital of ₦0.50k per unit of share.

| | | | |
|-------------------------|--|-------------------------|-------------------------|
| 20 Other Reserve | | <u>(225,554)</u> | <u>(139,142)</u> |
|-------------------------|--|-------------------------|-------------------------|

This represents re-measurement gain or loss on defined benefit plan.

21 Trade and Other Payables

| | | | |
|-------------------------|--|-------------------------|-------------------------|
| 21.1 Non-current | | | |
| Intercompany payables | | 2,583,097 | 2,583,097 |
| | | <u>2,583,097</u> | <u>2,583,097</u> |

| | | | |
|-----------------------------|--|-------------------------|-------------------------|
| 21.2 Current | | | |
| Accruals and other payables | | 185,618 | 383,257 |
| Audit fee payable | | 19,100 | 16,250 |
| Payables to related party | | 9,204,629 | 5,816,914 |
| Trade payable | | 290,692 | 47,285 |
| Unclaimed dividend | | - | 97,224 |
| VAT payables | | - | 713 |
| WHT payables | | - | 127,387 |
| | | <u>9,700,040</u> | <u>6,489,030</u> |

NCR (NIGERIA) PLC

NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

Accruals and other payables relate to retirement savings liability, accounts payable on freight and transportation, and other related payables. The fair value of trade and other payables approximates its carrying amount.

Trade and other payables principally comprise amounts outstanding for trade purchases and ongoing costs. No interest is charged on the trade payables. The company has financial risk management policies in place to ensure that all payables are settled within the pre-agreed credit terms.

| | | 2025 | | 2024 |
|---------------------------------------|--|----------------|--|----------------|
| | | ₦'000 | | ₦'000 |
| 22 Contract Liability | | | | |
| Deferred income | | 113,744 | | 115,950 |
| Deposit by customers | | 15,806 | | 36,233 |
| Warranty | | - | | 1,314 |
| | | <u>129,550</u> | | <u>153,498</u> |
| 22.1 Deferred income | | | | |
| As at 1 January | | 115,950 | | 85,657 |
| Recognised as revenue during the year | | (78,314) | | (87,716) |
| Addition during the year | | 76,108 | | 118,010 |
| Balance as at 31 December | | <u>113,744</u> | | <u>115,950</u> |

In some contracts, a one-year warranty beyond fixing the defects that existed at the time of sale is provided to customers. The warranty is accounted for as a separate performance obligation, and a portion of the transaction price is allocated. The performance obligation for the warranty service is satisfied over one-year based on time elapsed.

Deposit by customers

This represents advances received from customers in respect of projects that have not been carried out. This is a non-interest-bearing liability. Deposits by customers are short-term advance payments for the supply of ATMs in the future.

Warranty

The company provides a one-year warranty beyond fixing defects that existed at the time of sale. These service-type warranties are sold either separately or bundled together with the sale of hardware.

23 Defined benefit plan

The company operates a staff gratuity scheme for all its confirmed staff. The scheme provides for gratuity benefits at the exit of the staff as described below;

| Years of service | Benefits |
|-------------------------|---|
| Less than 5 years | Nil |
| 5 years and above | 1 month gross salary for each year of service |

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligation were carried out at 31 December 2025 by Chidiebere Orji FRC/2021/004/00000022718 of Logic Professional Services, Associate - FRC/2020/00000013617, Society of Actuaries, United States of America.

NCR (NIGERIA) PLC

NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the Projected Unit Credit Method. A defined benefit plan is not mandated by Nigerian law; it is a voluntary plan for the Company. ARM Pension Fund Administrator is designated for the management of the fund. The Defined Benefit Plan scheme is a funded scheme.

The principal assumptions used for the actuarial valuations were as follows:

| 23.1 Financial assumptions | 2025 | 2024 |
|-----------------------------------|-------------|-------------|
| Long term average | | |
| Discount rate per annum | 17.5% | 17.5% |
| Average pay increase per annum | 15% | 15% |

The company assumes that salaries will increase at a real rate of 15% (2024:15%) per annum above the inflation rate.

23.2 Amount recognised in profit or loss in respect of these defined benefit plans are as follows:

| | | |
|--------------------------------|---------------|---------------|
| Current service cost | 23,059 | 22,264 |
| Interest on obligation | 31,231 | 26,313 |
| Interest return on plan assets | (41,456) | (35,064) |
| | <u>12,834</u> | <u>13,513</u> |

The expense for the year is included in the retirement benefits expense in the cost of sales within salaries and wages.

23.3 Amount recognised in other comprehensive income

| | | |
|--|---------------|---------------|
| Actuary loss on liability due to change in financial assumptions | 47,659 | 1,097 |
| Actuarial gains/(loss) on liability due to experience adjustments | (950) | 2,292 |
| Actuarial losses on plan assets during the year | 39,703 | 28,401 |
| Actuarial (Gain)/loss recognised in OCI net of deferred tax | <u>86,412</u> | <u>31,790</u> |

In 2025, the deferred tax asset of ₦83.25 million (2024: 61.34 million) on actuarial loss for the year was not recognized due to the fact that the entity has been in loss position coming from prior years.

23.4 The amount included in the statement of financial position arising from the entity's obligation in respect of its defined benefit plans is as follows:

| | | |
|---|---------------|---------------|
| Present value of funded defined benefits obligation | (244,853) | (180,412) |
| Fair value of plan asset | 260,107 | 238,844 |
| Net defined benefit assets | <u>15,254</u> | <u>58,432</u> |

NCR (NIGERIA) PLC

**NOTE TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

The net benefit asset arising from the defined benefit obligation and the plan asset represents the present value of economic benefit available in the form of a reduction in future contributions. Management has assessed whether there is an asset ceiling by comparing the present value of those future benefits with the surplus in the defined benefit plan. The latter was lower than the former, hence no need for an asset ceiling.

| | 2025 | 2024 |
|--|----------------|----------------|
| | ₦'000 | ₦'000 |
| 23.5 Reconciliation of amount reported on the statement of financial position | | |
| Balance sheet asset - opening balance | 58,432 | 53,036 |
| Total amount charge/recognised in profit or loss | (12,834) | (13,513) |
| Employer contribution | 56,068 | 50,699 |
| Total amount recognised in other comprehensive income | (86,412) | (31,790) |
| | 15,254 | 58,432 |
| 23.6 Changes in the defined benefit obligation during the year | | |
| Defined benefit obligation - opening balance | 180,412 | 162,793 |
| Current service cost | 23,059 | 22,264 |
| Interest cost | 31,231 | 26,313 |
| Benefit paid by fund | (36,558) | (34,347) |
| Actuarial (gains)/loss due to assumption changes | 47,659 | 1,097 |
| Actuarial (gains)/loss due to experience adjustments | (950) | 2,292 |
| | 244,853 | 180,412 |

24 Employees Information

24.1 The average number of persons employed full-time by the Company during the year, excluding Directors were as follows:

| | Number | Number |
|-----------------------------|---------------|---------------|
| Employees | | |
| Controllership | 3 | 3 |
| Financial Service Group | - | 1 |
| Worldwide Customer Services | 87 | 92 |
| Professional Services | 5 | 7 |
| | 95 | 103 |

24.2 Salaries and wages

| | | |
|--|----------------|----------------|
| Salaries and wages including staff bonuses | 787,923 | 882,287 |
| Contributions to pension scheme | 56,068 | 50,699 |
| | 843,991 | 835,079 |

Employees of the Company, other than Directors, whose duties were wholly or mainly discharged in Nigeria, received remuneration (excluding pension contributions) in the following ranges:

NCR (NIGERIA) PLC

**NOTE TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)**

| | 2025 Number | 2024 Number |
|-----------------------|----------------|----------------|
| 420,001 – 900,000 | - | 0 |
| 900,001 – 2,000,000 | - | 0 |
| 2,000,001 – 4,000,000 | 41 | 4 |
| 4,000,001 – 6,000,000 | 42 | 78 |
| 6,000,001 – 8,000,000 | 4 | 10 |
| Above 8,000,001 | 8 | 11 |
| | 95 | 103 |

25 Related Party Transactions

The Company's related parties include its ultimate parent and key management personnel. Unless otherwise stated, none of the transactions incorporates special terms and conditions, and no guarantees were given or received.

25.1 Ultimate controlling party - NCR Corporation USA

NCR Corporation USA holds 61.76% of the Company's equity, and it is the ultimate controlling party.

25.2 Nature of related party transaction

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

The company also transacts with fellow subsidiaries in respect of the exchange of spare parts and other service functions.

25.3 Purchase of goods

NCR Global Solution Limited - hardware
Other related parties

| | N'000 | N'000 |
|--|----------------|----------------|
| NCR Global Solution Limited - hardware | - | 78,764 |
| Other related parties | 477,724 | 255,597 |
| | 477,724 | 334,361 |

26 Related party outstanding balance

Analysis of the outstanding to/from holding company and fellow subsidiaries at the reporting date are:

26.1 Due to related parties

| | | |
|--|------------------|------------------|
| Cardtronics USA Inc. | 7,392,436 | - |
| NCR (Cyprus) Limited | 3,629 | - |
| NCR Ghana Limited | 6,099 | - |
| NCR (Kenya) Limited | 2,361 | - |
| NCR Qatar LLC | 254 | - |
| NCR ATM EG LLC | 116 | - |
| NCR Nederland B.V. | 1,049 | - |
| NCR Global Solutions Ltd. | - | 4,360,832 |
| NCR Global Holding LTD, (Jebel Ali Branch) | 1,736,102 | 1,322 |
| NCR Corporation Pakistan | 58,871 | - |
| NCR Limited | - | 4 |
| NCR Dutch Holdings B.V. | 2,996 | (8,311) |
| NCR (Middle East) Limited | 716 | - |
| NCR (Cyprus) Limited | - | 2,375 |
| NCR Corporation | - | 1,433,196 |
| Other related companies | - | 27,496 |
| | 9,204,629 | 5,816,914 |

NCR (NIGERIA) PLC

NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

| | 2025 | 2024 |
|--------------------------------------|------------------|----------------|
| | ₦'000 | ₦'000 |
| 26.2 Due from related parties | | |
| NCR Ghana Limited | 21,138 | 12,280 |
| NCR Global Solutions Ltd. | 1,828,245 | 90,566 |
| NCR Solutions (ME) LLC | 219 | 235 |
| NCR Limited | 11 | 39,449 |
| NCR Hellas Single Member , SA | - | 528 |
| NCR Corporation | - | 12,968 |
| NCR France Snc | - | 25 |
| Other related companies | 35,408 | 27,997 |
| | 1,885,021 | 184,048 |

Due from related parties arises as a result of support services rendered by the Company for implementation and installation requiring special engineering expertise as well as cost of shipping service parts to meet urgent customer demands by related parties. Other related parties include NCR Corporation Abu Dhabi, NCR Corporation Bahrain, NCR Corporation Kenya.

Due to related parties arising as a result of the purchase of ATMs from related parties. Related parties transactions are on the same terms as third-party payables and receivables.

The above entities are all affiliates of NCR Atleos USA, the entity's parent Company and ultimate controlling party. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties. ECL on intercompany receivables has been calculated in line with IFRS 9. There are no outstanding loans to key management personnel as of the reporting date.

27 Key management personnel

The directors and key management personnel are:

| | | Deceased | Appointed |
|--|----------|-----------------|------------------|
| Matthew Adefila | Chairman | | 27-Mar-2026 |
| Otunba Adekunle Ojora OFR, CON, FNIM, JP | Chairman | 27-Mar-2026 | |
| Chief Bisade Biobaku | Director | | |
| Chukwueke Onyekachi Caleb | Director | | |
| Ashimi Abdulqudus Anuoluwa | Director | | |
| Chief Prosper Okpue | Director | | 22-Oct-2025 |

NCR (NIGERIA) PLC

NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 (CONT'D)

The table below shows the number of Directors of the Company (excluding the Chairman) whose emoluments during the year, excluding pension contributions, fell within the bands shown below:

| | 2025 Number | 2024 Number |
|-----------------------|----------------|----------------|
| Employees | | |
| 1,000,000 – 2,000,000 | 3 | 3 |
| 2,000,000 and above | 2 | 2 |
| | 5 | 5 |

27.1 Remuneration of key management personnel

The remuneration of the Directors, who are the key management personnel of the Company, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

| | N'000 | N'000 |
|------------------------------|---------------|---------------|
| Fees | 3,500 | 3,500 |
| Short term benefits | 54,538 | 40,140 |
| Post employment benefits | 5,382 | 3,336 |
| | 63,420 | 46,976 |
| Chairman | 1,500 | 1,500 |
| Highest paid director | 64,920 | 48,476 |

28 Commitments and Contingencies

The directors believe all known commitments and liabilities which are relevant in assessing the Company's state of affairs have been taken into consideration in the preparation of these financial statements.

29 Events After The Reporting Date

There are no significant events after the reporting date which could have a material effect on the state of affairs of the Company as at 31 December 2025 that have not been adequately provided for or disclosed in the financial statements.

30 Authorization of Financial Statements

The financial statements for the year ended 31 December 2025 were approved by the board of directors on **1st of June, 2026**.

OTHER NATIONAL DISCLOSURES

NCR (NIGERIA) PLC

**STATEMENT OF VALUE ADDED
FOR THE YEAR ENDED 31 DECEMBER 2025**

| | 2025 | | 2024 | |
|--|------------------|------------|--------------------|------------|
| | ₦'000 | % | ₦'000 | % |
| Revenue | 3,081,844 | | 2,149,966 | |
| Bought materials and services | (1,972,572) | | (3,460,927) | |
| Value Added | 1,109,272 | 100 | (1,310,962) | 100 |
| Applied as follows: | | | | |
| To Pay Employees: | | | | |
| Salaries, wages and other benefits | 843,991 | 76 | 835,079 | (64) |
| To Pay Government: | | | | |
| Income and education taxes | 37,483 | 3 | 11,053 | (1) |
| Assets Replacement Provision: | | | | |
| Depreciation | 15,391 | 1 | 15,109 | (1) |
| To Provide for the Future: | | | | |
| Retained profit/(loss) | 212,406 | 19 | (2,172,202) | 166 |
| | 1,109,272 | 100 | (1,310,962) | 100 |

Value added represents the wealth created through the efforts of the company, the company, its management and employees. The statement shows the distribution of the generated wealth amongst employees, the government, providers of capital, assets replacement provisions and amount retained for future creation of wealth.

NCR (NIGERIA) PLC

5 YEARS FINANCIAL SUMMARY

| Statement of Financial Position | 2025 | 2024 | 2023 | 2022 | 2021 |
|--|------------------|------------------|------------------|------------------|------------------|
| | ₦'000 | ₦'000 | ₦'000 | ₦'000 | ₦'000 |
| Assets Employed | | | | | |
| Non-current assets | 50,473 | 109,041 | 104,525 | 104,525 | 66,238 |
| Current assets | 7,716,549 | 4,318,492 | 5,355,713 | 5,355,713 | 5,062,186 |
| Total Assets | 7,767,022 | 4,427,534 | 5,460,237 | 5,460,238 | 5,128,424 |

Financed By

| | | | | | |
|-------------------------------------|------------------|------------------|------------------|------------------|------------------|
| Share capital | 54,000 | 54,000 | 54,000 | 54,000 | 54,000 |
| Other Reserves | (225,554) | (139,142) | (107,352) | (107,352) | (90,477) |
| Retained loss | (4,511,595) | (4,724,001) | (2,551,799) | (2,551,798) | (802,377) |
| Noncurrent liabilities | 2,583,097 | 2,583,097 | 2,583,097 | 2,583,097 | 2,583,097 |
| Current liabilities | 9,867,073 | 6,653,580 | 5,482,291 | 5,482,291 | 3,384,181 |
| Total Equity and Liabilities | 7,767,022 | 4,427,534 | 5,460,237 | 5,460,238 | 5,128,424 |

Statement of Profit or Loss

| | | | | | |
|-----------------------------------|----------------|--------------------|------------------|------------------|--------------|
| Revenue | 3,081,844 | 2,149,966 | 2,934,929 | 2,934,929 | 2,540,792 |
| Profit/(Loss) before tax | 249,890 | (2,161,149) | (719,620) | (719,620) | 317,480 |
| Income tax expense | (37,483) | (11,053) | (19,276) | (19,276) | (309,928) |
| Profit/(Loss) for the year | 212,406 | (2,172,202) | (738,896) | (738,896) | 7,552 |

Per Share Data {in NGN}

| | | | | | |
|---------------------------|--------|---------|--------|--------|--------|
| Earnings/(Loss) per share | 1.97 | (20.11) | (6.84) | (6.84) | 0.07 |
| Total assets per share | 258.90 | 147.58 | 182.01 | 182.01 | 170.95 |

The calculation of Earning Per Share EPS/(LPS) and Total Asset Per Share for each of the years are based on the Ordinary Share Capital in issue on each period end date.